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1. Re-appointment and fixing remuneration of Shri. Anil Kumar Bansal, Managing Director

Since the first item pertains to the appointment of Mr. Anil Kumar Bansal, he vacated the Chair. Proposed by Mr. Devakar Bansal, Mr. D.P. Venkataraman took the Chair and conducted the proceedings.

The following resolution was proposed by Mrs. Usha Sankar, member as a **Special resolution** and seconded by Mr. Harish Kumar Lohia, member.

“RESOLVED THAT pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956, and schedule XIII thereto Shri Anil Kumar Bansal, who was appointed as a Managing Director of the Company for a period of three years with effect from 1st April 2010, be and is hereby reappointed for a further period of two years with effect from 1st April 2013.

RESOLVED FURTHER THAT the remuneration payable to Shri. Anil Kumar Bansal be and is hereby revised and approved for a period of three years with effect from 1st April 2012, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year and that the Board of Directors of the Company be and are hereby authorised to modify such remuneration from time to time subject to the limits and stipulations prescribed by the Companies Act, 1956 read with Schedule XIII thereto and/or any guidelines prescribed by the Government from time to time:

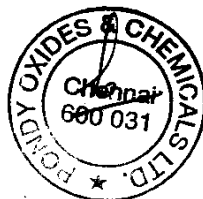
Salary: In the scale of pay of Rs. 1,75,000 - Rs. 25,000 - Rs. 2,25,000 with a basic pay of Rs.1,75,000 per month with authority to the Board/Remuneration Committee to give suitable annual increment not exceeding 25% of Basic salary.

Perquisites and allowances : Such as House Rent Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement, Bonus, Leave Travel Concession, Gratuity, Electrical expenses, House Maintenance, Books, Periodicals and Annual subscription for residence and communication expenses as may be provided by the Company as agreed upon by the Board of Directors of the Company and Shri Anil Kumar Bansal subject however that the total value of perquisites payable in a year shall not exceed the amount of annual salary.

Commission: As may be determined by the Board from time to time.”

The Chairman submitted the Special resolution for vote by show of hands which was passed by the shareholders with requisite majority. The Chairman declared the resolution to have been passed by requisite majority.

Mr. D.P. Venkataraman vacated the Chair and Mr. Anil Kumar Bansal, Managing Director took the Chair and conducted the remaining proceedings of the meeting.



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2. Re-appointment and fixing remuneration of Shri. R.P. Bansal, Whole time Director

The following resolution was proposed by Mr.M.Sivaraj, member as a **Special resolution** and seconded by Mr. G.P.Venkateswaran, member.

“**RESOLVED THAT** pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956, and schedule XIII thereto Shri R P Bansal, who was appointed as a Whole Time Director of the Company for a period of three years with effect from 1st April 2010, be and is hereby reappointed for a further period of two years with effect from 1st April 2013.

RESOLVED FURTHER THAT the remuneration payable to Shri. R P Bansal be and is hereby revised and approved for a period of three years with effect from 1st April 2012, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year and that the Board of Directors of the Company be and are hereby authorised to modify such remuneration from time to time subject to the limits and stipulations prescribed by the Companies Act, 1956 read with Schedule XIII thereto and/or any guidelines prescribed by the Government from time to time:

Salary: In the scale of pay of Rs. 1,40,000 - Rs. 20,000 - Rs. 1,80,000 with a basic pay of Rs. 1,40,000 per month with authority to the Board/Remuneration Committee to give suitable annual increment not exceeding 25% of Basic salary.

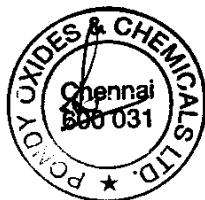
Perquisites and allowances : Such as House Rent Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement, Bonus, Leave Travel Concession, Gratuity, Electrical expenses, House Maintenance, Books, Periodicals and Annual subscription for residence and communication expenses as may be provided by the Company as agreed upon by the Board of Directors of the Company and Shri R P Bansal subject however that the total value of perquisites payable in a year shall not exceed the amount of annual salary.

Commission: As may be determined by the Board from time to time.”

The Chairman submitted the Special resolution for vote by show of hands which was passed by the shareholders with requisite majority. The Chairman declared the resolution to have been passed by requisite majority.

3. Re-appointment and fixing remuneration of Shri. Sunil Kumar Bansal, Whole time Director

The following resolution was proposed by Mr.A.R.Subramanian, member as a **Special resolution** and seconded by Mr. R.Ramabadran, member.



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“**RESOLVED THAT** pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956, and schedule XIII thereto Shri Sunil Kumar Bansal, who was appointed as a Whole Time Director of the Company for a period of three years with effect from 1st April 2010, be and is hereby reappointed for a further period of two years with effect from 1st April 2013.

RESOLVED FURTHER THAT the remuneration payable to Shri. Sunil Kumar Bansal be and is hereby revised and approved for a period of three years with effect from 1st April 2012, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year and that the Board of Directors of the Company be and are hereby authorised to modify such remuneration from time to time subject to the limits and stipulations prescribed by the Companies Act, 1956 read with Schedule XIII thereto and/or any guidelines prescribed by the Government from time to time:

Salary: In the scale of pay of Rs. 1,40,000 - Rs. 20,000 - Rs. 1,80,000 with a basic pay of Rs. 1,40,000 per month with authority to the Board/Remuneration Committee to give suitable annual increment not exceeding 25% of Basic salary.

Perquisites and allowances : Such as House Rent Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement, Bonus, Leave Travel Concession, Gratuity, Electrical expenses, House Maintenance, Books, Periodicals and Annual subscription for residence and communication expenses as may be provided by the Company as agreed upon by the Board of Directors of the Company and Shri Sunil Kumar Bansal subject however that the total value of perquisites payable in a year shall not exceed the amount of annual salary.

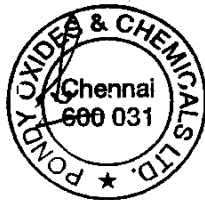
Commission: As may be determined by the Board from time to time.”

The Chairman submitted the Special resolution for vote by show of hands which was passed by the shareholders with requisite majority. The Chairman declared the resolution to have been passed by requisite majority.

4. Re-appointment and fixing remuneration of Shri. Devakar Bansal, Whole time Director

The following resolution was proposed by Mr. T.S.Viswanathan, member as a **Special resolution** and seconded by Mrs.K.Mahalakshmi, member.

“**RESOLVED THAT** pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956, and schedule XIII thereto, Shri Devakar Bansal, who was appointed as a Whole Time Director of the Company for a period of three years with effect from 1st April 2010, be and is hereby reappointed for a further period of two years with effect from 1st April 2013.



RESOLVED FURTHER THAT the remuneration payable to Shri. Devakar Bansal be and is hereby revised and approved for a period of three years with effect from 1st April 2012, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year and that the Board of Directors of the Company be and are hereby authorised to modify such remuneration from time to time subject to the limits and stipulations prescribed by the Companies Act, 1956 read with Schedule XIII thereto and/or any guidelines prescribed by the Government from time to time:

Salary: In the scale of pay of Rs. 1,40,000 - Rs. 20,000 - Rs. 1,80,000 with a basic pay of Rs. 1,40,000 per month with authority to the Board/Remuneration Committee to give suitable annual increment not exceeding 25% of Basic salary.

Perquisites and allowances : Such as House Rent Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement, Bonus, Leave Travel Concession, Gratuity, Electrical expenses, House Maintenance, Books, Periodicals and Annual subscription for residence and communication expenses as may be provided by the Company as agreed upon by the Board of Directors of the Company and Shri Devakar Bansal subject however that the total value of perquisites payable in a year shall not exceed the amount of annual salary.

Commission: As may be determined by the Board from time to time.”

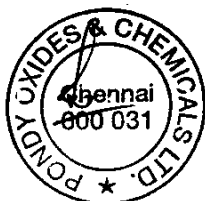
The Chairman submitted the Special resolution for vote by show of hands which was passed by the shareholders with requisite majority. The Chairman declared the resolution to have been passed by requisite majority.

5. Revision in remuneration of Shri. Ashish Bansal, Whole time Director

The following resolution was proposed by Mr.N.Ravichandran, member as a **Special resolution** and seconded by Ms.Shymala, member.

“**RESOLVED THAT** pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956, and schedule XIII thereto, the payment of remuneration to Shri. Ashish Bansal who was appointed as a Whole time Director of the Company for a period of three years with effect from 1st April 2012, be and is hereby revised and approved for a period of three years with effect from 1st April 2012, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year and that the Board of Directors of the Company be and are hereby authorised to modify such remuneration from time to time subject to the limits and stipulations prescribed by the Companies Act, 1956 read with Schedule XIII thereto and/or any guidelines prescribed by the Government from time to time:

Salary: In the scale of pay of Rs. 1,20,000 - Rs. 20,000 - Rs. 1,80,000 with a basic pay of Rs. 1,20,000 per month with authority to the Board/Remuneration Committee to give suitable annual increment not exceeding 25% of Basic salary.



Perquisites and allowances : Such as House Rent Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement, Bonus, Leave Travel Concession, Gratuity, Electrical expenses, House Maintenance, Books, Periodicals and Annual subscription for residence and communication expenses as may be provided by the Company as agreed upon by the Board of Directors of the Company and Shri.Ashish Bansal subject however that the total value of perquisites payable in a year shall not exceed the amount of annual salary.

Commission: As may be determined by the Board from time to time.”

The Chairman submitted the Special resolution for vote by show of hands which was passed by the shareholders with requisite majority. The Chairman declared the resolution to have been passed by requisite majority.

6. Re-appointment and fixing remuneration of Shri. Y V Raman, Whole time Director

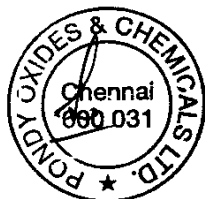
The following resolution was proposed by Mr.L.Mukundan, member as a **Special resolution** and seconded by Mrs.Manju Bansal, member.

“**RESOLVED THAT** pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956, and schedule XIII thereto, Shri. Y. V. Raman, who was appointed as a Whole Time Director of the Company for a period of three years with effect from 1st April 2010, be and is hereby reappointed for a further period of two years with effect from 1st April 2013.

RESOLVED FURTHER THAT the remuneration payable to Shri. Y V Raman be and is hereby revised and approved for a period of three years with effect from 1st April 2012, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year and that the Board of Directors of the Company be and are hereby authorised to modify such remuneration from time to time subject to the limits and stipulations prescribed by the Companies Act, 1956 read with Schedule XIII thereto and/or any guidelines prescribed by the Government from time to time:

Salary: In the scale of pay of Rs. 42,000 - Rs. 5,000 - Rs. 52,000 per month with a basic pay of Rs. 42,000 per month with authority to the Board/Remuneration Committee to give suitable annual increment not exceeding 25% of Basic salary.

Perquisites and allowances : Such as House Rent Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement, Bonus, Leave Travel Concession, Gratuity, Electrical expenses, House Maintenance, Books, Periodicals and Annual subscription for residence and communication expenses as may be provided by the Company as agreed upon by the Board of Directors of the Company and Shri Y V Raman subject however that the total value of perquisites payable in a year shall not exceed the amount of annual salary.



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Commission: As may be determined by the Board from time to time.”

The Chairman submitted the Special resolution for vote by show of hands which was passed by the shareholders with requisite majority. The Chairman declared the resolution to have been passed by requisite majority.

There being no other business to transact the meeting concluded with the vote of thanks.

26.10.2012

CHAIRMAN

