

Proceedings of the Twenty Eighth Annual General Meeting of the Company held on Monday, the 17th September, 2012 at 3.00 p.m. at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168, T.T.K. Road, Royapettah, Chennai - 600 014.

Directors Present :

1. Mr. V.Srinivasan
2. Mr. Murali Venkatraman, *Vice-Chairman*
3. Mr. V.Thirupathi, *Chairman - Audit Committee*
4. Mr. G.Balasubramanyan
5. Mr. Dinshaw K Parakh
6. Mr. S.K.Subramanyan, *Director (Fin. & Admn.) & Co. Secy.*

Invitees Present :

Mr. S.Gopalan
Partner
M/s. P.Srinivasan & Co.,
Chartered Accountants (Statutory Auditors)

No. of Members Present :

By attendance : 60
By Proxy : 9

The Directors present elected Mr.V.Srinivasan as Chairman of the Meeting.

The Director (Finance & Administration) & Company Secretary announced the election of the Chairman of the Meeting to the Members.

Mr.V.Srinivasan took the Chair.

The Chairman of the Meeting welcomed the Members and since the quorum was present, called the Meeting to order.

The Notice convening the Annual General Meeting having been circulated earlier, the Chairman of the Meeting obtained the Members' consent for treating the same as read.

The Chairman of the Meeting then introduced Board Members present on the dais to the Members.



The Chairman of the Meeting requested the Director (Finance & Administration) & Company Secretary to read the Auditors' Report.

The Director (Finance & Administration) & Company Secretary read the Auditors' Report.

The Chairman of the Meeting then delivered his Speech and proceeded to transact the business listed on the agenda.

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Directors' Report, the Audited Balance Sheet as at 31st March, 2012, the Statement of Profit and Loss for the year ended 31st March, 2012 and the Auditors' Report thereon.

Mr. Murali Venkatraman, Member moved the following Resolution.

As an Ordinary Resolution

"RESOLVED THAT the Directors' Report, the Auditors Report, the Audited Balance Sheet and the Statement of Profit and Loss of the Company for the year ended 31st March, 2012 be and are hereby approved and adopted."

The Chairman of the Meeting asked the Members whether they have any questions to ask or clarifications to seek on the Accounts.

Since there were no queries raised by any Member, the Chairman of the Meeting requested for secondment of the resolution.

Mr.B.Rajesh, representing M/s.Narbod Constructions Pvt. Ltd., seconded the resolution.

The resolution was then put to vote by the Chairman of the Meeting by show of hands and declared to have been passed unanimously.

- 2) **Re-appointment of Mr.Dinshaw K.Parakh, Director**

Mr. R.Vijaya Kumar, representing M/s.A-Square Agencies Private Limited, moved the following resolution.

As an Ordinary Resolution



"RESOLVED THAT Mr.Dinshaw K.Parakh, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retirement by rotation."

Mr.P.K.Viswanathan, representing M/s.Vensunar Holdings Private Limited, seconded the resolution.

The resolution was then put to vote by the Chairman of the Meeting by show of hands and declared to have been passed unanimously.

3) Re-appointment of Mr. Narayan Sethuramon

The Chairman of the Meeting informed the Members that Mr.Narayan Sethuramon whose reappointment as a Director was in the Agenda for the Meeting, had stepped down from the Directorship of the Company at the Board Meeting held on 23rd July, 2012. Consequently, his re-appointment does not arise, hence this item was not taken up. The Chairman of the Meeting also informed the members present that the casual vacancy arising out of the resignation of Mr.Narayan Sethuramon was not filled up.

4) Re-appointment of Auditors

Mr.Dinshaw K Parakh, Member, moved the following resolution.

As an Ordinary Resolution

"RESOLVED THAT M/s. P. Srinivasan & Co., Chartered Accountants, Chennai, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors."

Mr.G.Ravikumar, representing M/s.Galaxy Investments Private Limited, seconded the resolution.

The resolution was then put to vote by the Chairman of the Meeting by show of hands and declared to have been passed unanimously.

The Chairman of the Meeting then handed over the Chair to Mr. V.Thirupathi, Director as he was interested in the next subject of the Notice.

