

Proceedings of the 148th Annual General Meeting of the Shareholders of The Bombay Burmah Trading Corporation, Limited, held on Wednesday, the 7th day of August, 2013 at Rama Watumull Auditorium, K C College, Dinshaw Vachha Road, Churchgate, Mumbai 400 020 at 3:45 pm .

Directors present :	Nusli N. Wadia, Esq.	Chairman
	A.K. Hirjee, Esq.	Vice Chairman
	M. L. Apte, Esq.	
	D. E. Udawadia, Esq.	
	Jeh Wadia, Esq.	
	Ms. Vinita Bali	
	Ness Wadia, Esq.	Managing Director
	Ashok Panjwani, Esq.,	Managing Director
Invitees :	Mr Vijay Bhatt	BSR & Co., Statutory Auditors

The Chairman ascertained the presence of the quorum and welcomed the members to the meeting.

The Chairman informed the members that 24 valid proxies/ representations for 51,803,330 shares representing 74.24% of the total paid up share capital were received and these were available for inspection by the members present.

With the consent of the Members present, the Notice convening the Meeting was taken as read. The Report of the Auditors was read by the Secretary.

The Chairman then addressed the meeting and thereafter, the following items on the agenda were taken up :

1. Adoption of the Accounts for the year ended 31st March, 2013:

The following resolution was passed by show of hands :

"RESOLVED THAT the Audited Balance Sheet of the Corporation as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby adopted."

2. Declaration of Dividend :

The following resolution was passed by show of hands :

"RESOLVED THAT dividend at the rate of Rs. 3.00 per share on the Equity Share Capital of the Corporation , inclusive of one-time special dividend of Rs.1.50 per share , for the year ended 31st March, 2013, be approved and be made payable on and after 14th August, 2013 to the Shareholders whose names stand on the Register of Members of the Corporation at the close of business on 26th July, 2013."

3. Re- appointment of Mr. Nusli N Wadia as Director :

The following resolution was passed by show of hands :

"RESOLVED THAT Mr. Nusli N Wadia , who retires from the board by rotation, be re-appointed as Director of the Corporation"



4. Re- appointment of Mr. A K Hirjee as Director :

The following resolution was passed by show of hands :

"RESOLVED THAT Mr. A K Hirjee , who retires from the board by rotation, be re-appointed a Director of the Corporation"

5. Re- appointment of Mr. P K Cassels as Director :

The following resolution was passed by show of hands :

"RESOLVED THAT Mr. P K Cassels , who retires from the board by rotation, be re-appointed as Director of the Corporation."

6. Appointment of Auditors :

The following resolution was passed by show of hands :

"RESOLVED THAT pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956, Messrs B S R & Co., Chartered Accountants (Registration No. 101248W), be and are hereby appointed Auditors of the Corporation, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Corporation at such remuneration and on such other terms and conditions to be fixed by the Board of Directors."

7. Appointment of Branch Auditors :

The following resolution was passed by show of hands :

"RESOLVED THAT pursuant to Section 228 and other applicable provision, if any, of the Companies Act, 1956, Messrs. Deloitte Haskins & Sells, Chennai, Chartered Accountants (Registration No. 008072S) be and are hereby appointed as the Branch Auditors for auditing the accounts of the branches of the Corporation in South India, for the current financial year, at such remuneration and on such other terms and conditions to be fixed by the Board of Directors.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to appoint for the current financial year, in consultation with the Corporation's Auditors namely Messrs B S R & Co., in respect of the audit of the accounts of the Corporation's branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 226 of the Companies Act, 1956 or an accountant duly qualified to act as an auditor of the accounts of such branch offices in accordance with the laws of the concerned countries; and to fix the remuneration and other terms and conditions of their appointment as branch auditors."

8. Payment of Commission to Non- executive directors :

The following Special resolution was passed by show of hands :

"RESOLVED THAT pursuant to the provisions of section 309 and other applicable provisions of the Companies Act, 1956 , the Corporation be and is hereby authorized to pay to its Directors, not being a Managing Director or Whole-time Director, such Commission as the Board of Directors may determine from time to time not exceeding



1% of the net profits of the Corporation computed in the manner laid down in Section 198 of the Companies Act, 1956 for a period of five financial years commencing 1st April, 2013.

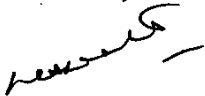
"RESOLVED FURTHER THAT such commission be divisible amongst the Directors as aforesaid in such proportion as the Board may determine or failing such determination, as the Chairman for the time being of the Board may decide from time to time and for determining the Commission payable for any broken period of a year in pursuance of the above resolution, the net profits of the Corporation shall be arrived at on a proportionate basis.

"RESOLVED FURTHER that if at any time the Corporation does not have a Managing Director or Whole-time Director, then the Corporation may pay to its Directors as aforesaid, such Commission as the Board of Directors may determine from time to time not exceeding 3% of the net profits of the Corporation computed in the manner laid down in Section 198 of the Companies Act, 1956 for that year(s)."

Vote of thanks

There being no other business to be transacted, the meeting concluded with a vote of thanks to the Chair.

For The Bombay Burmah Trading Corporation, Limited



N H Datanwala
Vice President Corporate & Company Secretary