

IRSA INVESTMENTS & REPRESENTATIONS INC

Form 6-K

November 12, 2004

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# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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## **FORM 6-K**

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**REPORT OF FOREIGN ISSUER**

**PURSUANT TO RULE 13a-16 OR 15b-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of November, 2004**

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**Irsa Inversiones y Representaciones Sociedad Anónima**

**(Exact name of Registrant as specified in its charter)**

**Irsa Investments and Representations Inc.**

**(Translation of registrant's name into English)**

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**Republic of Argentina**

**(Jurisdiction of incorporation or organization)**

**Bolívar 108**

**(C1066AAB)**

**Buenos Aires, Argentina**

**(Address of principal executive offices)**

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Form 20-F   T        Form 40-F       

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes             No   T  

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**IRSA INVERSIONES Y REPRESENTACIONES SOCIEDAD ANÓNIMA**

**(THE COMPANY )**

**REPORT ON FORM 6-K**

Attached is an English translation of the summary of the letter dated November 8, 2004 filed by the Company with the *Bolsa de Comercio de Buenos Aires* and the *Comisión Nacional de Valores*.

By letter dated November 8, 2004, the Company filed a copy of: (i) the minute of the shareholders meeting a summary of which is attached hereto, (ii) the list of attendance to the shareholders meeting, (iii) and the list of the board of directors and supervisory committee which is attached hereto.

(i) **Summary of the shareholders meeting**

**FIRST: APPOINTMENT OF TWO SHAREHOLDERS TO APPROVE AND SIGN THE MINUTES OF THE MEETING.**

It was unanimously agreed to appoint the agent of BNY AS Custodian or Trustee Cust. AC and the agent of the shareholder of CRESUD to approve and sign the Minutes of the Meeting.

**SECOND: CONSIDERATION OF THE DOCUMENTATION AS SET FORTH BY SECTION 234 SUBSECTION 1 OF LAW 19550, PERTIENENT TO FISCAL YEAR ENDED AS AT JUNE 30, 2004**

It was unanimously agreed to omit the reading of the above mentioned documentation and to approve each and every part of it.

**THIRD: CONSIDERATION OF THE BOARD S PERFORMANCE**

The Board s performance during the fiscal year under consideration was unanimously approved.

**FOURTH: CONSIDERATION OF SUPERVISORY COMMITTEE S PERFORMANCE**

The Supervisory Committee s performance during the fiscal year under consideration was unanimously approved.

**FIFTH: ANALYSIS AND CONSIDERATION OF THE PROFIT/LOSS OF FISCAL YEAR ENDED AS AT 06/30/04, WHICH POSTED PROFITS OF \$ 87,862,000.**

The absorption of accumulated losses as at the beginning of the fiscal year was unanimously approved.

**SIXTH: CONSIDERATION OF THE BOARD S REMUNERATION (ALLOCATED AMOUNT: \$ 6,500,000) PERTINENT TO FISCAL YEAR ENDED AS AT 06/30/04, WHICH POSTED A TAX LOSS RECORDED AS SET FORTH BY THE SECURITIES AND EXCHANGE COMMISSION.**

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The board's remuneration amounting to \$ 6,510,000 in exchange for their technical-administrative functions as well as the carrying out of special tasks during the fiscal year ended as at June 30, 2004 was unanimously approved.

**SEVENTH: CONSIDERATION OF SUPERVISORY COMMITTEE'S REMUNERATION PERTINENT TO FISCAL YEAR ENDED AS AT 06/30/2004**

It was unanimously agreed no to pay any compensation to the Supervisory Committee.

**EIGHTH: CONSIDERATION OF MR. MINDLIN'S RESIGNATION**

Mr. Mindlin's resignation from his position of permanent director was unanimously approved.

**NINTH: DETERMENATION OF NUMBER AND ELECTION OF PERMANENET DIRECTORS AND SUBSTITUTE DIRECTORS, IF DEEMED NECESSARY.**

It was unanimously agreed to appoint 11 members to the board, to reelect Mr. Alejandro Gustavo ELSZTAIN, to appoint Mr. Fernando BARENBOIM, the former being non-independent as set forth by resolution 400 of SEC, and to appoint Mr. Gary GLADSTEIN and Fernando RUBIN as independent directors.

**TENTH: APPOINTMENT OF PERMANENT AND SUBSTITUTE MEMBERS OF THE SUPERVISORY COMMITTEE.**

It was unanimously approved to appoint Mr. Andrés SUAREZ, José Daniel ABELOVICH and Marcelo FUXMAN to perform as permanent statutory auditors, and Mr. Diego NIEBHUR, Roberto MURMIS and Silvia Cecilia De FEO as substitute statutory auditors, who, in accordance with General Resolution N° 400 of the Securities and Exchange Commission, have the status of independent.

**ELEVENTH: APPOINTMENT OF AUDITOR FOR THE COMING FISCAL YEAR AND DETERMINATION OF REMUNERATION**

It was unanimously agreed to appoint the auditing firm PRICE WATERHOUSE & CO., member of the firm PriceWaterhouseCoopers, and ABELOVICH, POLANO & Asociados as auditors of the financial statements of the current fiscal year 2004/2005. Their remuneration was fixed at \$ 839,000 and \$ 370,000 respectively.

**TWELFTH: REPORT ON THE CREATION OF THE AUDITING COMMITTEE**

The Board s implemented decisions were unanimously approved, granting it the power to fix the budget.

**THIRTEENTH: CONSIDERATION OF THE BOARD S IMPLEMENTED DECISIONS REGARDING THE TAX ON PERSONAL ASSETS OF THE SHAREHOLDERS, IN THEIR CAPACITY OF SUBSTITUTE TAXPAYER**

The decisions carried out by the Board regarding the tax on personal assets of the shareholders were approved by majority as well as the absorption of said tax by the corporation.

**FOURTEENTH: REPORT ON AGREEMENT SIGNED FOR THE EXCHANGE OF CORPORATE SERVICES.**

The Board s implemented decisions and performance concerning the subject under consideration were approved by majority as well as the progress made in the process of the Project implementation

(ii) **Board of directors and supervisory committee list**

<b>President</b>	Eduardo Sergio Elsztain	30.06.06
<b>Vice-president I</b>	Saúl Zang	30.06.06

<b>Vice-president II</b>	Alejandro G. Elsztain	30.06.07
<b>Permanent Director</b>		
	Bergotto Oscar Pedro	30.06.06
	Elsztain Fernando Adrián	30.06.05
	Reznik Gabriel Adolfo G.	30.06.05
	Cedric Bridges	30.06.06
	Marcos Fishman	30.06.06
	Barenboim Fernando	30.06.07
	Gladstein Gary	30.06.07
<b>Alternate Director</b>		
	Bergel Salvador Darío	30.06.05
	Quintana Terán Juan Carlos	30.06.05
	Emilio Cardenas	30.06.06

**SUPERVISORY COMMITTEE**

<b>Term of office</b>	until June 30, 2005
<b>Permanent Syndics</b>	José Daniel Abelovich Marcelo Héctor Fuxman
	Andrés Suarez
<b>Temporary Syndics</b>	Roberto Murmis Diego Niebhur Silvia Cecilia de Feo

Auditors PRICEWATERHOUSE Co. and ABELOVICH POLANO & ASOCIADOS



**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Buenos Aires, Argentina.

**IRSA Inversiones y Representaciones Sociedad  
Anónima**

By: /S/ Saúl Zang

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Name: Saúl Zang

Title: Vice Chairman of the Board of Directors

Dated: November 10, 2004