

July 1, 2011

To,

The Bombay Stock Exchange
Floor 25,
PJ Towers,
Dalal Street
Mumbai-400001

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

Luxembourg Stock Exchange
Societe de la Bourse
Societe Anonyme
RC Luxembourg B 6222

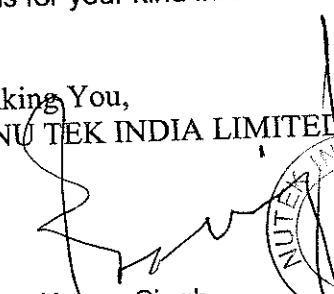
SUB : Minutes of Annual General Meeting held on 30th June 2011

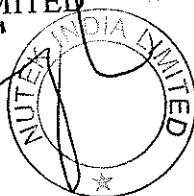
Dear Sir,

Please find attached herewith Minutes of Annual General Meeting held on 30th June 2011.

This is for your kind information and records.

Thanking You,
For NU TEK INDIA LIMITED


Sanjay Kumar Singh
General Counsel & CS



MINUTES BOOK

NU TEK INDIA LIMITED

MINUTES OF THE 18TH ANNUAL GENERAL MEETING OF THE COMPANY, HELD ON THURSDAY, THE 30TH DAY OF JUNE, 2011 AT 3.30 P.M. AT THE AIR FORCE AUDITORIUM, SUBRATO PARK, NEW DELHI -110010

PRESENT:

1. Mr. Inder Sharma, Chairman & Managing Director
2. Mr. Vineet Sirpaul, whole Time Director & CEO
3. Mrs. Sumati Sharma, Director
4. Mr. Sanjay Jain, Director & Chairman Audit Committee
5. Mr. Mahesh Khera, Additional Director
6. Mr. Amar Sarin, Additional Director

Members present in Person: 261
Members present by Proxy: NIL

Invitee

Mr. Manoj Mahar, M/s Sumanjeet Agarwal & Co. Chartered Accountants, Statutory Auditors
Mr. Ranjeet Pandey, Practicing Company Secretary

In Attendance:

Mr. Tushar Kumar Varshney, Financial Controller
Mr. Sanjay Kumar Singh, General Counsel & Company Secretary

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, 1956 were kept open.

CHAIRMAN'S
INITIALS



4. AUDITORS' REPORT

The Auditors' Report on the Audited Accounts for the year ended 31st March 2011 along with Balance sheet and Profit and Loss Account as on that date and the Board Report thereon were already circulated to members and was taken as read with the consent of all members present.

5. APPROVAL OF ACCOUNTS

The Chairman requested the Members to raise their queries on Annual Accounts and Auditors Report. There being no query, the following resolution proposed by Mr. Santosh Bhutani and seconded by Mr. Subbir Bhutani, was passed unanimously when put to vote by show of hand.

"RESOLVED THAT the Audited Balance Sheet and Profit & Loss Account of the Company along with Schedules and Annexure and Auditors Report thereto for the year ended on 31.03.2011 be and are hereby approved and adopted."

6. APPOINTMENT OF STATUTORY AUDITORS

The Chairman informed members that the office of Statutory Auditors is being expired at the conclusion of the Meeting. M/s Sumanjeet Agarwal and Co., Chartered Accountants, having their office at 516, Arunachal Building, 19 Barakhambha Road, Connaught Place, New Delhi- 110001, are Auditors, who have confirmed their willingness to be reappointed as Auditors of the Company and have also confirmed that they are not disqualified to be appointed as Auditors. The Chairman also informed that the Board has recommended the reappointment of M/s Suman Jeet Agarwal & Co. The following resolution proposed by Mr. Ashok Kr. Jain and seconded by Mr. Vimal Jain was passed unanimously when put to vote by show of hand.

"RESOLVED THAT M/s Sumanjeet Agarwal & Co., Chartered Accountants, 516, Arunachal Building, 19 Barakhambha Road, Connaught Place, New Delhi- 110001 be and is hereby appointed as Statutory Auditor of the Company to hold the office until the conclusion of next Annual General Meeting at the remuneration to be decided by the Board of Directors of the Company."

7. RE- APPOINTMENT OF MR. SANDEEP BEDI AS DIRECTOR

The Chairman informed the members that Mr. Sandeep Bedi, Director is retiring by rotation and has offered himself to be reappointed as director of the Company and has declared that he is not disqualified to be appointed as a director. Mr. N. S. Chauhan proposed the following resolution, which was seconded by Mr. Ajay Kumar Jain and was passed unanimously when put to vote by show of hand

CHAIRMAN'S
INITIALS



MINUTES BOOK

"RESOLVED THAT pursuant to the provisions of the Companies Act, 1956 and all other applicable provisions read with Articles of Association of the Company Mr. Sandeep Bedi be and is hereby re-appointed as director of the company. He will be liable to retire by rotation."

8. APPOINTMENT OF MR. SANJAY JAIN AS REGULAR DIRECTOR

The Chairman informed the Members that Mr. Sanjay Jain was appointed as Additional Director by the Board at their meeting held on 18th January, 2011. He has vacated his office as per the provisions of the Companies Act, 1956 and he is eligible to be appointed as regular director of the Company. Mrs. Swaran Lata proposed the following resolution which was seconded by Mrs. Rama Jain and was passed unanimously when put to vote by show of hand

"RESOLVED THAT Mr. Sanjay Jain, who was appointed as additional director by the Board of Directors pursuant to the Section 260 of the Companies Act, 1956 read with the Articles of the Article of Association of the Company, whose term as director is expiring at the commencement of annual general meeting be and is hereby appointed as director of the Company, liable to retire by rotation in accordance with Section 257 of the Companies Act, 1956 and all other applicable provisions."

9. APPOINTMENT OF MR. MAHESH KHERA AS REGULAR DIRECTOR

The Chairman informed the Members that Mr. Mahesh Khera was appointed as Additional Director by the Board at their meeting held on 14th February, 2011. He has vacated his office as per the provisions of the Companies Act, 1956 and he is eligible to be appointed as regular director of the Company. Mrs. Sashi Jain proposed the following resolution which was seconded by Mr. Alok and was passed unanimously when put to vote by show of hand

"RESOLVED THAT Mr. Mahesh Khera, who was appointed as additional director by the Board of Directors pursuant to the Section 260 of the Companies Act, 1956 read with the Articles of the Article of Association of the Company, whose term as director is expiring at the commencement of annual general meeting be and is hereby appointed as director of the Company, liable to retire by rotation in accordance with Section 257 of the Companies Act, 1956 and all other applicable provisions."

10. APPOINTMENT OF MR. AMAR SARIN AS REGULAR DIRECTOR

The Chairman informed the Members that Mr. Amar Sarin was appointed as Additional Director by the Board at their meeting held on 31st March, 2011. He has vacated his office as per the provisions of the Companies Act, 1956 and he is eligible to be appointed as regular director of the Company. Mr. Lokesh Gupta proposed the following resolution which was seconded by Mr. Anker Khanna and was passed unanimously when put to vote by show of hand

CHAIRMAN'S
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MINUTES BOOK

"RESOLVED THAT Mr. Amar Sarin, who was appointed as additional director by the Board of Directors pursuant to the Section 260 of the Companies Act, 1956 read with the Articles of the Article of Association of the Company, whose term as director is expiring at the commencement of annual general meeting be and is hereby appointed as director of the Company, liable to retire by rotation in accordance with Section 257 of the Companies Act, 1956 and all other applicable provisions."

11. REAPPOINTMENT OF MR. INDER SHARMA AS MANAGING DIRECTOR

The Chairman informed the members that his office as Managing Director of the Company has been expired on 31st March, 2011 and the a disinterested quorum of the Board of Directors of the Company at their meeting held on 31st March, 2011 has considered and appointed him to work as Managing Director of the Company for next five year since 1st April, 2011, subject to the approval of shareholder at their meeting at the terms mentioned in the notice. The Chairman also briefed about the terms of appointment. Mr. Narender Singh Chauhan proposed following resolution, which was seconded by Mr. Pradeep Sood and A K Jain and was passed unanimously when put to vote by show of hands:

"RESOLVED THAT pursuant to provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with schedule XIII as amended, Mr. Inder Sharma be and is hereby appointed as the Managing Director of the company for a period of five years with effect from 1st April, 2011 on the following remuneration.

Basic Salary	Rs.40,00,000.00 per annum
Gratuity	As per Company Rule (Rs.2,00,000) per annum
Ex-gratia	4,00,000.00 per annum

And the Flex Basket Rs. (59,00,000.00) will include the following expenses in it-

- Fuel – 4,200 liters.
- Medical – Rs.15,000.00
- Veh maint- Rs. 96,000.00
- Telephone- Rs.72,000.00
- Car lease Value –Actual
- Road Tax- Actual.
- Insurance-Actual.
- Hard furnishing Rs.1,00,000.00
- LTA- As per company Rule.
- Provident Fund -Rs.1560 including employees and employers contribution
- others – cash

CHAIRMAN'S
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Mr. Inder Sharma will be entitled to get salary including the entire perquisite up to the maximum amount of Rs.105,00,000.00 (one crore five Lacs) per annum and in case of loss or inadequate profit of the Company, He will be entitled to get maximum Rs.24,00,000.00 (Twenty Four Lacs) per annum as his salary.

RESOLVED FURTHER THAT Mr. Inder Sharma may continue to act as Chairman of the Board.

RESOLVED FURTHER THAT the Managing Director shall exercise and perform such powers and duties as the Board of the Directors of the company shall from time to time, determine, and subject to any direction and restrictions from time to time, given and imposed by the Board of Directors and further subject to superintendence, control and direction of the Board of Directors, he shall have the general control, management and superintendence of the business of the company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the Company, provided however, that nothing shall be done by the Managing Director which by the Act or the Articles of the company shall be transacted at a meeting of the Board by resolution or which shall not be effective unless approved by the Board and which are not expressly provided.

12. VOTE OF THANKS

There being no other matter to be discussed, the Meeting ended with a vote of thanks to the Chair.

PLACE: NEW DELHI
DATE: 30th June, 2011



CHAIRMAN

CHAIRMAN'S
INITIALS