

**PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING OF
AURUM SOFT SYSTEMS LIMITED HELD ON FRIDAY,
SEPTEMBER 27, 2013 AT 10.00 A.M. AT THE CONFERENCE CENTRE -
MINI HALL, NEW NO:24, OLD NO:58, 2ND MAIN ROAD, R.A. PURAM,
CHENNAI - 600 028**

Present:

1. Mr. S. Ramakrishnan – Chairman
2. Mr. Srikanth Ramanathan – Managing Director

8 members in person representing 22117410 equity shares

No proxies were present

Mr. S. Ramakrishnan, Chairman of the Company, took the chair and called the meeting to order as the requisite quorum was present.

The Chairman introduced Mr. Srikanth Ramanathan, Managing Director, Mr. S. Arun Kumar, Chief Financial Officer & Company Secretary, and Mr. S. Ramanath, statutory auditor, who were present at the Meeting.

With the permission of the members, the Notice of the Annual General Meeting was taken as read.

The Chairman asked Mr. S. Arun Kumar, Chief Financial Officer & Company Secretary to read the Auditor's Report.

Mr. S. Arun Kumar, Chief Financial Officer & Company Secretary read the Auditors' Report dated May 30, 2013. The annexure to auditors' report was taken as read with the unanimous consent of the members present.

Chairman then took up the business stated in the Notice in Seriatim.

1. Adoption of Accounts

The resolution to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2013 and the Reports of the Directors and Auditors thereon was proposed as an Ordinary Resolution by Mr. J. Subramanian (DP I.D.: IN300095, Client I.D.: 10704367), a member of the Company.

The Chairman invited the members to raise queries, if any, on the accounts.

Few members sought for certain clarifications relating to the performance of the Company and the Managing Director gave explanation on all the queries raised by the members.

The Chairman, with the consent of the members, put to vote the following ordinary resolution by show of hands.

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2013 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and the Auditors thereon be and are hereby adopted.”

The above resolution was seconded by Mrs. S. Sujatha (DP I.D.: IN300095 Client I.D. 11402472), another member.

The resolution was passed unanimously.

2. Re-appointment of Mr. K.S. Vaidyanathan as Director

The following resolution was proposed as an Ordinary Resolution by Mr. Anwar Ahmed Sait (DP I.D.: IN300095 Client I.D. 11261283), a member and seconded by Mr. J. Subramanian (DP I.D.: IN300095, Client I.D.: 10704367), another member.

“RESOLVED THAT Mr. K.S. Vaidyanathan, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The above resolution was put to vote on show of hands and the same was passed unanimously.

3. Re-appointment of Mr. S. Ramakrishnan as Director

Mr. S. Ramakrishnan being interested in the business requested Mr. Srikanth Ramanathan to take over as the Chairman of the meeting and to conduct the proceedings.

Mr. Srikanth Ramanathan took the chair and conducted the proceedings.

The following resolution was proposed as an Ordinary Resolution by Mr. Srikanth Ramanathan (DP I.D. IN301080 Client I.D. 22752185), a member and seconded by Mr. J. Durai Murugan (DP I.D.: 12030000 Client I.D. 00572341), another member.

“RESOLVED THAT Mr. S. Ramakrishnan, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The above resolution was put to vote on show of hands and the same was passed unanimously.

After completion of this business item, Mr. S. Ramakrishnan, took over as Chairman of the meeting and conducted the proceedings.

4. Appointment of Auditor and fixation of remuneration

The Chairman informed that Mr. S. Ramanath, Chartered Accountant, Coimbatore, holds office as statutory auditor of the Company until the conclusion of this Annual General Meeting. For the purpose of his re-appointment, the following resolution was proposed as an Ordinary Resolution by Mr. S. Balasubramanian (DP I.D.: IN300095 Client I.D. 11426375), and seconded by Mr. J. Narayanan (DP I.D.: IN300020, Client I.D.: 11449620), another member.

“RESOLVED THAT the retiring auditor, Mr. S. Ramanath, Chartered Accountant, Coimbatore (Membership number 29416), be and is hereby re-appointed as the Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

The above resolution was put to vote on show of hands and the same was passed unanimously.

5. Re-appointment of Mr. Srikanth Ramanathan as Managing Director

The Chairman informed that Mr. Srikanth Ramanathan, was re-appointed as Managing Director for a period of one year w.e.f. February 06, 2012. Accordingly, his term as Managing Director of the Company ended on February 05, 2013. The Board of Directors at their meeting held on February 05, 2013 had re-appointed Mr. Srikanth Ramanathan as Managing Director for a further period of one year w.e.f. February 06, 2013, subject to approval of shareholders. For the purpose of his re-appointment, the following resolution was proposed as an Ordinary Resolution by Mrs. S Sujatha (DP I.D.: IN300095 Client I.D. 11402472), and seconded by Mr. J Subramanian (DP I.D.: IN300095, Client I.D.: 10704367), another member.

“RESOLVED THAT pursuant to the provisions of Section 269 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) read with Schedule XIII of the Act, approval of the Company be and is hereby accorded for re-appointment of Mr.Srikanth Ramanathan as Managing Director of the Company for a period of one (1) year with effect from February 6, 2013 without any remuneration except telephone / mobile connection for official use.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to this resolution.”

The above resolution was put to vote on show of hands and the same was passed unanimously.

Mr. S. Ramakrishnan, Chairman thanked the members for their active participation in the Annual General Meeting and declared the meeting as closed.

Place : Chennai
Date : 07/10/2013

Chairman