**Proceedings of the Sixty Seventh Annual General Meeting of the The Hutti Gold Mines Company Limited held at 12:00 Noon on Saturday, the 28th September, 2013 at the Registered Office of the Company at 3rd Floor, KHB Shopping Complex, National Games Village, Koramangala, Bangalore - 560 047**

**Present**

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| --- | --- | --- |
|  | Shri Tushar Giri Nath, IAS  | Chairman  |
|  | Shri A K Monnappa, IAS | Managing Director |
|  | Shri Maheshwar Rao, IASManaging Director, MML  | Representing MML |
|  | Smt. Vijayalakshmi, Under Secretary to Govt. Finance Dept. | Representing His Excellency The Governor of Karnataka |
|  | Shri S Ravi Shankar, General Manager, KSIIDC | Representing M/s KSIIDC |
|  |  And 23 individual shareholders |  |

**In Attendance:**

1. Shri N M Hunchyali - General Manager (Corp. Affairs)

2. Shri A R Walmiki - General Manager (Co-Ordination)

3. Shri Subhschandra P Kudari - Statutory Auditors

 Chartered Accountant

 4. Shri V Kalyanasundaram - Cost Auditors

At the outset, the Managing Director welcomed the Chairman and the representatives of the Government and all the shareholders of the Company, and requested the Chairman to preside over the 67th Annual General Meeting.

 The Chairman welcomed all the members to the Annual General Meeting and after ascertaining that there being quorum for the meeting called the meeting to order as per Notice.

The Notice of the Annual General Meeting was taken as read with the permission of the members and the following ordinary business transactions were taken up for approval.

ORDINARY BUSINESS

**Item No. 1:** To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, and the Profit & Loss Account for the year ended on 31st  March 2013, together with the Report of the Board of Directors and Statutory Auditors and the Comments of the Comptroller & Auditor General of India.

The report of the Auditors was taken as read with the permission of the members of the Company. While on the subject the Managing Director informed that the profitability of the Company for the year has been marginally lower as compared to the last year, in view of reduction in recovery grade (gms/MT) to 2.64 during the year compared to 3.84 in the last year. The recovery grade was less mainly on account of usage and mix of ore from Hirabuddini and Uti with the regular ore of the main mine, coupled with frequent break down of the machinery in the Mallappa Shaft.

The General Manager (Corporate Affairs) read and moved the following resolution for adoption.

 **“RESOLVED THAT** the audited Profit and Loss Account for the financial year 2012-13, the Balance Sheet as at 31.3.2013 and the reports of the Directors and the Auditors together with the comments of the Comptroller & Auditor General of India under section 619 of the Companies Act, 1956 as laid before the Company at this Meeting be hereby received, approved and adopted”

Sri S Ravishankar, General Manager representing M/s KSIIDC proposed and Sri P Basawaraj, Shareholder seconded the resolution for approval and adoption as above.

 The Chairman put to vote the resolution by show of hands and declared the resolution as passed.

**Item No.2:** To declare Dividend to the Equity Shareholders.

The Chairman informed the members that the Board has recommended 100% dividend to the members of the Company as in the last year amounting to Rs.2.96 crores and proposed for its approval.

 While on the subject, one of the members indicated that the Company has earned substantial profits over the years and its free revenue reserves are not utilized for issue of bonus shares. He requested to consider conversion of part of the reserves in to equity share capital by way of issue of bonus shares.

 Both the Managing Director and the Chairman welcomed the proposal and informed that issue of bonus shares will be considered after due compliance of the Companies Act and with the approval of the appropriate authorities as applicable.

The General Manager (Corporate Affairs) read and moved the following resolution for adoption.

**"RESOLVED THAT** equity dividend at the rate of Rs.100 per Share (100%) as recommended by the Board of Directors be and is hereby approved and is declared out of the profits of the company for the year ended 31st March, 2013 and that the dividend be paid to the eligible Shareholders in proportion to the amount paid up thereon.”

Smt. Vijayalakshmi, Under Secretary to Govt. Finance Department representing His Excellency the Governor of Karnataka proposed and Smt. Kavita Goel, Shareholder seconded the resolution for approval and adoption as above.

 The Chairman put to vote the resolution by show of hands and declared the resolution as passed.

**Item No.3:** To fix the remuneration of the Auditors of the Company

The Chairman informed that the Statutory Auditors M/s Subhashchandra P Kundari, Bangalore have been appointed by the C & AG. Based on the request of the auditors, the Board has recommended an increase in audit fees from Rs.75,000/- to Rs.1,00,000/- for the financial year 2012-13.

The General Manager (Corporate Affairs) read and moved the following resolution for adoption.

**“RESOLVED THAT** the increase in Audit fees from Rs.75,000/- to Rs.1,00,000/- (Rupees one lakh only) together with applicable taxes and out of pocket expenses be and is hereby approved for payment to Statutory Auditors appointed by the Comptroller & Auditor General of India for the financial year 2012-13.”

Shri T R Goel, Shareholder proposed and Shri Fahim Khan, Shareholder seconded the resolution for approval and adoption as above.

 The Chairman put to vote the resolution by show of hands and declared the resolution as passed.

**Item No.4**: Other subjects

 With the permission of the Chairman, the following issues were taken up for discussion and approval wherever applicable.

1. Based on the observation of a shareholder regarding the minutes of the previous Annual General Meetings, the Chairman informed that, the Minutes of the AGM will henceforth be uploaded in the website of the Company and the Shareholders may go through the same.
2. Based on another observation of a shareholder, regarding Factory/Mine visit, the Managing Director of the Company informed that the subject has been raised during the last 2 AGMs but no shareholder is coming forward for any proposed visit thereafter. He requested the members that Shri Fahim Khan, Shareholder is well versed with the Companies activities as an ex-employee of the Company and that any shareholder desirous of visiting the mine may inform him, who shall co-ordinate with General Manager (Co-Ordination) and arrange for the visit accordingly.
3. Another shareholder raised the issue on the appointment of a Director representing the minority shareholders. It was informed that the minority shareholders represent less than 2% shareholding in the Company and appointment of a Director from this category if any, will be examined with reference to the Companies Act in force and also the proposed new Companies Act, 2013.

 The meeting ended with a vote of thanks to the Chair.

 **Sd/-**

 **(Tushar Giri Nath)**

 **Chairman**

**Bangalore**

**28.09.2013**