

By Courier

REF:TEIL:SE:

Date: 4th Sept., 2014

The Deputy General Manager Department of Corporate Services, Bombay Stock Exchange Ltd. 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001	The Asst. Vice President, Listing Department National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051
STOCK CODE: 532356	STOCK CODE: TRIVENI
Sub: <u>Minutes of the 78th Annual General Meeting</u>	

Dear Sirs,

As required under clause 31 of the Listing Agreement, we send herewith a copy of the Minutes of the 78th Annual General Meeting of the members of the Company held on 6th August, 2014 for your information and record.

Thanking you,

Yours faithfully,
For Triveni Engineering & Industries Ltd.,

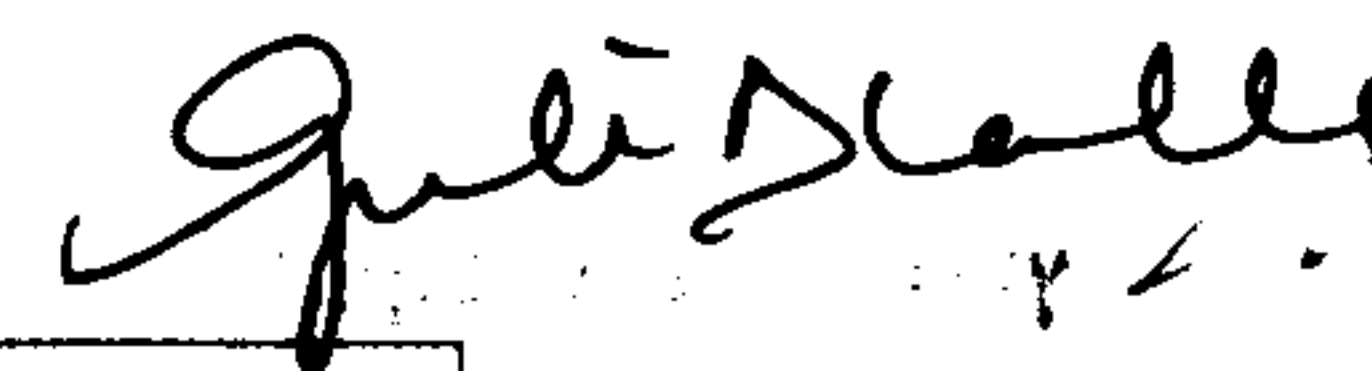

GEETA BHALLA
GGM & Company Secretary

Encl: As above

MINUTES of the 78th Annual General Meeting of the Members of Triveni Engineering & Industries Limited held on Wednesday, the 6th August, 2014 at 11.30 a.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

Triveni Engineering & Industries Ltd

PRESENT:



DIRECTORS		
Lt. Gen. K.K. Hazari (Retd.)	:	Chairman of the meeting/ Independent Non-Executive Director
Ms Homai A. Daruwalla	:	Independent Non-Executive Director
Mr Santosh Pande	:	Independent Non-Executive Director
IN ATTENDANCE		
Mrs Geeta Bhalla	:	Group General Manager & Company Secretary
Mr Suresh Taneja	:	Group CFO
BY INVITATION		
Mr Anil Singh	:	Authorized Representative of Statutory Auditors, M/s J.C. Bhalla & Co., Chartered Accountants
Mr Suresh Kumar Gupta	:	Practising Company Secretary, appointed as Scrutinizer
MEMBERS	:	216 members were present in person and by proxy (As per list prepared and kept in a separate file).

At the outset, the Company Secretary welcomed all the members present in person and by proxy at the meeting. He informed the members that Mr Dhruv M. Sawhney, Chairman & Managing Director of the Company could not attend the meeting due to his pre-occupation. She introduced the Directors and Executives sitting on the dais to the members and requested the members to elect Lt. Gen. K.K. Hazari (Retd.), an Independent Non-Executive Director and the Chairman of the Audit Committee and the Nomination & Remuneration Committee as Chairman of the meeting.

The members present at the meeting then unanimously elected Lt. Gen. K.K. Hazari (Retd.) as Chairman of the meeting. Gen Hazari occupied the Chair and welcomed all the members present in person and by proxy at the meeting. On being satisfied that the requisite quorum was present, the Chairman declared the meeting open for transacting the business as set out in the Notice dated 28th May, 2014 of the 78th Annual General Meeting (AGM). The proceedings of the meeting then commenced.

The Chairman informed to the members that a total of 50 valid proxies were received from the equity shareholders holding in aggregate 63.26 million equity shares and the same had been recorded in the Register of Proxies maintained by the Company. The members were informed that all the proxies along with proxy register and other relevant documents/registers required by law were open and accessible to the members having right to attend and vote at the meeting, for their inspection during the continuance of the meeting.

With the consent of all the members present at the meeting, the Notice convening the 78th AGM, Directors' Report with its Annexures (alongwith section on the Management Discussion and Analysis and Report on Corporate Governance) and Audited Accounts for the Financial Year (18 months) ended March 31, 2014,

having already been circulated to the members, were taken as read, and the Auditors Report was read at the meeting.

Thereafter, the Chairman briefly explained to the members highlights of the operational/financial performance of the Company and its future prospects. He apprised the members that the period under review was for a period of 18 months (October 2012 to March 2014) and was one of the most challenging years in recent times. He informed the members that the performance of the sugar business was affected due to arbitrary high cane price fixed by the Government of U.P. and abnormal low recovery. The cogen and distillery had performed well but could not fully compensate for sugar loss. In engineering segments, gears business had done reasonably satisfactory despite bad macro environment. The water business witnessed a challenging year as host of policy related issues which forced majority of clients to delay projects. However, we hope for improvement in the coming years.

Before taking up the agenda of the meeting, the Chairman invited the members to ask any query/clarification on the annual accounts of the Company for the financial year ended March 31, 2014 and/or on any of the items of the Notice, if they so desired. None of the members raised any query/clarification. However, some of the members enquired about the future aspects of the sugar business, which was suitably replied by the Chairman. The Chairman apprised the members about the prevailing scenario in Indian sugar industry and stated that for the viability of sugar industry, it is essential that issue of cane pricing be resolved rationally through a sound policy making and in accordance with Dr. Rangarajan Committee report which advocated linkage of cane price with the sugar price.

The Chairman then took up the business as per the Notice for the 78th AGM. He informed the members that in accordance with the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company had provided e-voting facility to the members entitled to cast their vote between July 30, 2014 to August 1, 2014 in proportion to their shareholding as on the cut off date of 30th June 2014. He further informed the members that Mr Suresh Kumar Gupta, Practising Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process and he has submitted his report on e-voting.

The Chairman stated that in view of the general circular No. 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands is not allowable in case where e-voting facility has been provided. Therefore it was obligatory to provide similar voting facility to the members present in person and through proxies at the AGM to vote in proportion to the equity shares held by them. He further stated that the Poll will be conducted for voting on all the resolutions set out at Item Nos. 1 to 13 of the Notice convening the 78th AGM.

Thereafter, the Chairman Ordered for a poll on all the resolutions as set out at Item Nos. 1 to 13 of the Notice of the 78th AGM and appointed Mr Suresh Kumar Gupta, a practicing Company Secretary as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting and report thereon in the prescribed manner. He also requested all the members and proxy holders present and entitled to vote to participate in the Poll to be taken immediately at the same venue. The Chairman further stated that the consolidated results of e-voting and the poll taken at the AGM shall be announced by the Company Secretary on or before August 8, 2014 and shall be available on the Company's website and shall also be intimated to BSE and NSE, where the equity shares of the Company are listed.

The Chairman then announced the formal closure of the 78th AGM and thanked the members present at the meeting for sparing their valuable time and extending full co-operation and support during the meeting and requested the Company Secretary to get the poll process completed. The meeting then ended with a vote of thanks to the Chair.



Conduct of Poll

Mr. Suresh Kumar Gupta, Practising Company Secretary, the Scrutinizer appointed for conduct of Poll conducted the Poll. Before starting of voting on Poll, the Ballot Papers were distributed to the members and the proxies. An empty ballot box was shown to all of them and thereafter the ballot box was locked in the presence of members and the proxies. After ensuring that all the members and proxies had cast their votes, the Scrutinizer closed the Poll at around 12.30 p.m. He then took custody of the ballot box for scrutinizing the votes and submitting his report on the poll.

Results of the E-Voting and Poll on the Ordinary and Special Businesses at the 78th AGM of the Company held on Wednesday, August 6, 2014

On the basis of the Scrutinizer's Reports on e-voting and the poll taken at the AGM, the summary of which is given hereunder, the Company Secretary announced the consolidated results of voting on August 8, 2014 that all the resolutions for the ordinary and special businesses as set out at Item Nos. 1 to 13 of the Notice of the 78th AGM of the Company have been duly passed by the requisite majority.

Resolution No.1: Ordinary Resolution							
To Adopt the Audited Balance Sheet, Statement of Profit and Loss, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2014							
Category	Shares held	Votes Polled	% of Votes polled on outstanding shares	No. of Votes – In favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.627	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.450	0.00
Public-Others	44631528	1941604	4.350	1912991	28613	0.909	0.014
Total	257945110	210406833	81.570	210378220	28613	99.986	0.014
Resolution No.2: Ordinary Resolution							
To appoint a Director in place of Mr Nikhil Sawhney (Director Identification No.00029028), who retires by rotation and, being eligible, offers himself for re-appointment							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.147	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.361	0.00
Public-Others	44631528	3157649	7.075	3156404	1245	1.492	0.001
Total	257945110	211622878	82.042	211621633	1245	99.999	0.001
Resolution No.3: Ordinary Resolution							
To appoint M/s J.C. Bhalla & Co., Chartered Accountants (Firm Registration No.001111N), as Statutory Auditors of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.950	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.510	0.00
Public-Others	44631528	1131881	2.536	947668	184213	0.452	0.088
Total	257945110	209597110	81.256	209412897	184213	99.912	0.088
Resolution No.4: Ordinary Resolution							
To appoint M/s. Virmani & Associates, Chartered Accountants (Firm Registration No. 000356N), as Branch Auditors of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.961	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.512	0.00
Public-Others	44631528	1105881	2.478	921548	184333	0.440	0.088
Total	257945110	209571110	81.246	209386777	184333	99.912	0.088

Resolution No.5: Ordinary Resolution							
To appoint Ms. Homai A. Daruwalla (Director Identification No. 00365880), as an Independent Director of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.638	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.452	0.00
Public-Others	44631528	1913058	4.286	196474	1716584	0.093	0.816
Total	257945110	210378287	81.559	208661703	1716584	99.184	0.816
Resolution No.6: Ordinary Resolution							
To appoint Mr. Santosh Pande (Director Identification No. 01070414), as an Independent Director of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.638	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.452	0.00
Public-Others	44631528	1913058	4.286	197574	1715484	0.094	0.815
Total	257945110	210378287	81.559	208662803	1715484	99.185	0.815
Resolution No.7: Ordinary Resolution							
To appoint Mr. M.K. Daga (Director Identification No. 00062503), as an Independent Director of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.136	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.359	0.00
Public-Others	44631528	3185137	7.137	198074	2987063	0.094	1.411
Total	257945110	211650366	82.052	208663303	2987063	98.589	1.411
Resolution No.8: Ordinary Resolution							
To appoint Dr. F.C. Kohli (Director Identification No. 00102878), as an Independent Director of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.136	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.359	0.00
Public-Others	44631528	3184512	7.135	197349	2987163	0.093	1.411
Total	257945110	211649741	82.052	208662578	2987163	98.589	1.411
Resolution No.9: Ordinary Resolution							
To appoint Lt. Gen. K.K. Hazari (Director Identification No. 00090909), as an Independent Director of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.136	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.359	0.00
Public-Others	44631528	3185137	7.137	197574	2987563	0.093	1.412
Total	257945110	211650366	82.052	208662803	2987563	98.588	1.412
Resolution No.10: Ordinary Resolution							
To appoint Mr Shekhar Datta (Director Identification No. 00045991), as an Independent Director of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.638	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.452	0.00
Public-Others	44631528	3185137	7.137	196949	2988188	0.093	1.412
Total	257945110	211650366	82.052	208662178	2988188	98.588	1.412
Resolution No.11: Special Resolution							
To approve variation in the terms of appointment including continuity of Mr Dhruv M Sawhney (Director Identification No. 00102999), as Chairman and Managing Director of the Company for the remaining period of his tenure, whose period of office shall be liable to determination of retirement of Directors by rotation							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.379	0.00
Public – Institutional holders	37356353	32508000	87.021	32508000	0	15.404	0.00
Public-Others	44631528	2568798	5.756	1954651	614147	0.926	0.291
Total	257945110	211034027	81.814	210419880	614147	99.709	0.291

Resolution No.12: Special Resolution							
To contribute and/or donate to any bona fide charitable and other funds							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.883	0.00
Public – Institutional holders	37356353	32508000	87.021	25823000	6685000	12.310	3.187
Public-Others	44631528	1300461	2.914	1299361	1100	0.619	0.001
Total	257945110	209765690	81.322	203079590	6686100	96.813	3.187
Resolution No.13: Special Resolution							
To alter the existing Articles of Association of the Company by insertion/substitution of certain articles							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.639	0.00
Public – Institutional holders	37356353	32508000	87.021	25823000	6685000	12.275	3.178
Public-Others	44631528	1912363	4.285	1912263	100	0.909	0.000
Total	257945110	210377592	81.559	203692492	6685100	96.822	3.178

The Resolutions for the ordinary and special businesses as set out at Item Nos.1 to 13 of the Notice of the 78th AGM, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of the 78th AGM of the members held on August 6, 2014.

ORDINARY BUSINESS:

- 1. Ordinary Resolution for Adoption of Audited Financial Statements including Balance Sheet, Statement of Profit and Loss, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2014**

RESOLVED that the Audited Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss for the 18 months period ended on that date and the Reports of the Directors' and Auditors' thereon, as circulated to all the members of the Company and submitted to this meeting, be and are hereby approved and adopted.

- 2. Ordinary Resolution for appointment of Mr. Nikhil Sawhney, who retires by rotation and, being eligible, offers himself for re-appointment**

RESOLVED that Mr.Nikhil Sawhney, Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

- 3. Ordinary Resolution for appointment of M/s J.C. Bhalla & Co., Chartered Accountants, as Statutory Auditors of the Company**

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof), M/s J.C. Bhalla & Co. Chartered Accountants, (Firm Registration No.: 001111N), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM), for three consecutive years until the conclusion of the 81st AGM of the Company (subject to ratification by the members at every AGM) on a remuneration including terms of payment to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. Ordinary Resolution for appointment of M/s Virmani & Associates, Chartered Accountants as Branch Auditors of the Company

RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof), M/s Virmani & Associates, Chartered Accountants (Firm Registration Number: 000356N) be and are hereby appointed as Branch Auditors of the Company to audit the accounts of the Company's branches/offices in India and to hold office from the conclusion of this Annual General Meeting (AGM), for three consecutive years until the conclusion of the 81st AGM of the Company (subject to ratification by the members at every AGM) on a remuneration including terms of payment to be fixed by the Board of Directors of the Company.

5. Ordinary Resolution for appointment of Ms Homai A. Daruwalla as an Independent Director of the Company

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Ms Homai A. Daruwalla (Director Identification Number: 00365880), who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto March 31, 2019.

6. Ordinary Resolution for appointment of Mr Santosh Pande as an Independent Director of the Company

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr Santosh Pande (Director Identification Number: 01070414), who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto April 15, 2019.

7. Ordinary Resolution for appointment of Mr M.K. Daga as an Independent Director of the Company

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr M.K. Daga (Director Identification Number: 00062503), a non-executive director of the Company, who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term upto March 31, 2017.

8. Ordinary Resolution for appointment of Dr. F.C. Kohli as an Independent Director of the Company

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Dr. F.C. Kohli (Director Identification Number: 00102878), a non-executive director of the Company, who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term upto March 31, 2017.

9. Ordinary Resolution for appointment of Lt. Gen K.K. Hazari (Retd.) as an Independent Director of the Company

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Lt Gen K.K. Hazari (Retd.) (Director Identification Number: 00090909), a non-executive director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term upto March 31, 2017.

10. Ordinary Resolution for appointment of Mr. Shekhar Datta as an Independent Director of the Company

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr Shekhar Datta (Director Identification Number: 00045591), a non-executive director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term upto March 31, 2019.

11. Special Resolution for approving the variation in the terms of appointment including continuity of Mr. Dhruv M. Sawhney as Chairman and Managing Director of the Company for the remaining period of his tenure

RESOLVED THAT pursuant to the provisions of Sections 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr Dhruv M. Sawhney (Director Identification Number: 00102999), Managing Director (designated as Chairman & Managing Director (CMD) of the Company, shall continue to hold the office of CMD of the Company, for the remaining period of his tenure, whose period of office shall henceforth be liable to determination of retirement of Directors by rotation.

RESOLVED FURTHER THAT save and except as aforesaid, the other terms and conditions including remuneration of Mr Dhruv M. Sawhney, CMD shall remain unaltered as approved by the shareholders vide special resolutions dated December 29, 2009 and February 10, 2012.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

12. Special Resolution for contribution and/or donation to any bona fide charitable and other funds

RESOLVED that pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee authorized thereof) to contribute and/or to donate, to any bona fide charitable and other funds for a period of five years commencing from the financial year 2014-15, such amount(s) as the Board may in its absolute discretion deem fit from time to time, provided that the aggregate amount of such contribution, in any financial year, shall not exceed Rs.25 lacs (Rupees Twenty five lacs only).

13. Special Resolution for alteration of Articles of Association of the Company by insertion/substitution of certain articles

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for alteration of existing Articles of Association of the Company by insertion/substitution of certain articles in the manner stated in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.



Sd/-
1/9/2014
CHAIRMAN OF THE MEETING