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**WELLWIN
INDUSTRY
LIMITED**

WELLWIN INDUSTRY LIMITED
Regd. Off. No. E , 5TH Floor, Lakshmi Bhawan, No:609, Mount Road,
Chennai - 600 006

PROCEEDINGS OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE
SHAREHOLDERS OF WELLWIN INDUSTRY LIMITED HELD ON MONDAY THE
30TH DAY OF SEPTEMBER 2013 AT 11.00 A.M. AT NO:18 , LUZ AVENUE
MYLAPORE, CHENNAI - 600 004.

PRESENT

SHRI R. RAJAGOPALAN - **MANAGING DIRECTOR**
SHRI. R. KALYANARAMAN - **DIRECTOR**

IN ATTENDANCE

SHRI. T.R. ASHOK - **STATUTORY AUDITOR**
SHRI RAGURAM RAMAMORTHY - **PROPOSED DIRECTOR**
SHRI .BASKAR AGNEESWAREN - **PROPOSED DIRECTOR**

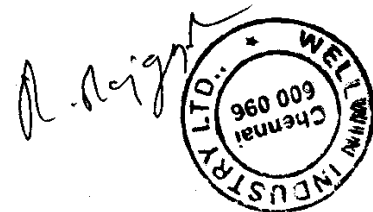
Leave of absence was granted to Mr. T.Ranganathan, Director and Mr.S.Chandrasekaran,
Director who could not attend the meeting since they were out of station.

12 -members were present in person
2- Members were present by proxy

1. As per Article 1 read with Regulation 51 of Table 'A' to the Schedule I of the Companies Act 1956, Mr. R.Kalyanaraman proposed that Mr. R. Rajagopalan be elected as the Chairman of the meeting.

Mr. R. Rajagopalan occupied the chair.

2. The Chairman welcomed the Members to Company's 17th Annual General Meeting.
3. After ascertaining the requisite quorum for the meeting was present, the Chairman called the meeting to order.
4. The Chairman informed the members that two proxies are being received for sixty five lakh shares and they were duly recorded.



- 5 The Chairman announced the register for Director's Share Holding maintained by the Company pursuant to Section 307 of the Companies Act 1956 was also available for inspection by Members present till the conclusion of the meeting.
- 6 With the permission of the members present, the notice convening the meeting was taken as read.
- 7 Since the Company Secretary was absent the Chairman requested a senior officer of the Company Shri. N. Ramakrishnan to read out the Auditors Report for the Year ended 31st of March, 2013 to the members.
- 8 Before taking up the first item of the Notice, namely, adoption of accounts for the period ended 31st of March, 2013, the Chairman briefly reviewed the performance of the Company during the current year. Before moving the resolution for adoption of accounts, the Chairman invited questions, if any from the members on the accounts already circulated so that he can answer the questions. Since no questions were raised from the members, the Chairman then proceeded further in the matter for adoption of accounts.

9 Adoption of Accounts:

The Chairman stated that Director's Report and the Audited Profit and Loss Account for the financial year ended 31st of March, 2013 and the Balance Sheet as at that date together with the schedules annexed thereto were laid before the meeting. The Chairman requested a member to propose the following resolution and the same was proposed by Mr. V.Nagarajan (Folio No. 20020646)

ORDINARY RESOLUTION

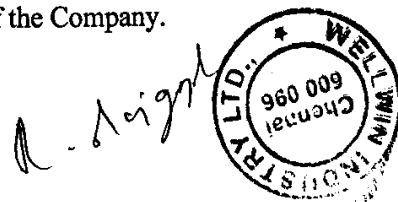
"RESOLVED THAT the Directors' Report, the Audited Profit and Loss Account for the financial year ended 31st of March, 2013 and the Balance Sheet as at that date, together with the schedules annexed thereto and the Auditors' Report thereon be and are hereby received, approved and adopted."

The resolution was seconded by Mr. K.Sivakumar (Folio No. 3827)

The Chairman put the motion to vote and the same was carried unanimously

10 Appointment of Directors :

The Chairman stated that Shri Raguram Ramamorrthy who is an MBA and Shri.Baskar Agneeswaren Who is a Chartered Accountant have offered themselves for appointment as Directors in the Company when they were approached. Both of them have High Industrial Expereince and they have very good experience in the relevant field where our Company has specilised. Therefore the Chairman recommended their appointment to the Board of Directors of the Company.



The Chairman requested the members present to move the Resolution for appointment of Shri Raguram Ramamoorthy and Shri Baskar Agneeswaren as Directors of the Company. The resolution was moved by K.Sivakumar (Folio No. 3827).

The Chariman then put the motion to Vote and the same was carried unanimously

ORDINARY RESOLUTION

“RESOLVED THAT Shri Raguram Ramamorthy and Shri Baskar Agneeswaren be and hereby appointed as Directors of the Company.

The Resolution was seconded by Mr. V. Nagarajan (Folio no. 20020646).

The Chairman put the motion to vote and the same was carried unanimously.

11 RE-APPOINTMENT OF AUDITORS

The Chairman informed that the next item in the notice relates to re-appointment of the Statutory Auditors of the Company to hold office from the conclusion of the Seventeenth Annual General Meeting to the conclusion of the Eighteenth Annual General Meeting and to fix their remuneration.

The Chairman requested a member to propose the following resolution and the same was proposed by Mr.J.Sriram (Folio No.3816)

ORDINARY RESOLUTION

“RESOLVED THAT M/s. A.K. Rajagopalan & Co., Chartered Accountants, Chennai be and is hereby re-appointed as the auditors of the Company to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company, on a remuneration to be decided by the Board of Directors of the Company.”

The resolution was seconded by Mr. R.Premkumar (Folio no. 3829)

The Chairman put the motion to vote and the same was carried unanimously.

12 VOTE OF THANKS

There being no other business, the Chairman declared the meeting as concluded.


(R.RAJAGOPALAN)
CHAIRMAN

