

EMPEE SUGARS AND CHEMICALS LIMITED

PROCEEDINGS OF THE 21st ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 11.00 AM ON WEDNESDAY, THE 28TH DECEMBER, 2011.

1. Secretary welcomed the shareholders and directors on the dias and informed the chairman that the required quorum was present and requested the Chairman to initiate the proceedings of annual general meeting. Further Secretary informed the meeting that 16 Nos. of members were present in the meeting.
2. Chairman declared the meeting in order and informed the members that the lists of members, the register of Directors' shareholding are open for the inspection of members.
3. Chairman delivered his speech.
4. Chairman declared the meeting that "with the permission of the members, the notice of the meeting, directors' report and auditor's report having been circulated to all the members has been taken as read".
5. Passing of Resolutions:

Resolution No. 1 :

"RESOLVED that the audited Balance Sheet of the Company as on 30th September, 2011 (18 months), the Profit and Loss Account for the year ended on that date, the Report of the Auditors thereon and the Directors' Report as published and circulated to the members and submitted to this meeting be and are hereby approved and adopted."

The Chairman invited questions on the accounts and replied on the same..

Mr.V.Srinivasa Rao, shareholder proposed the resolution and Mr.V.Ravi Kumar Reddy, shareholder seconded the resolution :

Chairman declared that the resolution was passed as an ordinary resolution.

Resolution No. 2 :

"RESOLVED that pursuant to Section 256 of the Companies Act, 1956 Mr.Shankar Menon, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Mr. M.Seshagiri Rao, shareholder proposed the resolution and Mr. P.Raja Gopal shareholder seconded the resolution.

Chairman declared that the resolution was passed as an ordinary resolution.



Resolution No 3 :

"RESOLVED that pursuant to Section 256 of the Companies Act, 1956 Mr.M.P.Mehrotra, who retires by rotation and being eligible offers himself for reappointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Mr. N. Suresh Babu, shareholder proposed the resolution and Mr. S.K.Zilani, shareholder seconded the resolution.

Chairman declared that the resolution was passed as an ordinary resolution..

Resolution No 4 :

"RESOLVED that M/s.K.S.AIYAR & CO., Chartered Accountants, be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration as may be decided by the Board."

Mr.L.Venkateswarlu Reddy, shareholder proposed the resolution and Mr.T.Sreenivasulu Reddy, seconded the resolution.

Chairman declared that the resolution was passed as an ordinary resolution.

SPECIAL BUSINESS:

Resolution No 5 :

RE-APPOINTMENT OF JOINT MANAGING DIRECTOR:

"RESOLVED that in accordance with the provisions of Section 198, 269 and 309 read with schedule XIII to the companies act, 1956, the consent of the Company be and is hereby accorded to the re-appointment of Mr.Sheeku Purushothaman, as Joint Managing Director of the Company for further period of three years with effect from 1st April, 2011 to 31st March, 2014 within the following terms as to remuneration as set out hereafter and with further liberty to the Board of Directors from time to time to alter the said terms in such manner as may be agreed to between the Board of Directors and Mr.Sheeku Purushothaman in the best interest of the company within the limitations in that behalf as contained in schedule XIII to the said Act., viz

- a. Basic Salary – ₹.3,00,000/- per month. The quantum of annual increase will be decided by the Remuneration Committee.
- b. Perquisites –
 1. Free use of furnished accommodation owned or leased by the Company with amenities including Water, Gas, Electricity and Furnishings.
 2. Medical Reimbursement for self and family including premium payable for medical insurance in accordance with the rules of the Company.
 3. Leave Travel Concession for self and family once in a year in accordance with the rules of the Company.
 4. Fees of clubs subject to a maximum of two clubs. This will not include admission fee and life membership fee.
 5. Personal Accident Insurance as per the rules of the Company.



6. Contribution to PF and Payment of Gratuity as per the rules of the Company, which shall not be included for computation of the ceiling on the remuneration payable.
7. Encashment of leave at the end of the tenure.
8. Provision of Car with driver and telephone at residence, for Company's business.

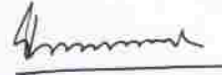
In the absence or inadequacy of profits at any time during the tenure of the appointment of the appointee, the Basic Salary will be paid to the appointee as minimum remuneration in terms of Schedule XIII of the Companies Act, 1956."

Mr. P.Ananda Rao, proposed the resolution and Mr. K.V.Ramana Reddy, seconded the resolution.

Chairman declared that the resolution was passed as a special resolution.

Mr. Ch. Hanumantha Rao, Vice President conveyed vote of thanks to the chair and the members present in the meeting.

Place : Ayappareddipalem
Date : 28.12.2011



M.P.Purushothaman
Chariman

