

**UT Limited**

MINUTES OF THE PROCEEDINGS OF THE FORTY-EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE PLANT AT BUDGE BUDGE TRUNK ROAD, MAHESHTALA, CHANDANNAGAR, KOLKATA -700 141 ON SATURDAY, THE 28<sup>TH</sup> SEPTEMBER, 2013 AT 11:00 A.M.

**PRESENT:**

Mr. Nandan Bardhan	- Director (Operations)
Mr. Krishnendu Chattopadhyay	- Director, Chairman of Audit Committee

**IN ATTENDANCE:**

Mr. Sanjay Kumar Gupta - Company Secretary

**MEMBERS:**

16 Members were present in person (excluding 8 members through their 7 Authorised Representatives) and 3 Members were present by their proxies comprising 18,87,090 equity shares

## **1. CHAIRMAN**

In absence of Mrs. Vandana Khaitan, Vice Chairperson & Managing Director, the members present chose Mr. Nandan Bardhan, Director (Operations) as the Chairman of the meeting pursuant to Article 68 of the Articles of Association of the Company.

The Chairman welcomed the Members and introduced the Director sitting on the dais.

## 2. QUORUM

The Chairman declared that a requisite quorum was present and therefore, the meeting would proceed to transact the business on the agenda.

### **3. REGISTER OF DIRECTORS' SHAREHOLDINGS**

The Register of Directors' Shareholdings maintained pursuant to Section 307 of the Companies Act, 1956 was produced and kept open and accessible for inspection of the members and proxies during the continuance of the meeting.

#### **4. NOTICE AND DIRECTORS' REPORT**

The Notice dated 22<sup>nd</sup> July, 2013 convening the meeting and the Directors' Report, having already been circulated to the members were taken as read with the consent of the members present.

## **5. AUDITORS' REPORT**

The Notice dated 22<sup>nd</sup> July, 2013 convening the meeting and the Directors' Report, having already been circulated to the members were taken as read with the consent of the members present.



**6. ADOPTION OF AUDITED ACCOUNTS, STATEMENTS AND REPORTS FOR THE SIX MONTHS ENDED 31<sup>ST</sup> MARCH, 2013**

Mr. Anindya Sunder Roy proposed the following as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss and the Cash Flow for the six months ended on that date together with the Reports of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted.”

Mr. Biswanath Saha seconded the resolution.

The Chairman then invited the members present to put forth their views and queries, if any, concerning the Audited Accounts, Statements and Reports.

The queries were raised by some of the members, which were satisfactorily replied to by the Chairman.

The resolution was, thereafter, put to vote by show of hands and declared carried unanimously.

**7. RE-APPOINTMENT OF MRS. VANDANA KHAITAN AS A DIRECTOR**

Mr. Alok Kumar Pal proposed the following as an **Ordinary Resolution**:

“RESOLVED THAT Mrs. Vandana Khaitan who retires by rotation be and is hereby re-appointed as a Director of the Company.”

Mr. Madhu Sudan Dey seconded the resolution.

The resolution was, thereafter, put to vote by a show of hands and declared carried unanimously.

**8. APPOINTMENT OF STATUTORY AUDITORS**

Mr. Tapas Kumar Dutta proposed the following as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Sections 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. N. Agarwala & Associates, Chartered Accountants having Registration No. 315097E, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, in place of the retiring auditors M/s. Deloitte Haskins & Sells, Chartered Accountants, to examine and audit the accounts of the Company for the Financial Year 2013-14, at such remuneration as agreed upon between the Board of Directors of the Company and the Auditors.”

Mr. Srikanta Mondal seconded the resolution.

The resolution was, thereafter, put to vote by a show of hands and declared carried unanimously.

With all official business having been transacted, the meeting was declared closed after a vote of thanks by the Company Secretary to the Chair.

Sd/-  
CHAIRMAN

**Certified to be true Copy  
for UT LIMITED**

  
Company Secretary