



Date: 19th September, 2013

To,
The DSC-CRD
Bombay Stock Exchange Limited
Pheerozee Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir/ Madam,

Subject: Submission of Proceedings of Annual General Meeting

Ref: BSE Script Code: 517534

With reference to Clause 31(d) of the Listing Agreement, we hereby submit the proceedings of the 33rd Annual General Meeting of the Company held on Saturday, 14th September, 2013 at the registered office of the Company situated at Sodani Complex, 39, A. B. Road, Patwardhan Marg, Dewas, Madhya Pradesh - 455 001.

Kindly take the same on record and acknowledge us with the receipt of the same.

Thanking You

Yours faithfully,

For Nivvyah Infrastructure and Telecom Services Limited

Ms. Pooja Khedkar
Company Secretary & Compliance Officer

✓ CC: Madhya Pradesh Stock Exchange Limited
201, 'Palika Plaza', Phase-II,
M.T.H. Compound,
Indore - 452 001, Madhya Pradesh

Nivvyah Infrastructure & Telecom Services Ltd.

Corporate Office: E - 601/602, Remi Bizcourt, Shah Ind. Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400 053 | Tel.: 022- 31925850

Regd. Office: Sodani Complex, 39, A. B. Road, Patwardhan Marg, Dewas (M.P.) - 455001 | Tel.: 07272 - 222342

www.nivvyah.com | Email: sales@nivvyah.com



PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF NIVYAH INFRASTRUCTURE & TELECOM SERVICES LIMITED HELD ON SATURDAY, 14TH SEPTEMBER, 2013 AT 11.00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT SODANI COMPLEX, 39, A. B. ROAD, PATWARDHAN MARG, DEWAS, MADHYA PRADESH - 455 001.

DIRECTORS PRESENT:

Mr. Soumitra Chakraborty - Chairman
Mr. Parind Sushil Parekh - Managing Director

MEMBERS:

Six (6) Members were present and the details of the same were entered in the Attendance Register of Members.

IN ATTENDANCE:

Ms. Pooja Khedkar - Company Secretary & Compliance Officer

BY INVITATION:

Mr. Hardik Choudhary Authorised Representative of M/s Rustagi & Co., Chartered Accountants, Statutory Auditors of the Company.

1. INTRODUCTION

The Board Members sitting on the Dias and all the Members were welcomed to the 33rd Annual General Meeting of the Company.

Mr. Soumitra Chakraborty, Non Executive Chairman of the Company, was requested to take the Chair and preside over this meeting.

Mr. Soumitra Chakraborty, Chairman, took the chair and extended a very warm welcome to the members to the 33rd Annual General Meeting of the Company. As the time was 11.00 A.M., the Chairman ascertained that requisite quorum for the meeting was present and declared the meeting to be in order and commenced the proceedings.

The Chairman stated that Register of Directors' Shareholding was kept open for inspection by the Members till the conclusion of the meeting.

2. READING OF NOTICE, REPORTS OF DIRECTORS AND AUDITORS:

The Chairman informed that the Notice convening the 33rd Annual General Meeting along with the Balance Sheet as at 31st March, 2013 and the Profit & Loss Account and the Cash Flow Statement for the year ended 31st March, 2013 and the Auditors Report and the Report of the Board of Directors together with the Corporate Governance Report thereon have already been dispatched to the Members.

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With the consent of the Members present, the Notice convening the 33rd Annual General Meeting was taken as read.

Mr. Soumitra Chakraborty, then requested Miss Pooja Khedkar, Company Secretary & Compliance Officer of the Company to read out the Auditors Report.

Thereafter, Ms. Pooja Khedkar welcomed all the Members present and read the Independent Auditors Reports on the financial statements as at 31st March, 2013.

3. CHAIRMAN'S SPEECH:

The Chairman, Mr. Soumitra Chakraborty, welcomed the members to the 33rd Annual General Meeting of Company. He informed the members about the performance of the Company during the last fiscal year. During the year the Company was not been able to generate much operating revenue from providing internet services and band width solutions as compared to the previous year but there is huge potential in the Company to provide more and more services related to Internet Services and Band Width across the India considering the current market trend.

He then explained the Company's policy being adopted for growth in the coming period. The Company plans to go span India and the target is to cover more than 100 cities across India. The Company is also planning to diversify its market operation with relation to various different plans to be given to the Customers of the Company depending on their requirements and their various establishment and locality. The Chairman conveyed sincere thanks to all our shareholders for their continued trust and confidence in the Management of the Company. He expressed gratitude towards colleagues on the Board for their valuable guidance. He also conveyed sincere thanks to the customers, suppliers, bankers, auditors, legal advisors, consultants and all other business associates and the Government, and various authorities for their continued support, interest and confidence in the Company and its management.

4. ADOPTION OF AUDITED BALANCE SHEET AS AT MARCH 31, 2013, THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013 AND THE DIRECTORS' AND AUDITORS' REPORT THEREON:

The Chairman then moved the ordinary resolution for approval and adoption of Audited Balance Sheet as at 31st March, 2013, the Profit and Loss Account for the year ended 31st March, 2013 and the Directors' and Auditors' Report thereon.

The Chairman then requested the Members to propose the following resolution, which was proposed by Mr. Parind Sushil Parekh and seconded by Mr. Mehul Kirit Parekh.

"RESOLVED THAT the Audited Balance Sheet of the Company for the Financial year ended 31st March, 2013 and the Profit and Loss Account ended on that date and the Report of the Auditors' and Directors' thereon of the Company as placed before the meeting be and are hereby approved. "

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The Chairman requested the members to come forward with their queries, if any, on the audited accounts of the Company during the year under review.

The Chairman then put the above Resolution to vote by show of hands and declared the same as carried unanimously of all the Shareholders present at the meeting.

5. RE-APPOINTMENT OF MR. AJIT KUMAR SINGH, AS NON EXECUTIVE DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION:

The Chairman informed the Members that pursuant to Section 256 of the Companies Act, 1956 and in terms of Articles of Association of the Company, Mr. Ajit Kumar Singh retires by rotation and being eligible offers himself for re-appointment.

The Chairman then requested Members of the Company to propose the following ordinary resolution, which was proposed by Mr. Pawan Kumar Sharma and seconded by Ms. Kavitha Raju Gowda.

"RESOLVED THAT Mr. Ajit Kumar Singh who retires from the Board in accordance with the provisions of Articles of Association and section 256 of the Companies Act, 1956, be and is hereby elected and re- appointed as Director of the Company whose period of office will be liable to retire by rotation."

Thereafter, the Chairman put the above Resolution to vote by show of hands and declared the same as carried unanimously of all the Shareholders present at the meeting.

6. RE APPOINTMENT OF M/S RUSTAGI & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS TO HOLD OFFICE TILL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING:

The Chairman informed the members that the Statutory Auditors of the Company, M/s Rustagi & Co., Chartered Accountants, (Firm Registration No. 301094E), retire at this meeting and have confirmed their eligibility under Section 224(1B) of the Companies Act, 1956 and willingness to accept office, if reappointed.

The Chairman then requested the Members to propose the following ordinary resolution, which was proposed by Ms. Neha Shah and seconded by Ms. Shilpa Shah.

"RESOLVED THAT the Company's Auditors M/S Rustagi & Co., Chartered Accountants, Mumbai having Firm Registration No. 301094E, who retire, but being eligible, offer themselves for re appointment, be and are hereby re - appointed as Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company."

The Chairman put the above Resolution to vote by show of hands and declared the same as carried unanimously of all the Shareholders present at the meeting.

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7. NAME CHANGE OF COMPANY

The Chairman informed the members about the proposal to change the name of the Company from "Nivyah Infrastructure & Telecom Services Limited" to "We Internet Limited." WE stands for the web based net service provider and E stands for email.

The Chairman then requested the Members to propose the following resolution, which was proposed by Mr. Mehul Kirit Parekh and seconded by Ms Kavitha Raju Gowda.

"RESOLVED THAT pursuant to **Section 21** of the Companies Act, 1956 and subject to the approval of concerned authorities, the consent of the members be and is hereby accorded, to change the name of the Company from **"Nivyah Infrastructure & Telecom Services Limited"** to **"We Internet Limited"** as made available by the Registrar of the Companies, Gwalior, Madhya Pradesh."

"RESOLVED FURTHER THAT the name **"Nivyah Infrastructure & Telecom Services Limited"** wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the new name i.e. **"We Internet Limited."**

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any Director of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may, in its absolute discretion, as may be necessary or required in the ordinary course of business of the Company."

The Chairman put the above Resolution to vote by show of hands and declared the same as carried by majority of all the Shareholders present at the meeting.

8. APPOINTMENT OF MR. BHUSHAN PUNAMIYA AS NON EXECUTIVE DIRECTOR OF THE COMPANY:

The Chairman then informed the members that Mr. Bhushan Punamiya was appointed as an Additional Director of the Company with effect from 17th August, 2013. The Chairman stated that the Company has received a notice in writing proposing his candidature for the office of the Director.

The Chairman then requested the Members to propose the following resolution, which was proposed by Mr. Pawan Kumar Sharma and seconded by Mr. Parind Sushil Parekh.

"RESOLVED THAT, Mr. Bhushan Punamiya who was appointed by the Board of Directors of the Company as an Additional Director with effect from 17th August, 2013 and who in terms of Section 260 of the Companies Act, 1956 read with the Company's Articles of Association hold such office until the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice from the members of the Company as per section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director the Company."

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Thereafter, the Chairman put the above Resolution to vote by show of hands and declared the resolution as carried unanimously.

9. APPOINTMENT OF MR. NALLAMPATTI EKAMBARAM KUMARSWAMY AS NON EXECUTIVE DIRECTOR OF THE COMPANY:

The Chairman informed the members that Mr. Nallampatti Ekambaram Kumarswamy was appointed as an Additional Director of the Company with effect from 17th August, 2013. The Chairman stated that the Company has received a notice in writing proposing his candidature for the office of the Director.

The Chairman then requested the Members to propose the following resolution, which was proposed by Ms. Shilpa Shah and seconded by Ms. Neha Shah

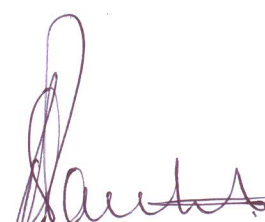
"RESOLVED THAT, Mr. Nallampatti Ekambaram Kumarswamy who was appointed by the Board of Directors of the Company as an Additional Director with effect from 17th August, 2013 and who in terms of Section 260 of the Companies Act, 1956 read with the Company's Articles of Association hold such office until the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice from the members of the Company as per section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director the Company."

Thereafter, the Chairman put the above Resolution to vote by show of hands and declared the resolution as carried unanimously.

10. VOTE OF THANKS

With all the items of the agenda being transacted, the Chairman thanked the members for making it convenient to attend the Annual General Meeting.

Thereafter, the Chairman declared the meeting as concluded.



Managing Director

Date: 19th September, 2013
Place: Dewas

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