

HELD AT

ON

TIME

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON MONDAY, 11TH MARCH, 2013 AT 11.00 A.M. AT THE WALCHAND HIRACHAND HALL, INDIAN MERCHANTS' CHAMBER BUILDING, CHURCHGATE, MUMBAI 400 020.

Present at the Rostrum:

Mr. Prakash V. Mehta	Chairman & Non-Executive Independent Director
Mr. Nikhil J. Danani	Vice Chairman & Managing Director
Mr. Nakul P. Mehta	Vice Chairman & Managing Director
Mr. Shome N. Danani	Executive Director
Mr. Sanjiv N. Shah	Non-Executive Independent Director
Mr. D.N. Nagarkar	Company Secretary

The Chairman informed the members that the requisite quorum for the meeting was present with 83 members in person.

He thereafter called the meeting to order and introduced the Board of Directors present at the rostrum to the members.

The Chairman welcomed the members to the Extraordinary General Meeting and informed the members present that the Company has received 34 valid proxies for 22,40,803 shares representing 39.65% of the equity share capital of the Company and 3 company representations for 11,91,492 shares representing 21.08% of the equity share capital of the Company. He further informed that Statutory Registers i.e. Register of Directors', Register of Directors' Shareholding, Register of Proxies and Register of Charges, etc. were kept open for inspection by the members.

With the permission of the members, the Notice convening the meeting was taken as read.

The Chairman thereafter requested the members present to come forward with their comments, queries or suggestions.

The following 3 members came forward and communicated as under :

1. **Mr. S.J. Shah** stated that he was not in favour of the Resolution as he felt reduction in remuneration is not the solution for increasing the profits of the Company. He stated that in comparison to the industry our fall was very steep. He enquired about EPS for 9 months of 2012-2013. He also requested that dividend be maintained. He enquired why the Company had not expanded its transformer range to 400 KV / 765 KV and requested the company to go for buyback as the share price was at a 52 week low.

He queried whether the Company manufactured Motors as per IS 12615 (Type IE2 and IE3)

2. **Mr. H.V. Sanghvi** stated that he was an old shareholder and expected that dividend be maintained.
3. **Mr. Yashodhan Pandey** enquired about the future prospect as the explanatory statement did not give a clear picture of the same. He wanted to know when the market would turn around for the better and whether excess capacities were hampering Company growth.

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Since there were no further Shareholders wanting to comment, the Chairman proceeded to reply to the queries/comments made by the Shareholders which were general in nature and thereafter requested the Managing Directors to reply to the queries which were technical in nature.

The Vice Chairman / Managing Directors replied to the extent disclosures were possible in the interests of the Company and its Shareholders.

The Chairman thereafter put up the following Special Resolutions:

SPECIAL BUSINESS :

Mr. H.J. Sanghvi proposed the following Resolution :

1. Resolution : "RESOLVED that pursuant to the provisions of Section 198, No. 1 269, 310, 311, Schedule XIII and any other applicable provisions of the Companies Act, 1956 and subject to approval of the Central Government and all such other appropriate authorities, consent of the shareholders of the Company be and is hereby accorded despite expected inadequacy of profits in the financial year 2012-2013, to pay to **Mr. Nikhil J. Danani, Managing Director**, remuneration for the financial year 2012-2013 and for the residual period of his appointment from 1st April, 2013 upto 19th June, 2013 as under:

Remuneration Details	Mr. Nikhil J. Danani	
	Per Annum (Rs. in lakhs)	Per Annum (Rs. in lakhs)
	For the period 1 st April, 2012 upto 31 st March, 2013 (A)	For the period 1 st April, 2013 upto 19 th June, 2013 (B)
Salary	60.00	13.15
Perquisites & Allowances	75.00	16.44
Total	135.00	29.59
Grand Total (A) + (B) (Rs. in lakhs)	164.59	

Mr. Bimal Panchal seconded the Resolution.

The Chairman thereafter put the Resolution to vote on a show of hands and the Resolution was carried with well over 3/4th majority with only Mr. S.J. Shah opposing the Resolution.

Mr. Bimal Panchal proposed the following Resolution :

2. Resolution : "RESOLVED that pursuant to the provisions of Section 198, No. 2 269, 310, 311, Schedule XIII and any other applicable provisions of the Companies Act, 1956 and subject to approval of the Central Government and all such other appropriate authorities, consent of the shareholders of the Company be and is hereby accorded despite expected inadequacy of profits in the financial year 2012-2013, to pay to **Mr. Nakul P. Mehta, Managing Director**, remuneration for the financial year 2012-2013 and for the residual period of his appointment from 1st April, 2013 upto 19th June, 2013 as under:

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Remuneration Details	Mr. Nakul P. Mehta	
	Per Annum (Rs. in lakhs) For the period 1 st April, 2012 upto 31 st March, 2013 (A)	Per Annum (Rs. in lakhs) For the period 1 st April, 2013 upto 19 th June, 2013 (B)
Salary	60.00	13.15
Perquisites & Allowances	75.00	16.44
Total	135.00	29.59
Grand Total (A) + (B) (Rs. in lakhs)	164.59	

Mr. Bijen Shah seconded the Resolution.

The Chairman thereafter put the Resolution to vote on a show of hands and the Resolution was carried with well over 3/4th majority with only Mr. S.J. Shah opposing the Resolution.

Mr. H.V. Sanghvi proposed the following Resolution :

3. Resolution : "RESOLVED that pursuant to the provisions of Section No. 3 198, 269, 310, 311, Schedule XIII and any other applicable provisions of the Companies Act, 1956 and subject to approvals of the Central Government and all such other appropriate authorities, consent of the shareholders of the Company be and is hereby accorded despite expected inadequacy of profits in the financial year 2012-2013, to pay to **Mr. Shome N. Danani, Executive Director**, remuneration for the financial year 2012-2013 and for the residual period of his appointment from 1st April, 2013 upto 27th January, 2014 as under:

Remuneration Details	Mr. Shome N. Danani	
	Per Annum (Rs. in lakhs) For the period 1 st April, 2012 upto 31 st March, 2013 (A)	Per Annum (Rs. in lakhs) For the period 1 st April, 2013 upto 27 th January, 2014 (B)
Salary	27.00	22.34
Perquisites & Allowances	33.75	27.92
Total	60.75	50.26
Grand Total (A) + (B) (Rs. in lakhs)	111.01	

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Mr. Bimal Panchal seconded the Resolution.

The Chairman thereafter put up the Resolution to vote on a show of hands and the Resolution was carried with well over 3/4th majority with only Mr. S.J. Shah opposing the Resolution.

There being no other business to transact, Mr. H.V. Sanghvi proposed a vote of thanks to the Chair.

Thereafter the Chairman declared the meeting as closed.



CHAIRMAN

PLACE: MUMBAI

DATE: March 26th 2013

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