

MINUTES OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF CIMMCO LIMITED HELD ON SATURDAY, NOVEMBER 21, 2015 AT 11.00 AM AT KALAKUNJ, 48, SHAKESPEARE SARANI, KOLKATA 700017

PRESENT

Shri Anil Kumar Agarwal	Director
Shri Nandan Bhattacharya	Independent Director
Shri K S B Sanyal	Independent Director
Shri MJZ Mowla	Independent Director

IN ATTENDANCE

Shri Dipankar Ganguly	Company Secretary
Shri Lokesh Agarwal	Chief Financial Officer

151 (One hundred fifty-one) Members in person and 3 (three) by Proxy were present in the meeting, representing 15096035 (One crore fifty lac ninety-six thousand thirty-five) equity shares of Rs.10/- each.

CHAIRMAN OF THE MEETING

In absence of Shri J.P. Chowdhary, Executive Chairman of the Company, Shri KSB Sanyal proposed the name of Shri Anil Kumar Agarwal and Shri Nandan Bhattacharya seconded. Thereafter, Shri Anil Kumar Agarwal took the Chair.

QUORUM

On being informed by the Company Secretary that the quorum for the meeting was present in terms of the provisions of Section 103 of the Companies Act, 2013 ("Act"), the Chairman called the meeting to order.

The Chairman stated that the Report of the Board of Directors of the Company dated September 24, 2015 pursuant to Section 23(1)(b) of the Sick Industrial Companies (Special Provisions) Act, 1985 ("**Report of Directors**") circulated amongst the shareholders and the Statutory Registers as mentioned in the Notice of the Extra-Ordinary General Meeting dated September 24, 2015 ("**Notice**") were kept open and accessible for inspection during the continuance of the meeting.

NOTICE

With the consent of the members, the Notice convening the meeting having been circulated to the members was taken as read.

E-VOTING

The Chairman 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, as amended by the Company (Management and Administration) Rules, 2015, the Company had extended the e-voting facility to the members of the Company in respect of business being transacted at this Extra-ordinary General Meeting by using the electronic the electronic voting facility provided by M/s. Karvy Computershare Private Limited. The e-voting had commenced at 9:00 A.M. on Tuesday, November 17, 2015 and ended at 5:00 P.M. on Friday, November 20, 2015. Messrs M. Rathi & Co., Company Secretaries were appointed as the Scrutinizers by the Board for scrutinizing the resolution passed by e-voting process.

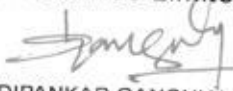
The Chairman then announced that the Company had arranged for poll on the Resolution proposed to be passed at the Meeting.

MEMBERS' INTERACTION

The Chairman enquired whether the members had any queries or suggestions before the proposed resolution was taken up for poll. Several Members addressed the Meeting with their suggestions/queries, which were replied to by the Chairman to the satisfaction of the Members.

CERTIFIED TRUE COPY

For Cimmco Limited


DIPANKAR GANGULY
COMPANY SECRETARY

Thereafter, the following resolution was proposed as Ordinary Resolution by Shri Tapas Kumar Roy and seconded by Shri Dinesh Arya.

“RESOLVED THAT pursuant to the provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), the Report of the Board of Directors of the Company to the Shareholders on the erosion of more than 50% of the Net Worth of the Company as at the end of the Financial Year ended March 31, 2015 in relation to its peak net worth during the immediately preceding four financial years, be and is hereby considered, approved and noted.

RESOLVED FURTHER THAT Board of Directors of the Company (which term shall include any Committee of the Board) be and is hereby authorised to take such steps as may be necessary including reporting of the fact of such erosion to the Board for Industrial and Financial Reconstruction (BIFR) in the prescribed form and in accordance with the provisions of Section 23 of SICA and to do all such acts, deeds and things as may be considered necessary, proper or desirable or expedient to give effect to the above resolution”.

POLL BY BALLOT

The Chairman ordered for a poll to be taken at the meeting. M/s. M. Rathi & Co. Company Secretaries, appointed as Scrutinizers conducted the poll and after ensuring completion of all the procedures closed the voting and took the custody of the Ballot Box.

The Chairman then informed the meeting that the result of the e-voting and Physical Ballot would be declared by the Company to Stock Exchanges and also displayed on the website of the Company within the time stipulated by the Companies Act, 2013.

VOTE OF THANKS

The item of business having been transacted, the meeting concluded at 11.30 A.M. with a vote of thanks to the Chair.

RESULTS OF E-VOTING AND PHYSICAL BALLOT

Shri Anil Kumar Agarwal, Chairman of the meeting, on the basis of the Consolidated Scrutinizer Report dated November 22, 2015 announced at 3.30P.M. at the registered office of the Company the combined results of remote e-voting and Ballot Papers as tabled below and declared the resolution as stated in the Notice, passed with requisite majority on the date of the meeting, i.e. November 21, 2015.

Particulars	Votes in Favour	Votes Against	Invalid/ Abstained Vote
A. E-Voting			
i. Number of members voted	8	0	0
ii. Number of votes cast	15245375	0	0
iii. % of total number of valid votes cast	100.00	0	0
B. Ballot			
i. Number of members voted	69	0	2
ii. Number of votes cast	31611	0	25
iii. % of total number of valid votes cast	100.00	0	-
C. Total (A+B)			
i. Number of members voted	77	0	2
ii. Number of votes cast	15276986	0	25
iii. % of total number of valid votes cast	100.00	0	-



Sd/-

CHAIRMAN