

By Courier

Ref: TTL:SD:SE:
Date 5th September, 2014

<p>The Deputy General Manager, Department of Corporate Services, BSE Ltd. 1st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001</p> <p>Fax-022-22723121/3719/2037/2039</p>	<p>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</p> <p>Fax-022-26598237/8238/8347/8348</p>
STOCK CODE: 533655	STOCK CODE: TRITURBINE
Sub: Minutes of the 19th Annual General Meeting	

Dear Sirs,

In pursuance of Clause 31 of the listing agreement, we enclose herewith a copy of the Minutes of the 19th Annual General Meeting of the Members of the Company held on Friday the 8th August, 2014 for your information and record .

Thanking you,

Yours faithfully,
For Triveni Turbine Ltd.,



Company Secretary

Encl: As above

MINUTES of the Nineteenth Annual General Meeting of the Members of Triveni Turbine Limited held on Friday, August 8, 2014 at 10.30 a.m. at Expo Centre, Expo Drive, A-11, Sector 62, Noida -201301 (U.P.).

Certified to Be True Copy
Triveni Turbine Limited

Triveni Sawhney

Company Secretary

PRESENT

Directors

Mr. Dhruv M. Sawhney	: Chairman and Managing Director
Mr. Nikhil Sawhney	: Vice Chairman and Managing Director
Mr. Tarun Sawhney	: Non-Executive Director
Mr. Arun Prabhakar Mote	: CEO and Whole Time Director
Lt. Gen. K.K. Hazari (Retd.)	: Independent Non-Executive Director & Chairman- Audit Committee & Stakeholders relationship Committee

Dr.(Mrs.)Vasanth S Bharucha	: Independent Non-Executive Director & Chairperson Corporate Social Responsibility
Mr. Deepak K Sen	: General Manager (Finance) & CFO
Mr. Suresh Taneja	: Group CFO (Triveni Engineering & Industries Ltd)

Mrs. Geeta Bhalla	: Group General Manager & Company Secretary (Triveni Engineering & Industries Ltd.)
Mr. Rajiv Sawhney	: Company Secretary

Auditors

Mr. Sudhir Mallick	: Partner, M/s J.C.Bhalla & Co, Statutory Auditors
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Special Invitee	: Mrs. Leena Jain, Practising Company Secretary through authorized representative
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Members present in Person	: 2720
Members present in Proxy	: 164

Chairman

The Chairman, Mr. Dhruv M Sawhney presided the meeting .

Commencement of the meeting

At the outset, the Chairman welcomed all the members present in person and by proxy at the Nineteenth Annual General Meeting (AGM) of the Company. 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 of the 19th Annual General Meeting (AGM) dated May 27, 2014. The proceedings of the meeting then commenced.

The Chairman introduced the Directors, officers and auditors sitting on the dais to the members. The members were informed that a total of 172 valid proxies were received from the equity shareholders holding 75.21 million equity shares and the same had been recorded in the Register of Proxies maintained by the Company. All the proxies were found to be in order. The members were informed that the Proxy Register was available for inspection during the continuance of the meeting.



The members were informed that the Statutory Registers maintained by the Company, as required under the Companies Act have been placed at the meeting and the same were open and accessible to the members having right to vote at the meeting for their inspection during the continuance of the meeting.

Thereafter, with the consent of the members present, the Notice convening the meeting, the Directors' Report with its Annexures (alongwith section on the Management Discussion and Analysis and Report on the Corporate Governance) and the Audited Accounts for the financial year ended 31st March, 2014, having already been circulated to the members, were taken as read.

Thereafter, at the request of the Chairman the Auditors' Report dated May 27, 2014 on the accounts of the Company for the financial year ended 31st March, 2014 was read at the meeting by Mrs. Geeta Bhalla.

Thereafter, the Chairman briefly explained the members the highlights of the financial performance of the Company for the FY 2014. He apprised the members that the net turnover of the Company was Rs.5057 million versus Rs.6568 million last year. EBITDA was Rs.1148 million versus Rs.1716 million and Profit after tax was Rs.684 million versus Rs.1066 million last year.

The Chairman further explained that the poor economic sentiment in the domestic market, coupled with political instability and currency volatility in Company's targeted export markets, led to lower order booking in the 1st half of the year under review resulting in lower revenue recognition for FY 14. However, inspite of tough domestic market conditions, the Company's market share stood increased from 58% in FY 2013 to 63% in FY 2014.

The members were apprised that the operations of Company's JV subsidiary, GE Triveni Ltd.(GETL) gained higher traction. On the international front, GETL bagged orders for three turbines. The total order intake of GETL stood at Rs.1.8 billion comprising of international orders of Rs.1.5 billion and its outlook for the coming years appears to be promising.

The Chairman stated 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 electronic voting facility to the members to vote between July 30, 2014 to August 1, 2014 in proportion to their shareholding as on the cut off date of 30th June 2014. 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 of e-voting. 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 shares held by them. He stated that the Poll will be conducted for voting on all the resolutions of ordinary and special businesses as set out in Item no 1 to 12 .

The Chairman then invited the members to present their queries pertaining to the business proposed to be conducted at the Meeting. The members present at the meeting raised certain queries/ suggestions pertaining to the Annual Report / Business of the Company which were satisfactorily responded by the Chairman .

The Chairman then took up the business as per the Notice for the meeting . He declared that the Scrutinizer for electronic voting Mrs. Leena Jain, a Practising Company Secretary was appointed for carrying out the e-voting in a fair and transparent manner. Thereafter Mr. Gaurav Jain, representative of Mrs. Leena Jain submitted the report of the scrutinizer on the electronic voting to the Chairman.

The Chairman thereafter , ordered the poll on all the resolutions for the Ordinary and Special businesses as set out in item No 1 to 12 of the Notice of the 19th AGM and requested all the Members and proxy holders present and entitled to vote to participate in the Poll to be taken immediately after closure of the meeting at the same venue.

The Chairman appointed Mrs. Leena Jain, Practising Company Secretary to scrutinise the poll process and votes given on the Poll and report thereon in the prescribed manner.

He further stated that the consolidated results of the e-voting and the poll taken at the AGM shall be announced on or before August 10, 2014 and shall be available on the website of the Company and shall also be immediately sent to the NSE & BSE the stock exchanges where the equity shares of the Company are listed . He further authorized the Company Secretary to announce the Poll results.

The Chairman then announced the formal closure of the 19th AGM and thanked the members present at the meeting for their suggestions, comments and 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. Gaurav Jain, authorized Representative of Mrs. Leena Jain , Practising Company Secretary, the Scrutiniser 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. Empty ballot box was shown to the members and thereafter the ballot box was locked in presence of member and the proxies. After ensuring that all the members and proxies participated in the Poll had casted their votes, the scrutinizer closed the Poll at around 11.30 a.m. He then took custody of the ballot box for scrutinizing the votes and submitting his report on the poll.

Results of the Electronic Voting and Poll on the Ordinary and Special Businesses at the 19th Annual General Meeting of the Company held on Friday, August 8, 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 consolidated results on e-vote and Poll was announced by the Company Secretary of the Company on August 10 , 2014 wherein all the resolution for the ordinary and specials business as set out in item no 1 to 12 of the Notice of the 19th Annual General Meeting of the Company have been duly passed by the requisite majority.

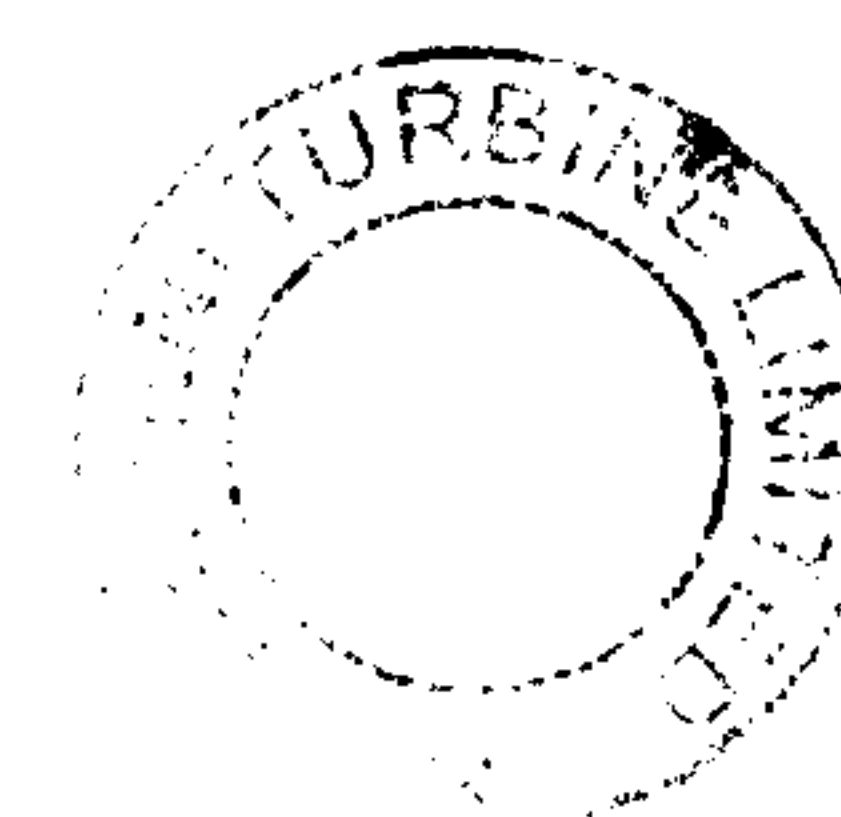
Resolution No.1: Ordinary Resolution							
To Adopt the Audited Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.							
	No of Shares held	No of Votes Polled	% of Votes Polled on outstanding shares	No of Votes in favour	No of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
Promoter/Public	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53569183	72.454	53569183	0	18.82	0.00
Public-Others	25032359	199977	0.799	199977	0	0.07	0.00
Total (A)	329972150	284773693	86.302	284773693	0	100.00	0.00



Resolution No.2: Ordinary Resolution							
To confirm the interim dividend paid to the equity shareholders and to declare final dividend for the year ended March 31, 2014.							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	199652	0.798	199652	0	0.07	0.00
Total (A)	329972150	284787731	86.307	284787731	0	100.00	0.00
Resolution No.3: Ordinary Resolution							
To appoint a Director in place of Mr. Tarun Sawhney (Director Identification No. 00382878), who retires by rotation and, being eligible, offers himself for re-appointment							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	49705674	3877872	17.45	1.36
Public-Others	25032359	207327	0.828	207327	0	0.07	0.00
Total (A)	329972150	284795406	86.309	280917534	3877872	98.64	1.36
Resolution No.4: 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	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	51044454	2539092	17.92	0.89
Public-Others	25032359	198402	0.793	198401	1	0.07	0.00
Total (A)	329972150	284786481	86.306	282247388	2539093	99.11	0.89
Resolution No.5: 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	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53372707	210839	18.74	0.07
Public-Others	25032359	198402	0.793	198401	1	0.07	0.00
Total (A)	329972150	284786481	86.306	284575641	210840	99.93	0.07
Resolution No.6: Ordinary Resolution							
To appoint Dr.(Mrs.) Vasantha S Bharucha (Director Identification No. 02163753), as an Independent Director of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	51269656	2313890	18.00	0.81
Public-Others	25032359	198402	0.793	198402	0	0.07	0.00
Total (A)	329972150	284786481	86.306	282472591	2313890	99.19	0.81
Resolution No.7: 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	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	51044454	2539092	17.92	0.89
Public-Others	25032359	198402	0.793	198401	1	0.07	0.00
Total (A)	329972150	284786481	86.306	282247388	2539093	99.11	0.89

Resolution No.8: Ordinary Resolution							
To appoint Mr. Amal Ganguli (Director Identification No. 00013808), as an Independent Director of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	52388344	1195202	18.40	0.42
Public-Others	25032359	198402	0.793	198401	1	0.07	0.00
Total (A)	329972150	284786481	86.306	283591278	1195203	99.58	0.42
Resolution No.9: Ordinary Resolution							
To appoint Mr. Shekhar Datta (Director Identification No. 00045591), as an Independent Director of the Company							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	198402	0.793	198402	0	0.07	0.00
Total (A)	329972150	284786481	86.306	284786481	0	100.00	0.00
Resolution No.10: Special Resolution							
To appoint Mr. Arun Mote (Director Identification No. 01961162) as a Whole-time Director of the Company.							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	198402	0.793	198402	0	0.07	0.00
Total (A)	329972150	284786481	86.306	284786481	0	100.00	0.00
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.							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	198400	0.793	198400	0	0.07	0.00
Total (A)	329972150	284786479	86.306	284786479	0	100.00	0.00
Resolution No.12: Special Resolution							
To alter the existing Articles of Association of the Company by substitution of certain articles.							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	198400	0.793	198400	0	0.07	0.00
Total (A)	329972150	284786479	86.306	284786479	0	100.00	0.00

The resolutions for the ordinary and special businesses as set out at Item Nos. 1 to 12 of the Notice of the 19th AGM, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of the 19th AGM held on August 08, 2014



ORDINARY BUSINESS

1. Ordinary Resolution for Adoption of Audited Balance Sheet, Statement of Profit and loss , Report 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 Account for the financial year 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 Confirmation of interim dividend paid to the equity shareholders and to declare final dividend for the year ended March 31, 2014.

RESOLVED that the Interim dividend @ 20% (Re.0.20 per equity share) already paid on 32,98,80,150 fully paid equity shares of Re.1/- each of the Company for the financial year ended March 31, 2014 as per resolutions passed by the Board of Directors at their respective meetings held on 6th November 2013 be and are hereby approved and confirmed.

RESOLVED further that the Final dividend @ 55% (Re.0.55 per equity share) on 32,99,72,150 fully paid equity shares of Re.1/- each of the Company for the financial year ended March 31, 2014 be and is hereby declared and paid to those equity shareholders holding shares in physical and demat forms and whose names appeared on the Register of Members of the Company/ Beneficial Owners, as per the lists furnished by both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), as at the end of business hours on August 4, 2014.

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

RESOLVED that Mr. Tarun Sawhney , Director of the Company (Director Identification Number: 00382878), 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.

4. 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 there under,(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 22nd AGM of the Company (subject to ratification of the appointment 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 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 branch office in India and to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration including terms of payment to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

6. Ordinary Resolution for appointment of Dr. (Mrs.) Vasantha S Bharucha as an Independent Director of the Company

RESOLVED THAT pursuant to provisions of Sections 149 and 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. (Mrs.) Vasantha S Bharucha (Director Identification Number: 02163753), 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.

7. 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, 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, to hold office for a term upto March 31, 2017.

8. Ordinary Resolution for appointment of Mr. Amal Ganguli 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 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. Amal Ganguli (Director Identification Number : 00013808), 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.

9. 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.

10. Special Resolution for appointment of Mr. Arun Mote as a Whole-time Director of the Company

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) consent and approval of the Company be and is hereby accorded to the re- appointment of Mr. Arun Prabhakar Mote (Director Identification Number : 01961162), as Whole-time Director (designated as Executive Director) of the Company for a period of two (2) years with effect from November 1, 2014 on the remuneration and terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of Mr. Arun Prabhakar Mote, Executive Director in such manner as may be permissible in accordance with the provisions of the Act and Schedule V as may be agreed to by and between the Board of Directors and Mr. Arun Prabhakar Mote, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the term of office of Mr. Arun Prabhakar Mote as Executive Director, he shall be paid the remuneration, allowances and perquisites except the commission/performance bonus as set out in the explanatory statement referred to above as the Minimum Remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT as Executive Director of the Company Mr. Mote will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the order and directions by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given or made by the Board and his function will be under the overall authority of the Chairman and Managing Director.

RESOLVED FURTHER THAT Mr. Arun Prabhakar Mote will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the period of office of Mr. Arun Prabhakar Mote shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution

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 resolution dated September 6, 2011.

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 alteration of Articles of Association of the Company by 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.

Date 27.08.2014
Place Noida

Sd/-
Chairman

