

**PROCEEDINGS OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF
AURUM SOFT SYSTEMS LIMITED HELD ON FRIDAY,
SEPTEMBER 28, 2012 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. Shri. S. Ramakrishnan – Chairman
2. Shri. Srikanth Ramanathan – Managing Director

13 members in person representing 22286657 equity shares

No proxies were present

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

The Chairman introduced Shri. Srikanth Ramanathan, Managing Director, Shri. S. Arun Kumar, Chief Financial Officer & Company Secretary, Shri. R. R. Rajkumar, existing statutory auditor and Mr. S. Ramanath, proposed 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 Shri. S. Arun Kumar, Chief Financial Officer & Company Secretary to read the Auditor's Report.

Shri. S. Arun Kumar, Chief Financial Officer & Company Secretary read the Auditors' Report dated August 14, 2012. 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 Accounts of the Company for the financial year ended March 31, 2012 and the Reports of the Directors and Auditors thereon was proposed as an Ordinary Resolution by Shri. J Subramanian (DPID: IN300095, Client ID: 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 2012 and the Profit & Loss Account 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 Shri. Kailash P. Hemdev (DP ID: 12039200 Client ID: 00001905), another member.

The resolution was passed unanimously.

2. Re-appointment of Shri. V. Ganapathi Subramanian as Director

The following resolution was proposed as an Ordinary Resolution by Shri. Thiruvengadam G (DP ID 12030000 Client ID 00591016), a member and seconded by Smt. K G Manghelum (DP Id: IN300095 Client I.D. 10305888), another member.

“RESOLVED THAT Shri V. Ganapathi Subramanian, 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 Shri K. Balaji as Director

The following resolution was proposed as an Ordinary Resolution by Smt. S. Sujatha (DP ID IN300095 Client ID 11402472), a member and seconded by Shri. Anwar Ahmed Sait (DP Id: IN3000095 Client I.D. 11261283), another member.

“RESOLVED THAT Shri K. Balaji, 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.

4. Appointment of Auditor and fixation of remuneration

The Chairman informed that Shri. R.R. Rajkumar, Chartered Accountant, Chennai, has not offered himself for re-appointment as Statutory auditor of the Company. He informed that the Company has received notice from a member for appointment of Mr. S. Ramanath as Statutory Auditor to hold office as statutory auditor of the Company until the conclusion of the next Annual General Meeting. For the purpose of appointment of Mr. S. Ramanath, as Statutory Auditor of the Company, the following resolution was proposed as an Ordinary Resolution by Shri. J Durai Murugan (DP Id: 12030000 Client I.D. 00572341), and seconded by Shri. Srikanth Ramanathan (DPID: IN301080, Client ID: 22752185), another member.

“RESOLVED THAT pursuant to the provisions of Section 225 and other applicable provisions, if any, of the Companies Act, 1956, Mr. S. Ramanath, Chartered Accountant, Coimbatore (Membership number 29416), be and is hereby appointed as the Statutory Auditor of the Company in place of the retiring auditor Mr. R. R. Rajkumar, Chartered Accountant, Chennai (Membership number 209877), 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.

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

Place : Chennai
Date : 25/10/2012

Chairman