

**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ACCEL FRONTLINE LIMITED HELD ON WEDNESDAY THE 8TH JANUARY 2014 AT PEARL HALL, FIRST FLOOR, "THE ARUNA CHENNAI", 144-145, STERLING ROAD, NUNGAMABAKAM, CHENNAI 600 034 AT 10.30 A.M.**

**DIRECTORS PRESENT:**

Mr N.R. Panicker	Chairman & Managing Director
Mr. A.P. Parigi	Director
Mr. R. Ramaraj	Director
Mr. Steve Ting Tuan Toon	Director
Mr. Alok Sharma	Director

**IN ATTENDANCE**

Ms. Sweena Nair	Company Secretary
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**Representation received from:**

M/s Accel Limited, the Holding Company holding 1,42,97,191 Equity Shares of Rs.10/-each representing 58.93% of total voting power- represented by Mr. N.R. Panicker

M/s Accel Systems Group Inc., USA, the promoter group company holding 4,83,085 Equity Shares of Rs.10/- each representing 1.99% of total voting power- represented by Mr. K.R.Chandraseakaran

No of shareholders present in person - 88 representing 67.94 % of the total voting power and holding 164,83,208 Equity shares ( including representations from Accel Limited and Accel Systems Group Inc USA.)

No of shareholders present by way of proxies - 67 representing 9.58% of the total voting power and holding 23,23,639 Equity shares.

**1.Chairman of Meeting**

Pursuant to Article 92 of Articles of Association of the company the Chairman of the Board of Directors took the Chair.

**2. Quorum**

Having ascertained the presence of requisite quorum, the Chairman called the meeting to order.

**CERTIFIED TRUE COPY**  
**For ACCEL FRONTLINE LIMITED**

*Sweena*  
**Sweena Nair**  
**Company Secretary**

*[Signature]*  
**CHAIRMAN'S**  
**INITIAL**

3. Mrs. Sweena Nair, Company Secretary read out the notice convening the meeting and the agenda items were taken as read. The Chairman welcomed the members to the Extra Ordinary General Meeting and introduced the Directors.
4. He then invited questions/clarifications from the shareholders and answered the same.

The Chairman having satisfied that all the questions / clarifications from the shareholders are answered invited shareholders to propose and second various resolutions

**5. ITEM NO 1: AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY**

The Chairman put forward the following resolution for the consideration of the shareholders as a Special Resolution.

"RESOLVED THAT in accordance with the provisions of Section 31 and other applicable provisions of the Companies Act, 1956, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, if any, the relevant provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, the Articles of Association of the Company be and are hereby altered / amended / substituted suitably by inserting / deleting/ amending the existing clauses:

Mr. P. Sreenivasulu, shareholder of the company having DP/ Client IN30154915243223 proposed the resolution, which was seconded by Mr. Srinivasa Rajan, a shareholder having DP/Client ID No. IN30163740549504

*The Chairman then put the Special resolution to vote on show of hands and declared carried unanimously.*

**6. ITEM NO 2: TO RAISE ADDITIONAL FUNDS THROUGH FURTHER ISSUE OF SECURITIES BY WAY OF PREFERENTIAL ALLOTMENT**

The chairman informed the members that pursuant to the amended SEBI (ICDR) Regulations, 2009 the company is required to disclose the natural persons, who are the ultimate beneficial owners of the shares proposed to be allotted. The Explanatory statement to the notice states that the shareholders of CAC Corporation ("CAC") are the beneficiaries for the proposed allotment. To bring more clarity on the same he further informed that CAC Corporation, a proposed allottee, is a professionally managed listed Company on the Tokyo Stock Exchange having no identified promoters, hence the details of the top shareholders constituting more than 50% of the paid up share capital of CAC had been circulated to the shareholders attending the meeting.

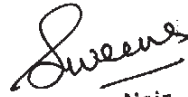
Thereafter the Chairman put forward the following resolution for the consideration of the shareholders as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (Companies Act), if any including any statutory modification(s) or re-enactment thereof, for the time being in force, various rules, circulars, press notes, clarification issued by Foreign Investment Promotion Board, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (SEBI (ICDR) Regulations), as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and the stock exchanges where the shares of the Company are listed (Stock Exchanges) and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other

  
CHAIRMAN'S  
INITIAL

CERTIFIED TRUE COPY

For ACCEL FRONTLINE LIMITED

  
Sweena Nair  
Company Secretary

appropriate authorities, including RBI, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot upto 55,00,000(5.5 Million ) equity shares of face value of Rs. 10/- each at a price of Rs. 45/- per equity, on a preferential allotment basis, to M/s.CAC Corporation, , incorporated under the Laws in Japan with its registered office situated at 24-1, Hakosakicho, Nihonbashi, Chuo-Ku, Tokyo, 103-0015, Japan ,

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations for the determination of issue price of the equity shares to be allotted pursuant to the preferential allotment is fixed as 9th December 2013 i.e. 30 days prior to the date of shareholders meeting proposed to be held on 8th January 2014 approve the proposed preferential issue, in terms of Section 81(1A) of the Companies Act, 1956.

RESOLVED FURTHER THAT the equity shares to be allotted to the proposed allottee pursuant to the aforesaid preferential allotment shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of INR. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions

Mr. R. Balaji shareholder of the Company having folio No. 0000591 proposed the Resolution which was seconded by Mr. Maqbool Hassan, shareholder of the Company having DP/Client ID No IN30163740352089

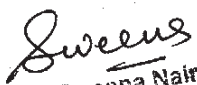
*The Chairman then put the Special resolution to vote on show of hands and declared carried unanimously.*

As there was no other business to be transacted, the meeting terminated with a vote of thanks to the Chair.

Date: 08.01.2014  
Place: Chennai

  
Chairman.

CERTIFIED TRUE COPY  
For ACCEL FRONTLINE LIMITED

  
Sweena Nair  
Company Secretary

CHAIRMAN'S  
INITIAL

Dear Shareholders,

This Extraordinary General Meeting is convened to consider among other matters, as item number (2), to consider, issue and allot 55,00,000 Equity Shares on preferential basis to M/s. CAC Corporation, 24-1 Hakozaicho, Nihonbashi, Chuo-Ku, Tokyo 103-0015, Japan (CAC).

The notice containing the proposed resolution and the Explanatory statement thereof was sent to you well in advance which detailed out the necessity for allotting 55,00,000 Equity Shares to M/s CAC Corporation, Japan on preferential basis. The point under (v) in the Explanatory Statement under the heading "Identity of the proposed allottees" state that the beneficiaries of this allotment shall be shareholders of CAC.

The amended SEBI (ICDR) Regulations, 2009 requires to disclose the natural persons, who are the ultimate beneficial owners of the shares proposed to be allotted. In compliance of the same, we are giving such details below for your information.

The proposed allottee CAC Corporation, Japan is a professionally managed company listed on the Tokyo Stock Exchange having no identified promoters or controlling shareholders. The major shareholding of CAC Corporation is primarily Institutional and the main shareholders of CAC who are holding around 50% of the total Share Capital are as under:

Name of the Shareholders	Number of Shares (in Thousands)	Shareholding in %
Shogakukan Inc.	3,512	16.30
Japan Trustee Services Bank, Ltd. (Trust Account)	1,764	8.18
Astellas Pharma Inc.	1,077	5.00
Kirin Holdings Company, Limited	1,040	4.82
The Master Trust Bank of Japan, Ltd. (Trust Account)	931	4.32
CAC Employees' Shareholding Association	743	3.45
Sumitomo Mitsui Banking Corporation	484	2.24
The Chase Manhattan Bank N.A. London Secs Lending Omnibus Account (Local Custodian: Custody & Proxy Department, Mizuho Corporate Bank, Ltd.)	462	2.14
Toyo Tire & Rubber Co., Ltd.	289	1.34
State Street Bank and Trust Company 505041 (Local Custodian: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch)	265	1.23
Mellon Bank Treaty Clients Omnibus (Local Custodian: Custody & Proxy Department, Mizuho Corporate Bank, Ltd.)	182	0.84
Maruha Nichiro Holdings, Inc.	156	0.72
Kazuko Okubo	153	0.71
Sogo Rinsho Holdings Co., Ltd	150	0.69
Tokyo Business Service Co., Ltd.	145	0.67
<b>Total</b>	<b>11,357</b>	<b>52.72</b>

With regards,  
For Accel Frontline Limited,

SWEENA NAIR  
COMPANY SECRETARY.

January 08, 2014