



59TH AGM PROCEEDINGS

Day, Date : Thursday, 05th September 2013
Time : 4 P.M.
Venue : Registered Office, 2/185, Puliampatti (via), Pollachi

On the dais

Sri.A.L.Ramachandra, Chairman & Managing Director
Smt. Jayanthi Ramachandra, Managing Director
Sri. S. Shreenivasa Rao, Director
Sri. Mohan Rao, Director
Sri. M.Sivaram, Auditor

Number of Shareholders present in person : 41
Number of Proxies attended the meeting : 5

AGM Introduction

Sri.A.L.Ramachandra Chairman & Managing Director of the Company, occupied the Chair and welcomed the members and introduced those who are on the dais and informed about of those Directors who could not attend (Sri.V.Dharmaraj, Sri. Pattabi Ramarao & Sri.J. Balamurugan &) the Annual General Meeting.

The Audit Committee Chairman was present at the meeting as per section 292A of the Companies Act, 1956. The Chairman informed that the Statutory Registers were kept open for inspection by the Members. Thereafter, he briefed about the operation and performance of the company.

With unanimous consent of the shareholders present, the Chairman informed that the Notice of the AGM be considered as read and then proceeded to conduct the business of the meeting as per agenda.



AGM AGENDA ITEMS:

1. Adoption of Accounts, Directors Report & Auditors Report

With unanimous consent of the shareholders present, the Chairman informed that the Accounts and report of Auditors and Directors thereon be considered as read.

Resolution

PROPOSED BY: Sri.Ramanathan

SECONDED BY: Sri.Vijayan

"Resolved that the Audited statement of Profit and Loss for the year ended 31st March 2013 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon as placed before the Annual General Meeting, be and are hereby adopted."

The Resolution was put to vote by the Chairman and declared carried unanimously by show of hands as an Ordinary Resolution.

2. Re-appointment of Sri. V.Dharmaraj, as Director

Resolution

PROPOSED BY : Sri.Balasubramaniam

SECONDED BY: Sri.Alagappan

"Resolved that Sri. V.Dharmaraj, Director of the company, who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the company whose period of office shall be liable to retire by rotation."

The Resolution was put to vote by the Chairman and declared carried unanimously by show of hands as an Ordinary Resolution.

3. Re-appointment of Sri. S.Shreenivasa Rao, as Director

Resolution

PROPOSED BY : SriKasinathan

SECONDED BY: Sri.Balasubramaniam



"Resolved that Sri. S.Shreenivasa Rao, Director of the company, who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the company whose period of office shall be liable to retire by rotation."

The Resolution was put to vote by the Chairman and declared carried unanimously by show of hands as an Ordinary Resolution.

4. Re-appointment of Auditors and to fix their remuneration

PROPOSED BY : Sri.Paramasivam

SECONDED BY: Sri.Subramanian

"Resolved that the retiring Auditors M/s. Suri & Co., Chartered Accountants, Coimbatore, (Firm Regn No. 004283S) be and is hereby re-appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration of Rs.4,00,000/- (Rupees four lakhs only) excluding travelling and out-of-pocket expenses, as approved by the Board of Directors."

The Resolution was put to vote by the Chairman and declared carried unanimously by show of hands as an Ordinary Resolution.

There being no further business in the agenda, the meeting concluded with vote of thanks to the Chairman and Members attended the meeting.

For VTX Industries Ltd.,

A handwritten signature in black ink, appearing to read 'A.L. Ramachandra', written over the printed name.

A.L.Ramachandra

Chairman & Managing Director

Place: Coimbatore

Date: 12.09.2013