

NU TEK INDIA LIMITED

MINUTES OF THE 22nd ANNUAL GENERAL MEETING OF THE COMPANY,
HELD ON WEDNESDAY, 30th SEPTEMBER, 2015 AT 11.30 A.M. AT HOTEL
RAMHAN, NH-8, MAHIPALPUR EXTN. NEW DELHI- 110037

The 22nd Annual General Meeting (AGM) of Shareholders of NU TEK INDIA LIMITED was held on Wednesday, 30th September, 2015 at 11.30 A.M. at Hotel Ramhan, NH-8, Mahipalpur Extn. New Delhi- 110037 which concluded at 12:45 P.M. on the same day.

PRESENT:

1. Mr. Inder Sharma, Chairman & Managing Director
2. Mr. Rajiv Kumar, Director & Chairman - Audit Committee
3. Mrs. Sumati Sharma, Director & Chairman - Stakeholder Relationship Committee
4. Mr. Amar Sarin, Director
5. Ms. Nitika, Director

Members present:-

Personally : 46

Proxy : NIL

Invitee

Mr. Sukesh, M/s Sukesh & Co., Secretarial Auditor & Scrutinizer

In Attendance:

Mr. Sanjay Kumar Singh, General Counsel & Company Secretary

Mr. Ashish Bankar, Chief Financial Officer

1. CHAIRMAN

Mr. Inder Sharma, Chairman cum Managing Director took the Chair and presided over the meeting.

2. WELCOME

The Company Secretary welcomed all members in the Annual General Meeting and handed over the proceeding of the meeting to the Chairman.

3. QUORUM

Quorum being present at the meeting, the Chairman declared the meeting in order and started the proceedings. The Statutory registers inter-alia documents, the Auditor's Report and Secretarial Audit Report pursuant to the Companies Act, 2013 were kept open.

4. NOTICE CONVENING THE MEETING, AUDITOR'S REPORT AND

CHAIRMAN'S
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DIRECTOR'S REPORT THEREON

With the Consent of Members present, the Notice convening the meeting, Auditor's Report and Director's Report including Secretarial Audit Report thereon having already been circulated were taken as read.

5. CHAIRMAN'S SPEECH

Chairman in his speech highlighted the economy industrial scenario, sector specific issues, performance of the Company for the fiscal year 2014-15 and also the operations of the Subsidiaries. Thereafter Chairman welcomed the questions and clarification from the shareholders and the same were clarified.

6. E-VOTING FACILITY

The Chairman then informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement, the Company had extended the e-voting facility to the Members of the Company from 27th September, 2015 9:00 A.M. IST till 29th September, 2015 5:00 P.M. IST in respect of Ordinary and Special Business to be transacted at the Annual General Meeting. He further informed that M/s Sukesh & Co., Practicing Company Secretaries were appointed as scrutinizers to scrutinize the voting of AGM. The Chairman also informed that the said Scrutinizers would submit their report of E-voting to him and the same shall be disclosed.

7. PHYSICAL BALLOT

The Chairman then suggested to the Members, Physically present and who had not voted electronically, to cast their vote through physical ballot and instructed the Company Secretary to carry out the physical ballot process for all the 6 Resolutions specified in the Notice of AGM. He declared that M/s Sukesh & Co., Practicing Company Secretaries will act as the Scrutinizers for the voting through postal ballot. The Chairman further informed that upon completion of voting by physical Ballot, the Scrutinizers will count the votes and sign and submit the result to the Chairman by adding the physical Ballot votes to the votes casted electronically in favour and against each resolution.

8. CONDUCT OF PHYSICAL BALLOT

As advised by the Chairman, the Company Secretary then conducted the voting procedure by distributing ballot papers after showing empty box to the Members, locking and sealing the empty ballot box in the presence of Members.

After ensuring that all Members had casted their votes the Scrutinizer closed the voting at around 12:35 P.M. and took custody of the ballot box.

9. RESULT OF E-VOTING AND PHYSICAL BALLOT

Based upon the report of the Scrutinizer, the result of E-voting and vote casted through Physical Ballot as per the business agenda laid before the meeting is as follows:-

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ORDINARY BUSINESS:-

Resolution No. 1

"RESOLVED THAT the Audited Balance Sheet and Statement of Profit & Loss Account of the Company along with Notes to accounts, Annexure thereto and the Report of Auditors and Director's thereon for the year ended on 31.03.2015 be and are hereby approved and adopted."

The Scrutinizer has confirmed passing of the above Resolution taking into consideration the total votes polled through E-voting and Physical Ballot as mentioned below.

Particulars	No. of Votes Polled	Votes in favour	Votes against	Invalid Votes
Total Votes	15669997	15349991	320006	Nil
% of total no.	100%	97.96%	2.04%	Nil

Accordingly the Chairman has declared that the above **Ordinary Resolution** was passed with requisite majority

Resolution No. 2

"RESOLVED THAT M/s Suman Jeet Agarwal & Co., Chartered Accountants, 516, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110001 be and is hereby re-appointed as Statutory Auditor of the Company to hold office for next term of five years (subject to ratification of their appointment at every AGM and fulfillment of all other prescribed conditions) w.e.f 30th September, 2015, at the remuneration to be decided by the Board of Directors of the Company."

The Scrutinizer has confirmed passing of the above Resolution taking into consideration the total votes polled through E-voting and Physical Ballot as mentioned below.

Particulars	No. of Votes Polled	Votes in favour	Votes against	Invalid Votes
Total Votes	15669997	15348991	321006	Nil
% of total no.	100%	97.96%	2.04%	Nil

Accordingly the Chairman has declared that the above **Ordinary Resolution** was passed with requisite majority

Resolution No. 3

"RESOLVED THAT pursuant the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Ms. Sumati Sharma, who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

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[Handwritten Signature]

"RESOLVED FURTHER THAT Mr. Inder Sharma, Chairman & Managing Director and Mr. Sanjay Kumar Singh, General Counsel & Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

The Scrutinizer has confirmed passing of the above Resolution taking into consideration the total votes polled through E-voting and Physical Ballot as mentioned below.

Particulars	No. of Votes Polled	Votes in favour	Votes against	Invalid Votes
Total Votes	15669997	15348991	321006	Nil
% of total no.	100%	97.96%	2.04%	Nil

Accordingly the Chairman has declared that the above **Ordinary Resolution** was passed with requisite majority

Resolution No. 4

"RESOLVED THAT pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and as amended from time to time, the Board be and is hereby authorized to appoint Branch Auditors of any branch office of the Company, whether existing or which may be opened/acquired hereafter, in India or abroad, in consultation with the Company's Statutory Auditors, any person(s) qualified to act as Branch Auditor within the provisions of section 143(8) of the Act and to fix their remuneration."

The Scrutinizer has confirmed passing of the above Resolution taking into consideration the total votes polled through E-voting and Physical Ballot as mentioned below.

Particulars	No. of Votes Polled	Votes in favour	Votes against	Invalid Votes
Total Votes	15669997	15349991	320006	Nil
% of total no.	100%	97.96%	2.04%	Nil

Accordingly the Chairman has declared that the above **Ordinary Resolution** was passed with requisite majority

Special Business:

Resolution No. 5

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act and Clause 49 of Listing Agreement, as amended from time to time, Ms. Nitika (DIN:06519456), who was appointed as an

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Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 on recommendation of Nomination & Remuneration Committee of the Board and who has submitted a declaration that she meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years w.e.f. 30th September, 2015 and she shall not be liable to retire by rotation."

The Scrutinizer has confirmed passing of the above Resolution taking into consideration the total votes polled through E-voting and Physical Ballot as mentioned below.

Particulars	No. of Votes Polled	Votes in favour	Votes against	Invalid Votes
Total Votes	15669997	15174991	495006	Nil
% of total no.	100%	96.85%	3.15%	Nil

Accordingly the Chairman has declared that the above **Ordinary Resolution** was passed with requisite majority

Resolution No. 6

"**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), a new set of the Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** Mr. Inder Sharma, Chairman & Managing Director and Mr. Sanjay Kumar Singh, General Counsel & Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

The Scrutinizer has confirmed passing of the above Resolution taking into consideration the total votes polled through E-voting and Physical Ballot as mentioned below.

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Particulars	No. of Votes Polled	Votes in favour	Votes against	Invalid Votes
Total Votes	15669997	15349991	320006	Nil
% of total no.	100%	97.96%	2.04%	Nil

Accordingly the Chairman has declared that the above **Special Resolution** was passed with requisite majority

The Chairman informed that the result of the polling be published on the website of the Company (www.nutek.in) and be submitted to the Stock Exchanges within 2 working days from the conclusion of the Meeting.

10. VOTE OF THANKS

There being no business to transact, the meeting concluded with a vote of thanks to the Chair.

PLACE: NEW DELHI
DATE: 30th SEPTEMBER, 2015

CHAIRMAN

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