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MINUTES OF THE 65th ANNUAL GENERAL MEETING HELD ON FRIDAY, 29TH JUNE, 2012 AT 3.00 P.M. AT THE WALCHAND HIRACHAND HALL, INDIAN MERCHANTS' CHAMBER BUILDING, CHURCHGATE, MUMBAI 400-020.

Present at the Rostrum:

Mr. Bansil S. Mehta

Mr. Nikhil J. Danani

Mr. Nakul P. Mehta

Mr. Shome N. Danani

Mr. Prakash V. Mehta

Mr. Sanjiv N. Shah

Mr. D.N. Nagarkar

Chairman

Vice Chairman & Managing Director

Vice Chairman & Managing Director

Executive Director

Director

-do- (Chairman of the Audit Committee)

Company Secretary

The Chairman informed the members that the requisite quorum for the meeting was present with 39 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 65th Annual General Meeting and informed the members present that the Company has received 15 valid proxies for 21,36,004 shares representing 37.79% of the equity share capital of the Company and 3 company representations for 11,88,992 shares representing 21.04% 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 and the Directors' Report were taken as read. The Auditors' report to the members was thereafter read at the meeting by the Company Secretary.

The Company Secretary requested the members present to refer to page 10 of the Annual Report, under "Directors' Report" wherein he pointed out a printing error in the last paragraph under the heading "Operations" which he informed should read as "Exceptional Items represent proceeds (free of Capital Gains Tax but subject to MAT)" instead of "Exceptional Items represent proceeds (free of both Capital Gains Tax and MAT)".

The Chairman thereafter highlighted the current year's performance of the Company for the two months ended May 31, 2012.

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HELD AT

ON

TIME

Orders obtained : Rs. 81.70 crore

as against Rs. 121.20 crore during corresponding period of previous year, a decrease of 33%.

Net Sales : Rs. 49.70 crore

as against Rs. 73.0 crore during corresponding period of previous year, a decrease of 32%.

Pending orders : Rs. 392.20 crore

as against Rs. 409.0 crore as at the end of the corresponding period of period of previous year, a decrease of 4%.

The Chairman indicated that the ensuing year is going to be a challenging one.

ORDINARY BUSINESS :

The Chairman moved the following resolution :

Resolution: "RESOLVED that the audited Balance Sheet as at 31st March, 2012, the Profit & Loss Account for the year ended 31st March, 2012 together with Cash Flow Statement, the Directors' Report incorporating the correction of the printing error appearing in the last paragraph under the heading 'Operations' to be read as "Exceptional Items represent proceeds (free of Capital Gains Tax but subject to MAT)" instead of "Exceptional Items represent proceeds (free of both Capital Gains Tax and MAT)" and the Auditors' Report thereon be and the same are hereby received and adopted."

The resolution was seconded by Mr. Pradeep Vijayakar.

The Chairman invited the members to put forth their queries / questions / suggestions on the Annual Report and Accounts circulated to the members. Mr. Vinit Kumar Parikh, Mr. Pradeep Vijaykar, Mr. Sharad Kumar, Mr. Jairaj Shah, Mr. Manish Bhandari, Mr. Nigel Gonsalves, Mr. Adi K. Nalladary, Mr. P.K. Agnihotri and Mr. Pandey, members, put forth their suggestions, and questions as under :

Suggestions:

- Schedule the AGM on a day when other AGM's are not being held in the city.
- To arrange for a Factory visit.

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INITIAL



1-11-2012

HELD AT

ON

TIME

- c) To increase dividend.
- d) To try and ensure the share price of the Company is displayed on TV business channels.
- e) To use solar energy to reduce electricity costs and help environment.
- f) Introduce EVA in the Annual Report.
- g) To give names of top ten Shareholders in the Annual Report.
- h) To improve content of Annual Report by adding Pie Charts of sales, details of export, etc.
- i) To buy back shares.
- j) To repurchase shares of Siemens at lower price.
- k) Write to Fixed Deposit Holders to claim their deposits instead of transferring to Government.
- l) To increase Promoter holding.
- m) To request Registrar to open a branch in Fort area.
- n) To send physical form of Annual Report.

Questions :

- 1) Why sales and orders have dropped substantially in the first two months of the current year ?
- 2) What is the reason for slump in the transformer industry ?
- 3) Is the exceptional item subject to tax or free of tax ?
- 4) Please give geographic mark up of sales and segments.
- 5) Have all applicable Accounting Standards been followed ?
- 6) Is the Company following any Quality Management System, viz. 6 sigma ?
- 7) Why investing in Inter Corporate Deposits when the Company has borrowed ?

CHAIRMAN'S
INITIAL


HELD AT

ON

TIME

- 8) Is the Company considering any foreign acquisition ?
- 9) Please explain collaboration with M/s. KEB, Germany.
- 10) Capital expenditure budget for the next 2 years ?
- 11) Why not liquidate investments in Siemens and invest in own business ?
- 12) Why is the name of the Company Secretary not shown in the Annual Report ?
- 13) Why transfer to Reserves is lower than last year ?
- 14) Why promoters are not increasing their holding through creeping acquisition ?
- 15) What is the market share in each segment ?
- 16) Why is the Company not considering Bonus issue ?
- 17) When will this downturn be reversed ?

After all the speakers had completed their address, the Chairman informed the members present that since he is an Independent Non Executive Chairman who is not involved in the day to day activities of the Company, he would address queries of a general nature put up by them and request the Managing Directors to reply to the technical and performance related queries.

The Chairman proceeded to reply to queries / suggestions which were general in nature. He informed the members present that at the Board level there was a good deal of debate on the quantum of dividend to be distributed since the operational profits were much lower. However, the Board decided to maintain the dividend in view of the exceptional income received during the year.

Thereafter, the Vice Chairmen & Managing Directors replied to the extent disclosure was consistent with the interests of the company and its Shareholders.

The Chairman asked the members present whether they have any more questions or comments. Since there were no further questions / comments forthcoming the resolution was put to vote by a show of hands and was carried nem con.

CHAIRMAN'S
INITIAL



HELD AT

ON

TIME

EQUITY DIVIDEND

Mr. Pradeep Vijaykar moved the following resolution:

Resolution: "RESOLVED that pursuant to the recommendations of the
No. 2 Directors, dividend @ Rs.25/- per share on the equity share capital of the Company for the year ended 31st March, 2012 be and is hereby declared and the same be paid out of the profits for the period to those Shareholders whose names appear on the Company's Register of Members on Monday, June 25th, 2012 in respect of shares held in physical form and in respect of shares held in demat form to those Beneficial owners as at the end of business on Saturday, 23rd June, 2012 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and that the Dividend be paid after Friday, 29th June, 2012 only to those shareholders who are entitled to receive payments."

Mr. Adi K. Nalladary seconded the resolution.

The resolution was then put to vote on a show of hands and was carried nem con.

REAPPOINTMENT OF DIRECTORS

Mr. P.K. Agnihotri proposed the following resolution:

Resolution: "RESOLVED that Mr. Sanjiv N. Shah, who retires by rotation
No. 3 and is eligible for re-appointment be and is hereby re-appointed a Director of the Company."

Mr. Janak Mathuradas seconded the resolution.

The resolution was then put to vote on a show of hands and was carried nem con.

Mr. Janak Mathuradas moved the following resolution :

Resolution: "RESOLVED that Mr. Jairaj C. Thacker, who retires by rotation
No. 4 and is eligible for re-appointment be and is hereby re-appointed a Director of the Company."

Mr. Pradeep Vijaykar seconded the resolution.

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The resolution was then put to vote on a show of hands and was carried nem con.

Mr. P.K. Agnihotri moved the following resolution :

Resolution : "RESOLVED that Mr. Mukul Harkisondass, who retires by
No. 5 rotation and is eligible for re-appointment be and is hereby re-appointed a Director of the Company."

Mr. Janak Mathuradas seconded the resolution.

The resolution was then put to vote on a show of hands and was carried nem con.

APPOINTMENT OF STATUTORY AUDITORS

Mr. P.K. Agnihotri moved the following resolution :

Resolution: "RESOLVED that M/s. Dalal & Shah, Chartered Accountants,
No. 6 bearing Firm Registration Number 102021W be and are hereby appointed as Statutory Auditors of the Company including for branch audit to hold office till the conclusion of the next Annual General Meeting.

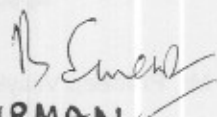
FURTHER RESOLVED that the Board of Directors and/or its Audit Committee be and are hereby authorised to fix their remuneration as Statutory Auditors for the above period."

Mr. Pradeep Vijaykar seconded the resolution.

The resolution was then put to vote on a show of hands and was carried nem con.

Mr. P.K. Agnihotri proposed a vote of thanks to the Chair.

Thereafter the Chairman declared the meeting closed.


CHAIRMAN

PLACE: MUMBAI

DATE: July 20, 2012