Minutes of the 7th Annual General Meeting of the Company held at 10.15 a.m. on Friday, July 13, 2012 at The Music Academy (Mini Hall), No. 168, TTK Road Royapettah, Chennai 600 014.

Members present	In person	By proxy
	610	10

Present : Mr. L Ganesh
Mr. L Lakshman
Mr. Harish Lakshman
Mr. S Sandilya
Mr. S C Gupta
Mr. Anil Kumar V Epur

In Attendance: Mr. P S Rao, President
Mr. MAP Sridhar Kumar, General Manager-Finance
Mr. G Karthikeyan, Secretary

Mr.Selva Thiraviam
Price Waterhouse & Co., Chartered Accountants

Mr. L Ganesh, Chairman of the Company occupied the chair in accordance with Article No. 83 of the Articles of Association of the Company.

The Chairman after ascertaining that the requisite quorum was present, called the meeting to order. With the consent of the members present, the notice convening the 7th Annual General Meeting was taken as read.

The Chairman made the opening welcome remarks to the members.

Mr. MAP Sridhar Kumar, General Manager-Finance, read out the Auditors' Report. With the consent of the members the annexure to the Auditors' Report was taken as read.

ORDINARY BUSINESS :

1. **Adoption of Accounts for the year ended March 31, 2012**

   The Chairman after answering the questions raised by the shareholders, moved the following resolution as an Ordinary Resolution.

   "Resolved that the Audited Balance Sheet as at March 31, 2012, the Profit and Loss Account for the year ended March 31, 2012 together with the Reports of the Directors and the Auditors of the Company thereon, as presented to the meeting be and the same are hereby approved and adopted."

   The resolution was put to vote and declared to have been carried unanimously.

2. Declaration of dividend on equity shares

Mr. V Mahalingam, a member proposed the following resolution as an Ordinary Resolution:

"Resolved that the interim dividend of Rs.4/- per equity share declared by the board of directors of the Company on January 25, 2012 on 79,14,980 equity shares of Rs.10/- each fully paid, absorbing a sum of Rs. 3,67,95,951/- (including dividend distribution tax and cess thereon), paid to the shareholders on February 10, 2012 for the year ended March 31, 2012 be and is hereby approved."

"Resolved further that final dividend of Rs.3/- per equity share of Rs.10/- each on 79,14,980 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2012, absorbing an amount of Rs. 2,75,96,963/- (including dividend distribution tax and cess thereon) and that the dividend be paid to those shareholders, whose names appears in the Company's Register of Members as on July 13, 2012 and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on July 6, 2012 as per the details furnished by the Depositories for this purpose."

Mr. V Rangan, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

3. Re-appointment of Mr. L Lakshman as Director

Mr. R Narasimhan, a member, proposed the following resolution as an Ordinary Resolution.

"Resolved that Mr. L Lakshman, who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company."

Mr. S G Ramachandran, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

4. Re-appointment of Mr. Koji Nishihara as Director

Mr. S Chandrasekaran, a member, proposed the following resolution as an Ordinary Resolution.

"Resolved that Mr. Koji Nishihara, who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company."

Mr. S G Ramachandran, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

SPECIAL BUSINESS :

5. Appointment of Auditors

Mr. V Mahalingam, a member, proposed the following resolution as an Ordinary Resolution.

"Resolved that, pursuant to Section 224 and other applicable provisions of the Companies Act, 1956, M/s. Varma & Varma, Chartered Accountants (Registration No. FRN 04532S with The Institute of Chartered Accountants of India), be and are hereby appointed as auditors of the Company in the place of M/s. Price Waterhouse & Co., Chartered Accountants, who have intimated to the Company that they are not seeking re-appointment as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

Mr. S G Ramachandran, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

6. Appointment of Mr. P S Rao as 'Manager'

Mr. Pinni Srinivasulu, a member, proposed the following resolution as a Special Resolution.

"Resolved that in accordance with the provisions of Sections 198 , 269 and Section 387 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the Act), and such other approvals as may be required, Mr. P S Rao, be and is hereby appointed as 'Manager' within the meaning of Section 2(24) of the Act, with effect from April 1, 2012, in the designation of President, for a period of two years from April 1, 2012 upto March 31, 2014 or such other shorter periods as may be decided by the Board of Directors of the Company, on the following terms :

a) **Salary :**

In the scale of Rs.2,00,000 to Rs.3,00,000 per month. Annual increase will be effective 1st of April every year from April 1, 2012 onwards and the quantum will be decided by the Board of Directors.

b) **Benefits, Perquisites and Allowances :**

Benefits, perquisites and allowances as may be determined by the Board of Directors from time to time in accordance with the applicable scheme of the Company, subject to a maximum of 150 % of the Salary per annum.

The perquisites will be evaluated as per Income-tax Rules, wherever applicable, and at actual cost to the Company in other cases.

c) **Contribution to funds :**

Company's contribution to Provident Fund and Superannuation Fund or other pension fund will be as per the scheme of the Company.

Company's contribution to Provident Fund and Superannuation Fund or pension fund as above will not be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income-tax Act.

d) **Gratuity:**

Gratuity payable shall be as per the rules of the Company.

e) **Incentive Remuneration**

Incentive Remuneration of such sum be paid based on the merits to be determined by the Board, provided that the total remuneration shall not exceed the limits prescribed under the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time."

"Resolved further that in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of the Manager, he will be paid remuneration in terms of PART II of Schedule XIII to the Companies Act, 1956 or such other limit as may be prescribed by the Government from time to time as minimum remuneration."

Mr. S Chandrasekaran, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

7. **Approval of payment of commission to Mr. L Ganesh, Chairman**

Since Mr. L Ganesh, Chairman was interested in the next item of agenda, he requested Mr. S Sandilya, Director to chair the meeting.

Mr. S Sandilya occupied the chair.

Mr. V Mahalingam, a member, proposed the following resolution as a Special Resolution.

"Resolved that pursuant to the provisions of Section 309(4)(b) and other applicable provisions, if any, of the Companies Act, 1956 (the Act) and subject to such other approvals as may be required, the payment and distribution by way of commission to Mr. L Ganesh, Chairman, not exceeding one percent (1%) of the net profits of the company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act with effect from April 1, 2012 for a period of three years be and is hereby approved."

"Resolved further that subject to the limits as aforesaid, the payment and distribution of the commission to Mr. L Ganesh, Chairman be determined by the Board of Directors from time to time in such proportion and in such manner as the Board may determine."

Mr. R Narasimhan, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

Mr. S Sandilya vacated the chair and Mr. L Ganesh occupied the chair.

With a vote of thanks proposed by Mr. R Narasimhan, a member, the Chairman declared the meeting as closed.

Chennai
Dated : July 13, 2012

L Ganesh
Chairman