

PROCEEDINGS OF THE 4TH ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY HELD ON 17TH AUGUST 2007 AT 10.30 AM AT GRAND BALL ROOM, HOTEL GRAND ASHOK, KUMARA KRUPA ROAD, BANGALORE – 560 001

A. Directors Present:

1. Shri Madanlal J Hinduja Chairman and Managing Director
2. Shri Rajendra J Hinduja Executive Director – Finance & Administration
3. Shri Dinesh J Hinduja Executive Director – Production & Marketing
4. Shri K P Kumar Director
5. Shri H S Nagaraj Director

B. In Attendance

Shri K B Shyam Kumar Company Secretary

C. Invitees

Shri Vinayak Pujari Manager, RSM & Co. Chartered Accountants
Shri A V Satish Kumar, Partner, Girish Murthy & Kumar, Chartered Accountants

D. Members / Proxies

Members present in person :144
Proxies present :11

Shri Madanlal J Hinduja, Chairman took the chair and welcomed the Members to the 4th Annual General Meeting.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

Thereafter, with the permission of the Members, the Chairman's speech which was circulated to the Members along with the Annual Report, was taken as read.

With the permission of the Members, the Notice of the Meeting was taken as read.

With the permission of the Members, the Auditors' Report on the financial statements of the Company for the year ended 31st March 2007 was taken as read.

The Chairman informed the Members that the Register of Directors' shareholding was kept open for the inspection and the Members could inspect the same at any time during the meeting.

A film on the corporate activities, operations and management of the Company was shown to the Members.

The following business was transacted thereafter:

1. Adoption of Accounts:

The audited annual accounts together with the schedules and other relevant information was placed before the Members for their adoption and approval. After due deliberations and discussions, the Members considered the Profit and Loss Account for the year ended 31st March 2007 and Balance Sheet on that date together with schedules thereto and the Auditors' Report thereon and Directors' Report attached thereto. In this respect a resolution was put forward by the Chairman and accordingly, Shri K R Bhandraswamy Gupta proposed and Shri Sushil Karlo seconded that the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT the profit and loss account for the year ended 31st March 2007 and balance sheet as on that date and Directors' Report and Auditors' Report thereon be and are hereby approved and adopted”.

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

2. Declaration of Dividend

The matter concerning declaration of Dividend was placed before the Members for their consideration and approval.

In this respect a resolution was put forward by the Chairman and accordingly, Shri Ashok proposed and Shri K R Bhandraswamy Gupta seconded that the following resolution be passed as an ordinary resolution:

“RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of Rs. 2/- per equity share to the equity shareholders of the company whose name appear in the Register of Members as on closing of 10th August 2007 be and is hereby declared out of the current year profits of the Company for the year ended 31st March 2007”

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

3. Reappointment of Shri Pradip P Shah

The matter concerning reappointment of Shri Pradip P Shah was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Shri Ravi Shankar proposed and Shri Puttaswamy seconded that the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT Shri Pradip P Shah who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company”.

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

4. Reappointment of Shri K P Kumar

The matter concerning reappointment of Shri K P Kumar was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Shri K R Bhandraswamy Gupta proposed and Shri Srinivas seconded that the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT Shri K P Kumar who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company”.

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

5. Reappointment of Auditors

The matter concerning reappointment of M/s Price Waterhouse, Chartered Accountants and M/s Girish Murthy & Kumar, Chartered Accountants was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Shri Ashok proposed and Shri Lingam seconded that the following resolution to be passed as an ordinary resolution:

“RESOLVED THAT M/s Price Waterhouse, Chartered Accountants and M/s Girish Murthy & Kumar Chartered Accountants, the retiring auditors of the Company be and are hereby reappointed as auditors of the Company to hold office until the conclusion of next Annual General Meeting of the Company at a remuneration that may be decided by the Board of Directors.”

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

SPECIAL BUSINESS

6. Re-appointment of Shri Vivek M Hinduja as Chief Operating Officer – Marketing

The matter concerning the appointment of Shri Vivek M Hinduja as Chief Operating Officer – Marketing (COO) was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Shri K R Bhandraswamy Gupta proposed and Shri Ashok seconded that the following resolution to be passed as a special resolution

“RESOLVED THAT pursuant to the provisions of Section 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or reenactments thereof for the time being in force and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Shri Vivek M Hinduja son of Shri Madanlal J Hinduja, who is Chairman & Managing

Director of the Company, as Chief Operating Officer (COO) – Marketing of the Company to hold an office of profit from December 01, 2006 till November 30, 2011 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month with normal increment as per the general policy of the Company as applicable to the other employees in his grade”.

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

7. Re-appointment of Shri Ashwin R Hinduja as Chief Operating Officer – Production

The matter concerning the appointment of Shri Ashwin R Hinduja as Chief Operating Officer – Production (COO) was placed before the Members for their consideration and approval. In this respect a resolution was put forward by the Chairman and accordingly, Shri Guru Prasad proposed and Shri Ramakrishna seconded that the following resolution to be passed as a special resolution

“RESOLVED THAT pursuant to the provisions of Section 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or reenactments thereof for the time being in force and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Shri Ashwin R Hinduja son of Shri Rajendra J Hinduja, who is Executive Director of the Company, as Chief Operating Officer (COO) – Production of the Company to hold an office of profit from December 01, 2006 till November 30, 2011 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month with normal increment as per the general policy of the Company as applicable to the other employees in his grade”.

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

VOTE OF THANKS

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

**BANGALORE
DATED:18TH AUGUST 2007**

**(MADANLAL J HINDUJA)
CHAIRMAN
18TH AUGUST 2007**