

Corporate Office :
B-27, Infocity, Sector - 34
Gurgaon - 122001, Haryana, India

Tel : +91 124 6124 600
Fax : +91 124 6124 675
Web : www.nutek.in
E-mail : info@nutek.in

Registered Office :
A-213, Road No 4, Gali No 11,
Mahipalpur, New Delhi-110037

NU TEK INDIA LIMITED

Tuesday, 30th September, 2014

To,

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra East,
Mumbai-400051

Bombay Stock Exchange Limited
Floor 25,
P.J. Towers,
Dalal Street,
Mumbai-400001

Luxemberg Stock Exchange
Societe da la Bourse
Societe Anonyme
RC Luxemburg B 6222

Subject: Minutes of 21st Annual General Meeting

Dear Sir,

Please find attached herewith Minutes of 21st Annual General Meeting of the Company held on 29th September, 2014 at 11:30 A.M. at Hotel Ramhan NH-8, Mahipalpur Extension, New Delhi-110037.

Thanking You,

For NU TEK INDIA LIMITED




Inder Sharma
Chairman & Managing Director

MINUTE BOOK

Shipra

NU TEK INDIA LIMITED

MINUTES OF THE 21st ANNUAL GENERAL MEETING OF THE COMPANY, HELD ON MONDAY, 29th SEPTEMBER, 2014 AT 11.30 A.M. AT HOTEL RAMHAN, NH-8, MAHIPALPUR EXTN. NEW DELHI- 110037

PRESENT:

1. Mr. Inder Sharma, Chairman & Managing Director
2. Mr. Rajiv Kumar, Director & Chairman Audit Committee
3. Mrs. Sumati Sharma, Director
4. Mr. Amar Sarin, Director

Members present:-

Personally : 49
Proxy : NIL

Invitee

Mr. Virender Kumar, M/s Sumanjeet Agarwal & Co. Chartered Accountants, Statutory Auditors

Mr. Sukesh Saini, M/s Sukesh & Co., Practicing Company Secretary

In Attendance:

Mr. Sanjay Kumar Singh, General Counsel & Company Secretary
Mrs. Smriti Srivastava, 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 books pursuant to the Companies Act, 2013 were kept open.

Ja

CHAIRMAN
INITIALS

MINUTE BOOK

Shipra

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

With the Consent of Members present, the Notice convening the meeting, Auditor's Report and Director's 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 2013-14 and also the operations of the Subsidiaries. Thereafter Chairman welcome 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 25th September, 2014 9:00 A.M. IST till 25th September, 2014 6:00 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 have submitted their report of E-voting to him.

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 5 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 Chairman announced the result of E-voting and vote casted through Physical Ballot as per the business agenda laid before the meeting on the following items.

CHAIRMAN
INITIALS

MINUTE BOOK

Shipra

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 31.03.2014 be and are hereby approved and adopted."

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

Particulars	No. of Shareholders Polled	No. of Votes	% of Voting
Total Votes Polled	49	15012238	100%
Votes in Favour	49	15012238	100%
Votes Against	0	0	0.00%
Invalid Votes	0	0	0

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

Resolution No. 2

"RESOLVED THAT M/s Sumanjeet 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 until the conclusion of the next Annual General Meeting of the company at the remuneration to be decided by the Board of Directors of the Company."

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

Particulars	No. of Shareholders Polled	No. of Votes	% of Voting
Total Votes Polled	49	15012238	100%
Votes in Favour	49	15012238	100%
Votes Against	0	0	0.00%
Invalid Votes	0	0	0

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

CHAIRMAN
INITIALS

MINUTE BOOK

Shipra

Special Business:

Resolution No. 1

"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, as amended from time to time, Mr. Rajiv Kumar (holding DIN 03600817), a non-executive independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act 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. September 29, 2014."

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

Particulars	No. of Shareholders Polled	No. of Votes	% of Voting
Total Votes Polled	49	15012238	100%
Votes in Favour	49	15012238	100%
Votes Against	0	0	0.00%
Invalid Votes	0	0	0

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

Resolution No. 2

"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, as amended from time to time, Mr. Amar Sarin (holding DIN 00665441), a non-executive independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act 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. September 29, 2014."

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

Particulars	No. of Shareholders Polled	No. of Votes	% of Voting
Total Votes Polled	49	15012238	100%
Votes in Favour	49	15012238	100%
Votes Against	0	0	0.00%
Invalid Votes	0	0	0

CHAIRMAN
INITIALS

MINUTE BOOK

Shipra

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

Resolution No. 3

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Mr. Ayub Yaegaung Younes(holding DIN 00585694), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 30, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Ayub Yaegaung Younes for the office of the Director of the Company, be and is hereby elected and appointed as a Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation."

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

Particulars	No. of Shareholders Polled	No. of Votes	% of Voting
Total Votes Polled	49	15012238	100%
Votes in Favour	49	15012238	100%
Votes Against	0	0	0.00%
Invalid Votes	0	0	0

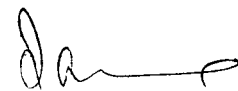
Accordingly the Chairman declared that the above **Ordinary Resolution** was passed with requisite majority

The Chairman then informed that the result of the polling would 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: 29th SEPTEMBER, 2014



CHAIRMAN

CHAIRMAN
INITIALS