

MINUTES
OF THE 36TH ANNUAL GENERAL MEETING
OF SAVANT INFOCOMM LIMITED
HELD ON FRIDAY, 26 SEPTEMBER 2014 AT 3.00 PM
AT THE CONFERENCE HALL, AEC BUSINESS SCHOOL PVT LTD
25 NORTH MADA STREET, MYLAPORE, CHENNAI 600 004

PRESENT

Shareholders in person:	38
Shareholders by proxy:	10
Directors:	Shri Prakash Damodaran
Auditors:	M/s N.Raja & Associates, Chartered Accountants, Chennai
e-Voting Scrutinizer	Shri R.Vadivelu, Practicing Company Secretary, Chennai

1. **Chair:** Pursuant to Article 74 of the Articles of Association of the company, Shri Kamal Kishore Kataria, member, proposed that Shri Prakash Damodaran, Director be elected as the Chairman of the meeting.

Shri Prakash Damodaran, Director, took the Chair.

2. **Quorum:** After satisfying himself that the required quorum u/s 103(1)(a)(iii) of the Companies Act 2013 for the meeting was present, the Chairman commenced the proceedings.
3. **Welcome:** The Chairman welcomed the members to the 36TH Annual General meeting of the company.
4. **Register of Directors' Shareholding:** The Chairman informed the members that the Register of Directors' Shareholding maintained by the company is available at the meeting for inspection by the members till the conclusion of the meeting.
5. **Notice of Meeting:** The Chairman read out the notice of the meeting. With the consent of the members, the Chairman stated that the notice sent to the members regarding the Annual General Meeting be taken as read.
6. **Auditor's Report:** The Chairman read out the Auditor's Report on the Balance Sheet of the company as on 31 March 2014 and the Profit and Loss Account for the year ended on that date.
7. **Speech by Chairman:** The Chairman read out and explained the Directors' Report to the shareholders and apprised the members briefly of the important changes that have taken place in the company since the 35th Annual General Meeting on 27 September 2013.

The Chairman mentioned that despite the equity shares of the company being now dematerialized with both CDSL and NSDL, the number of dematerialized shares among the non-promoter shareholders continues to be low. The Chairman strongly urged the members holding shares in physical form to get these dematerialized at their earliest convenience. The Chairman explained that this was important as according to SEBI guidelines, at least 50% of the non-promoter holding have to be in dematerialized form if the company is to be considered for shifting from its present 'T' category in Bombay Stock Exchange.

The Chairman also mentioned that the equity shares of the company are being quoted / traded in the Bombay Stock Exchange under Scrip Code 517320.



8. RESOLUTIONS PASSED

8.1 E-VOTING (From 9 a.m., 20 September 2014 to 6 p.m., 22 September 2014)

The Chairman informed the members that the results of e-voting on the resolutions proposed in the notice for the meeting have been received from the appointer Scrutinizer, Shri R.Vadivelu, Practicing Company Secretary by his report dated 23rd September 2014. The Chairman thereafter read out this report and summarized the e-voting results as under:

Resolution #	# e-voters	Votes FOR	Votes AGAINST	Nett FOR as % of paid up capital
1	4	1,516,100	0	44.85
2	4	1,516,100	0	44.85
3	4	881,800	0	26.09
4	4	1,516,100	0	44.85
5	4	1,516,100	0	44.85
6	4	1,516,100	0	44.85
7	4	1,284,200	0	37.99

8.2 DURING THE AGM

8.2.1 Ordinary Business

(Ordinary) Resolution 1

Proposed by Shri Mahaveer Chand Jain, seconded by Shri P.C.Mutha, both members, the following resolution was passed unanimously by a show of hands:

RESOLVED that the Audited Balance Sheet as at 31st March 2014 and Profit and Loss Account of the Company for the year ended on that date and reports of the Board of Directors and Auditors thereon be and are hereby adopted”

(Ordinary) Resolution 2

Proposed by Shri S.Sekar, seconded by Shri P.P.Devi, both members, the following resolution was passed unanimously by a show of hands:

RESOLVED that Harsh P. Parikh, who retires by rotation and who is eligible for re-appointment, be and is hereby appointed as Director of the company”

(Ordinary) Resolution 3

Proposed by Shri Babulal, seconded by Shri Rosanlal, both members, the following resolution was passed unanimously by a show of hands:

:
RESOLVED that Mrs. Mina Bharat Parikh (DIN 00107845), who was appointed as an additional Director of the Company by the Board of Directors with effect from July 28, 2014 u/s 161(1) of the Companies Act, 2013 and Article 98 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member proposing Mrs. Mina Bharat Parikh as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation”



(Ordinary) Resolution 4

Proposed by Shri Nirmal Chand, seconded by Shri N.C.Kataria, both members, the following resolution was passed unanimously by a show of hands:

RESOLVED that in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, Messrs. N. Raja & Associates, Chartered Accountants, Chennai (Registration No.0033885), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors

8.2.2 Special Business

(Ordinary) Resolution 5

Proposed by Chairman and seconded by Shri Suresh Chand, member, the following resolution was passed unanimously by a show of hands:

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Haider M. Sithawalla, DIN 00463106, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019

(Ordinary) Resolution 6

Proposed by Shri Rajendra Kumar and seconded by Shri Ashok Jain, both members, the following resolution was passed unanimously by a show of hands:

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. M.R.Rajagopalan Nair, DIN 03268612, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019

(Special) Resolution 7

Proposed by Shri Rosanlal and seconded by Shri S.S.Sharda, both members, the following resolution was passed unanimously by a show of hands:

RESOLVED that the consent of the Company be and is hereby accorded under the provisions of section 180 (1) (c) & 180 (2) of the Companies Act, 2013, to the Board of Directors of the Company borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the company notwithstanding that money to be borrowed together with moneys already borrowed by the Company apart from temporary loans obtained from the company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserve not so set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors (apart from the temporary loans obtained from the company's bankers) shall not exceed Rs.200.00 lakh outstanding at any time

9. There being no further business, the Chairman declared the meeting closed with thanks to all present.


Prakash Damodaran
Chair

