

MINUTES OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SONA KOYO STEERING SYSTEMS LTD. HELD ON WEDNESDAY, 1ST AUGUST, 2012 AT 2.30 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI 110 010.

PRESENT

DR.SURINDER KAPUR	: CHAIRMAN
MR. SUNJAY KAPUR	: VICE-CHAIRMAN & MANAGING DIRECTOR
MR. K.M. DESHMUKH	: DY. MANAGING DIRECTOR
MR. J.M. KAPUR	: DIRECTOR
MR. HIROYUKI MIYAZAKI	: DIRECTOR
Mr. KAZUHIKO AYABE	: DIRECTOR
MR. RAMESH SURI	: DIRECTOR
MR. B.L. PASSI	: DIRECTOR
MR. RAVI BHOOTHALINGAM	: DIRECTOR
MR. P.K. CHADHA	: DIRECTOR
LT.GEN.(RETD.)S.S. MEHTA	: DIRECTOR
DR. RAKESH MOHAN	: DIRECTOR
MS. RAMNI NIRULA	: DIRECTOR
MR. VIDUR PURI	: STATUTORY AUDITORS
MR. SUDHIR CHOPRA	: COMPANY SECRETARY

9000 : MEMBERS PRESENT IN PERSON

115 : MEMBERS PRESENT BY PROXY

1 : BODY CORPORATE THROUGH THEIR REPRESENTATIVES U/S 187 OF THE COMPANIES ACT, 1956 WERE PRESENT.



ITEM NO. - 4

PROPOSED BY - MR. RAVI SHANKER KAPOOR
SECONDED BY - MR. NAVNEET KUMAR GOEL

"RESOLVED THAT MR. RAMESH SURI, WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT BE AND IS HEREBY APPOINTED AS A DIRECTOR OF THE COMPANY."

THE CHAIRMAN THEN PUT THE RESOLUTION TO VOTE AND DECLARED AS CARRIED UNANIMOUSLY.

ITEM NO. - 5

PROPOSED BY - MR. SURINDER NATH VOHRA
SECONDED BY - MR. YASH PAL CHOPRA

"RESOLVED THAT LT.GEN.(RETD.) SHAMSHER SINGH MEHTA, WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT BE AND IS HEREBY APPOINTED AS A DIRECTOR OF THE COMPANY."

THE CHAIRMAN THEN PUT THE RESOLUTION TO VOTE AND DECLARED AS CARRIED UNANIMOUSLY.

ITEM NO. - 6

PROPOSED BY - MR. SARVJEET SINGH
SECONDED BY - MR. JAI KUMAR SHARMA

"RESOLVED THAT THE RETIRING AUDITORS M/S. S.P. PURI & CO., CHARTERED ACCOUNTANTS BE AND ARE HEREBY RE-APPOINTED AS AUDITORS OF THE COMPANY TO HOLD OFFICE TILL CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING ON SUCH REMUNERATION AS MAY BE DECIDED BY THE BOARD OF DIRECTORS OF THE COMPANY."

THE CHAIRMAN THEN PUT THE RESOLUTION TO VOTE AND DECLARED AS CARRIED UNANIMOUSLY.

ITEM NO. - 7

PROPOSED BY - MR. MADAN LAL SATIJA
SECONDED BY - MR. PREM PRAKASH GOEL

"RESOLVED THAT MR. HIROYUKI MIYAZAKI BE APPOINTED AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION."

THE CHAIRMAN THEN PUT THE RESOLUTION TO VOTE AND DECLARED AS CARRIED UNANIMOUSLY.



CHARGING BY THE BOARD OF DIRECTORS OF THE COMPANY OF ALL OR ANY PART OF IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY, WHERESOEVER SITUATED, PRESENT AND FUTURE, OF EVERY NATURE AND KIND WHATSOEVER AND / OR THE WHOLE OF THE UNDERTAKING OF THE COMPANY IN FAVOUR OF THE STANDARD CHARTERED BANK TO SECURE :

AS AND BY WAY OF FIRST PARI – PASSU CHARGE

- 1) STANDARD CHARTERED BANK FOR ITS EXTERNAL COMMERCIAL BORROWING OF USD 5 MILLION.

TOGETHER WITH THE INTEREST THEREON AT THE RESPECTIVE AGREED RATES, COMPOUND INTEREST, ADDITIONAL INTEREST, LIQUIDATED DAMAGES, COMMITMENT CHARGES, PREMIA ON PREPAYMENT OR ON REDEMPTION, COST, CHARGES, EXPENSES AND OTHER MONIES PAYABLE BY THE COMPANY TO STANDARD CHARTERED BANK UNDER THE RESPECTIVE HEADS OF AGREEMENT / LOAN AGREEMENT / SUBSCRIPTION AGREEMENT / CREDIT FACILITY AGREEMENT / LETTER OF SANCTION / MEMORANDUM OF TERMS AND CONDITIONS, ENTERED INTO / TO BE ENTERED INTO BY THE COMPANY IN RESPECT OF THE SAID FACILITIES.

RESOLVED FURTHER THAT MORTGAGE / CHARGES CREATED / TO BE CREATED AND / OR ALL AGREEMENTS / DOCUMENTS EXECUTED / TO BE EXECUTED AND ALL ACTS DONE IN TERMS OF THE ABOVE RESOLUTION BY AND WITH THE AUTHORITY OF THE BOARD OF DIRECTORS ARE HEREBY CONFIRMED AND RATIFIED.”

THE CHAIRMAN THEN PUT THE RESOLUTION TO VOTE AND DECLARED AS CARRIED UNANIMOUSLY.

VOTE OF THANKS

MR. KESHAB CHANDRA DEY PROPOSED THE VOTE OF THANKS TO THE CHAIR.

THE CHAIRMAN REPLIED TO THE VOTE OF THANKS AND THEREAFTER DECLARED THE MEETING AS CLOSED.

DR. SURINDER KAPUR
CHAIRMAN

