

Date: 17.11.2011

To

**The General Manager
Corporate Relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeeboy Towers
Dalal Street, Fort,
Mumbai- 400 001**

Scrip Code: 531897

Dear Sir

Sub: Submission of the Copy of the Minutes of the Proceedings of the Court convened meeting of the Equity shareholders of the company.

With reference to the above, we are hereby submitting the copy of the Minutes of the Proceedings of the Court convened meeting of the Equity shareholders of the company held on Thursday, the 20th day of October, 2011 at 12.noon at D -207, 2nd Floor, International Infotech Park, Belapur Railway Station Complex, CBD Belapur, Navi Mumbai, Maharashtra – 400614

Thanking You

For Accentia Technologies Limited


Director

Encl: As mentioned above

MINUTES OF THE PROCEEDING OF THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF ACCENTIA TECHNOLOGIES LIMITED HELD ON THURSDAY, 20TH OCTOBER 2011 AT 12.00 NOON AT D -207, 2ND FLOOR, INTERNATIONAL INFOTECH PARK, BELAPUR RAILWAY STATION COMMERCIAL COMPLEX, CBD BELAPUR, NAVI MUMBAI, MAHARASHTRA – 400614

Present:

- | | |
|------------------------------------|---------------------------------------|
| 1. Mr. Sooraj C K | Chairman of the meeting & Shareholder |
| 2. Mr. Ravi Sankar | Director & Shareholder |
| 3. Mr. Bhadresh Gurnvantlal Parikh | Shareholder |
| 4. Mr. Kishan D Mahajan | Shareholder |
| 5. Mr. Tushar D Sodha | Shareholder |
| 6. Ms. Lekha Satish Shah | Shareholder |
| 7. Mr. Prasad Tulshiram Manjrekar | Shareholder |
| 8. Mr. Aspi Bamanshaw Besania | Shareholder |
| 9. Mr. Satish Jayantilal Shah | Shareholder |

In attendance

- | | |
|---------------------------|------------------------------|
| 1. Mr. Murali Krishna K S | Head – Projects and Finance |
| 2. CS. Bijoy P Pullpra | Practicing Company Secretary |

The meeting began with a silent prayer.

In the absence of Mr. Pradeep Viswambharan, the Chairman appointed for the meeting Mr. Sooraj C K, Alternate Chairman appointed by the Hon'ble High Court of Maharashtra at Mumbai occupied the Chair.

The Chairman briefly addressed the Meeting and also informed the members that in compliance with the directions of the Hon'ble High Court of Maharashtra at Mumbai, a notice dated 24th September, 2011 convening the meeting of the Shareholders of the Company, was dispatched to Shareholders by business post mode on 27th September, 2011 and a Public Notice for convening the said meeting was also given as per the rules. He further informed that the Hon'ble Court had vide its order dated 16th September, 2011 also directed that the quorum for the meeting of the Shareholders would be 5 in number and after ascertaining the quorum he called the meeting to order.

The Chairman informed the members that proxies/authorizations, registers and the documents mentioned in the Explanatory Statement under Section 393 of the Companies Act, 1956 including the copy of the order of the Hon'ble High Court of Maharashtra at Mumbai, have been kept open for inspection and would remain open and accessible during the continuance of the meeting.

With the consent of the members present, the Notice convening the meeting, Explanatory Statement under Section 393 of the Companies Act, 1956 and the Scheme of Amalgamation ('the Scheme') were taken as read and understood. The question submitted to the meeting was whether the members of the Company approved of the Scheme. The Chairman further informed the members that the voting on the resolution is to be done through poll process only.

Accordingly the following resolution was put to poll which was conducted by ballot:

"RESOLVED THAT pursuant to Sections 391 to 394 of the Companies act, 1956 (the Act) and Rules 67 to 87 of the Companies (Court) Rules, 1959 (the Rules) and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Hon'ble High Court of Maharashtra situated at Mumbai and Hon'ble High Court of Karnataka situated at Bangalore, and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Honorable High Courts or other appropriate authorities, the Scheme of Amalgamation of M/s. Thunga Software Private Limited, (Transferor Company) with M/s. Accentia Technologies Limited (Transferee Company) in terms of the draft laid before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

To facilitate the polling, the Chairman appointed CS. Bijoy P Pulipra, Practicing Company Secretary, as Scrutinizer for the meeting. The Chairman then explained the procedure for filling up the ballot paper which had been issued to each member attending the meeting.

The Chairman also informed that the result of the poll would be announced immediately on completion of counting of the votes and verification of the ballot papers and the same would also be displayed at the Registered Office of the company.

The Chairman thereupon invited the members to cast their votes.

On conclusion of the polling and the scrutiny of the ballot papers, the Scrutinizer submitted his report to the Chairman. And on the basis of the said report, the Chairman announced, as under, the result of the polling:

Total nominal value of shares held by members voting (valid votes)	27,264,030 (18.63%)
Total nominal value of shares held by members voting in favor of the resolution.	27,264,030 (18.63 %)
Total nominal value of shares held by members voting against the resolution.	NIL

The Chairman declared that the members, present and voting either in person or by proxy, whose ballot papers has been found to be valid, had unanimously voted in FAVOUR of the Scheme and hence pursuant to the directions of the Hon'ble Court, the Scheme was approved unanimously.

On declaration of the results as aforesaid the meeting was declared concluded by the Chairman and ended with a vote of thanks to the Chair


Chairman