MINUTES OF THE PROCEEDINGS OF THE FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ELECTROSTEEL STEELS LIMITED HELD ON 15th JULY 2011 AT 11.30 A.M. AT TOPAZ BANQUET HALL, HOTEL LANDMARK, JATIN CHANDRA ROAD, LALPUR, RANCHI-834001.

PRESENT

BINOD KHAITAN	CHAIRMAN
NIGAM CHANDER BAHL	WHOLETIME DIRECTOR & MEMBER
SANJOY TEKRIWAL	DIRECTOR & MEMBER
ASHUTOSH AGARWAL	MEMBER
VIKRAM SAROGI	COMPANY SECRETARY
NIRMAL KATARUKA	MEMBER
BHUWAN MOHAN	MEMBER
AJAY JHUNJHUNWALA	PROXY OF;
	- ABHISHEK TAPARIA
	- AMIT KUMAR TAPARIA
	- BIDYA BHUSHAN MISHRA
	- RAMESH KUMAR TAPARIA
	- SHASHI BHUSHAN MISHRA
	- BIBHAS SAHA
ASHOK KUMAR	PROXY OF;
	- MADHU AGARWAL
	- RAJ KUMAR AGARWAL
	- SARADINDU PAUL
	- KAILASH AJITSARIA
BINA KANCHAN	PROXY OF;
	- LALITA JAIN
	- JYOTI JAIN
	- KRISHNA KUMAR
	- JUHI P SHAH
	- DIPAK KUMAR JALAN
	- SPARSH MIMANI
	- KARUNA JHUNJHUNWALA
MD JAMIL MORABADI	PROXY OF;
	- SHWETA NAHATA SINGHI
	- VARUN SINGH
	- PRAMOD KUMAR MUNDHRA
NIRMAL KATARUKA	PROXY OF;
	- MANJULA SINGHI
	- PRADEEP KUMAR SINGHI

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For ELECTROSTEEL STEELS LIMITED

Company Secretary

CHAIRMAN'S INITIALS

	- ANAYA SINGHI
	- ANITA SINGHI
	- ANURAG SINGHI
	- RAJIV SINGHI
	- MEGHA SINGHI
	- ADITYA SINGHI
	- VIMLA DEVI SINGHI
PRASHANT KUMAR	PROXY OF;
	- SUDARSHAN MIMANI
	- ANITA GUPTA
	- PURNA PRAKASH PAIN
	- ASHISH TAPARIA
	- ARTI TAPARIA
	- RAJIV KUMAR UPADHYAY
	- TUSHAR CHANDRA RAY
SANJEEV KUMAR	PROXY OF;
	- RAJIV DROLIA
	- TULSI DAS DROLIA
	- SANJAY KUMAR DROLIA
	- AAYUSH DROLIA
	- BINOD KR SHROFF
	- MAYANK SHROFF
	- ANANT SHROFF
SURAJ KUMAR GUPTA/ JAI KARAN KR SINGH	PROXY OF;
	- NTGI-QM COMMON EMERGING MARKETS SMALL CAP INDEX FUND
	- VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND
	- RELIGARE TRUSTEE COMPANY LIMITED - A/C RELIGARE CO
	- NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS
VIKRAM SARAOGI	PROXY OF;
	- ELECTROSTEEL CASTINGS LTD
	- UMANG KEJRIWAL
	- MAYANK KEJRIWAL
	- UDDHAV KEJRIWAL
	- SRI GOPAL INVESTMENTS VENTURES LTD.
	- CALCUTTA DIAGNOSTICS CENTRE (P) LTD
	- GREENCHIP TREXIM PVT. LTD.
	- ELECTROCAST SALES INDIA LIMITED
	- MANISH KEJRIWAL

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Company Secretary

CHAIRMAN'S INITIALS

- GURANG LAL SARAOGI
- ANJU SARAOG
- VIVEK SARAOGI
- BLACKROCK INSTITUTIONAL TRUST COMPANY, NATIONA
- BLACKROCK INSTITUTIONAL TRUST COMPANY, NATIONA

CHAIRMAN

Mr. Binod Khaitan, Chairman of the Company took the Chair.

QUORUM

Necessary quorum was present at the meeting and the Chairman declared the Meeting duly constituted and commenced the proceedings.

WELCOME

The Company Secretary welcomed and addressed the members present at the Meeting.

The following documents were placed on table for inspection of Members.

a) Auditors Report (Pursuant to Section 230 of the Companies Act, 1956).
b) Register of Directors' shareholdings (Pursuant to Section 307 of the Companies Act 1956).
c) Other Statutory Registers of the Company.

NOTICE CONVENING THE MEETING

At the request of the Chairman and with the permission of the members present in the meeting the notice convening the Annual General Meeting and also the Report of the Auditors on the Accounts for the year ended 31st March 2011, pursuant to Section 230 of the Companies Act, 1956 were read out by Mr. Vikram Saraogi, Company Secretary of the Company.

The Directors' Report and the Audited Annual Accounts duly certified by the Company's Auditors were also read out by the Company Secretary of the Company.

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Company Secretary

CHAIRMAN'S INITIALS

The Chairman then proposed to proceed with the Items of Agenda. All the clarifications asked by the Members present in the Meeting on some of the points were given by the Chairman to the satisfaction of the Members.

The agenda of the meeting was taken serially with the following results.

ORDINARY BUSINESS

1. **Reports and Accounts**

Proposed by Mr. Nirmal Kataruka and seconded by Mr. Bhuwan Mohan, the following motion was moved by the Chairman:

"RESOLVED THAT the Audited Balance Sheet, Profit & Loss Account, Cash Flow Statement and Notes to Account as at March 31, 2011 and the Reports of the Board of Directors and Auditors thereon be and are hereby adopted."

The Chairman invited the members to speak on the motion and replied to the queries raised by the shareholders to their satisfaction. The motion was then put to vote and the Chairman declared the same as passed unanimously by show of hands.

2. **Re-appointment of Mr. Umang Kejriwal as the Director of the Company.**

Proposed by Mr. Binod Khaitan and seconded by Mr. Bhuwan Mohan, the following motion was moved by the Chairman:

"RESOLVED THAT Mr. Umang Kejriwal who retires by rotation and is eligible for re-appointment, be and is hereby appointed as the Director of the Company."

The above motion was then put to vote and the Chairman declared the same as passed unanimously by show of hands.

CHAIRMAN'S INITIALS

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For ELECTROSTEEL STEELS LIMITED

Company Secretary

3. **Re-appointment of Mr. Sanjoy Tekriwal as the Director of the Company.**

Proposed by Mr. Ashutosh Agarwal and seconded by Mr. Nirmal Kataruka, the following motion was moved by the Chairman:

"RESOLVED THAT Mr. Sanjoy Tekriwal who retires by rotation and is eligible for re-appointment be and is hereby appointed as the Director of the Company."

The above motion was then put to vote and the Chairman declared the same as passed unanimously by show of hands.

Mr Sanjoy Tekriwal being the interested director, his vote for the above resolution was not casted.

4. **Appointment of Statutory Auditors**

Proposed by Mr. Bhuwan Mohan and seconded by Mr. Ajay Jhunjhunwala, the following motion was moved by the Chairman:

"RESOLVED THAT M/s B Chhawchharia & Co., Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company for the year 2011-12 and to hold the office until the next Annual General Meeting of the Company at a remuneration, including terms of payment, that may be agreed upon between them and the persons authorized by the Board/Audit Committee in connection with the audit of the Company's Accounts."

The motion was then put to vote and the Chairman declared the same as passed unanimously by show of hands.

SPECIAL BUSINESS

5. **Appointment of Mr. Bimal Khaitan as the Director and further the Chairman of the Company**

Proposed by Mr. Sanjoy Tekriwal and seconded by Mr. Nirmal Kataruka, the following motion was moved by the Chairman:

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Company Secretary

CHAIRMAN'S INITIALS

"RESOLVED THAT in accordance with the provisions of Section 255 and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modifications or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr. Binod Khaitan, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Non Executive Independent Chairman of the Company liable to retire by rotation."

The motion was then put to vote and the Chairman declared the same as passed unanimously by show of hands as ordinary resolution.

6. Increase in Authorised Share Capital of the Company

Proposed by Mr. Nirmal Kataruka and seconded by Mr. Bhuwan Mohan, the following motion was moved by the Chairman:

"RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, consent of the members of the Company be and is hereby accorded to alter the Authorised Share Capital of the Company from Rs. 2300,00,00,000 (Rupees Two Thousand Three Hundred Crores Only) divided into 230,00,00,000 (Two Hundred and Thirty Crores only) Equity Shares of Rs.10/- each to Rs. 3000,00,00,000 (Rupees Three Thousand Crores Only) divided into 300,00,00,000 (Three Hundred Crores only) Equity Shares of Rs.10/- each."

The motion was then put to vote and the Chairman declared the same as passed unanimously by show of hands as special resolution.

7. Modification in the Memorandum of Association of the Company

Proposed by Mr. Ajay Jhunjhunwala and seconded by Mr. Nirmal Kataruka, the following motion was moved by the Chairman:

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company by the following:

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Company Secretary

"V. The Authorised Share Capital of the Company is Rs. 3000,00,00,000 (Rupees Three Thousand Crores Only) divided into 300,00,00,000 (Three Hundred Crores only) Equity Shares of Rs.10/- each with power to increase and reduce the capital of the company and to divide or subdivide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights privileges or conditions in such manner as may be permitted by Act, or provided by the Articles of the Company for the time being."

The motion was then put to vote and the Chairman declared the same as passed unanimously by show of hands as ordinary resolution.

8. Borrowing powers of the Company

Proposed by Mr. Bhuwan Mohan and seconded by Mr. Ashutosh Agarwal, the following motion was moved by the Chairman:

"**RESOLVED THAT** the consent of the Company be and is hereby accorded to the Board of Directors of the Company under Section 293(1)(d) of the Companies Act, 1956 to borrow any sum or sums of money from time to time together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided however, the total amount so borrowed shall not exceed Rs. 8,500 Crores (Rupees Eight Thousand Five Hundred Crores Only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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Company Secretary

CHAIRMAN'S INITIALS

The motion was then put to vote and the Chairman declared the same as passed by majority by show of hands as ordinary resolution.

VOTE OF THANKS

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

CHAIRMAN

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For ELECTROSTEEL STEELS LIMITED

Company Secretary

CHAIRMAN'S INITIALS