



PRITHVI SOFTECH LIMITED

PROCEEDINGS OF THE 18th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT 11.00 A.M. ON THE 28th DAY OF SETEMBER 2013 AT THE REGISTERED OFFICE OF THE COMPANY AT NO. Nagar19, CATHEDRAL ROAD, CHENNAI-86

CHAIRMAN

Dr. Ashok Kumar Kavadi took the Chair and continued the proceedings.

QUORUM

After confirming that there was adequate quorum, the Chairman declared the meeting to be duly constituted and he commenced the proceedings of the meeting

Chairman to introduce his colleagues seated on the dais

REGISTER OF DIRECTORS' SHAREHOLDINGS

The Chairman informed the members that the Register of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956 was available at the meeting for inspection by any member till the conclusion of the meeting.

Chairman read out his speech.

The notice convening the meeting and the directors report was taken as read.

Auditors Report on the accounts of the Company for the year ended 31st March 2013 was read By Mr. Natarajan





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ORDINARY BUSINESS

Adoption of Accounts

Chairman then read out the 1st item on the Agenda i.e. To consider and adopt the Audited Balance Sheet as at 31st March 2013, the Profit and Loss Account for the year ended on that date, Auditors Report and Directors report thereon. He stated that the Financial Statements are open for discussion. After due deliberation, chairman read the following resolution:

" RESOLVED THAT the audited Balance Sheet of the company as at 31st March 2013 and the Profit & Loss account for the year ended 31st March, 2013 together with the Notes thereon and the schedules thereto and the Reports of the Directors and the Auditors be and are hereby approved and adopted".

After the above resolution was proposed by Mr.Suresh and duly seconded by Mr. Sunil, When put to vote, The above resolution was passed unanimously.

To declare dividend on equity shares of the company

Mr. Suresh proposed the following resolution as an Ordinary resolution and Mr. Sunil seconded the same.

" RESOLVED THAT a dividend of 5% exclusive of dividend tax for the financial year ended 31st March 2013 be and is hereby declared "

The above resolution was passed unanimously.

At this Juncture the chairman requested Mr.Krishnaswamy to take the chair as he may be deemed to be interested in the proposed item on the Agenda. Mr.Krishnaswamy took the chair as proterm chairman and continued the proceedings and read the following resolution ie



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Reappointment of Mr. P Delichand as Director

"RESOLVED THAT Mr.P Delichand Jain , a retiring director, be and is hereby appointed a director of the Company, liable to retire by rotation".

Mr. Sunil proposed and Mr. Rama Subramanian seconded the same.

The above resolution was passed unanimously.

Reappointment of Mr. V G Venktadri as Director

Mr. Sunil proposed the following resolution as on Ordinary resolution and Mr. Pawan seconded the same.

"RESOLVED THAT Mr. V G Venkatdri, a retiring director, be and is hereby appointed a director of the Company, liable to retire by rotation".

The above resolution was passed unanimously.

Reappointment of Auditors

The Chairman stated that the next item on the agenda relates to appointment of Auditors and fixation of remuneration and read the following resolution

"RESOLVED THAT the retiring auditors, M/S CHANDRANNA & SANKLECHA ., Chartered Accountants, Chennai ,be and are hereby appointed the Auditors of the Company to hold office till the conclusion of the next annual general meeting of the Company, on such remuneration as may be decided by the Board".

Mr. Sunil proposed the resolution and Mr.Pawan seconded the same.

When put to vote the above resolution was passed unanimously.





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SPECIAL BUSINESS

Appointment of Dr. Ashok Kumar Kavad as Managing director:

“RESOLVED THAT subject to the provisions of Section 198 and 309 and other relevant provisions of the Companies Act and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded to the appointment of Dr. Ashok Kumar Kavad as Managing director of the company for a period of three years with effect from 1st October 2013 and he be paid remuneration by way of salary, commission and perquisites in accordance with Part II (B) of Schedule XIII of the Act which shall not exceed Rs. 3,00,000/- (Rupees Three Lac) per month. (Including the remuneration to be paid to him in the event of loss of inadequacy of profits in any financial year during the above said period). ”

Mr. Suresh proposed the resolution and Mr. Sunil seconded the resolution.

When put to vote the resolution was carried unanimously as a special resolution.

Vote of thanks

Mr. V G Venkatdri proposed vote of thanks, thanked the members for their attendance and declared the meeting closed.


-S/d

28/09/2013

CHAIRMAN

Certified True Copy

For Prithvi Softech Limited


***Managing Director
Ashok Kumar Kavad***