

**PROCEEDINGS OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF
AURUM SOFT SYSTEMS LIMITED HELD ON FRIDAY,
SEPTEMBER 23, 2011 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 25227805 equity shares

1 proxy representing 7500 equity shares 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 and Shri. R. R. Rajkumar, 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 13, 2011. 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, 2011 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 2011 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. J Ramakrishnan (DP ID: IN300095 Client ID: 11426367), another member.

The resolution was passed unanimously.

2. Declaration of dividend for the financial year ended March 31, 2011

The Chairman informed that the Board of directors had recommended a dividend of Re. 0.10 (Ten paise) per equity share for the financial year 2010-11. In this regard, the following resolution was proposed as an ordinary resolution by Shri. Anwar Ahmed Sait (DP Id: IN3000095 Client I.D. 11261283) and seconded by Smt. S Sujatha (DP Id: IN300095 Client I.D. 11402472) another member:

“RESOLVED THAT pursuant to the recommendations of the Board of Directors, a final dividend of Re. 0.10 per equity share of Rs. 2/- each, for the financial year 2010-11, be and is hereby declared, absorbing a sum of Rs. 75,66,085/- (including dividend distribution tax) and that the same be paid to the shareholders, whose names appears in the register of members as at the close of business hours on September 15, 2011.”

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

3. Re-appointment of Shri K.S. Vaidyanathan as Director

The following resolution was proposed as an Ordinary Resolution by Shri. Srikanth Ramanathan (DP ID IN301080 Client ID 22752185), a member and seconded by Shri. Anwar Ahmed Sait (DP Id: IN3000095 Client I.D. 11261283), another member.

“RESOLVED THAT Shri 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.

4. Appointment of Auditor and fixation of remuneration

The Chairman informed that Shri. R.R. Rajkumar, Chartered Accountant, Chennai, 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 Smt. S Sujatha (DP Id: IN300095 Client I.D. 11402472), and seconded by Smt. K G Manghelum (DPID: IN300095, Client ID: 10305888), another member.

“RESOLVED THAT the retiring auditor, Mr. R. R. Rajkumar, Chartered Accountant, Chennai (Membership number 209877), be and is hereby re-appointed as the Statutory 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”.

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

5. Appointment of Mr. S. Ramakrishnan as Director

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

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

The resolution was proposed as an Ordinary Resolution by Shri. Srikanth Ramanathan (DP ID IN301080 Client ID 22752185), and seconded by Shri. J Subramanian (DPID: IN300095, Client ID: 10704367), another member.

“RESOLVED THAT Mr. S. Ramakrishnan, who was appointed as an Additional Director of the Company by the Board of Directors as per the provisions of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds Office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of Director, under Section 257 of the Companies Act, 1956 and who is eligible for appointment to the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

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

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

6. Appointment of Mr. S. Ramakrishnan as Director

The resolution was proposed as an Ordinary Resolution by Shri. J Ramakrishnan (DP ID: IN300095 Client ID: 11426367), and seconded by Smt. K G Manghelum (DPID: IN300095, Client ID: 10305888), another member.

“RESOLVED THAT Mr. K. Balaji, who was appointed as an Additional Director of the Company by the Board of Directors as per the provisions of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds Office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of Director, under Section

257 of the Companies Act, 1956 and who is eligible for appointment to the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

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 : 19/10/2011

Chairman