

Sarvjeet Singh (DP Id-Client Id: IN300206 10997625), member, seconded the following resolution as an ordinary Resolution:

"RESOLVED THAT the Audited Profit and Loss Account of the Company for the year ended 31st March, 2011, the Balance Sheet as on that date, the Directors' Report (along with the Annexures thereto), the report of Statutory Auditors thereto and the comments of the Comptroller and Auditor General of India, be and are hereby received, approved and adopted."

The Chairman asked the members whether they would like to have any clarification or explanation regarding the annual accounts or operations of the Company. The members, in general, expressed their confidence on the Board of Directors and appreciated the Management and working of the Company.

Thereafter, the aforesaid resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously.

2. Next agenda item No. 2 pertaining to declaration of final dividend @ ₹ 4 per share (on the face value of ₹ 5 each) of the Company for the financial year 2010-11 was taken up. The Chairman informed the members that the Company had also declared and paid interim dividend @ ₹ 1 per share (on the face value of ₹ 5 each) of the Company during the financial year.

As proposed by Shri Swaran Chopra (DP Id-Client Id:1203470000001279), member and seconded by Shri Jai Bhagwan Gupta (DP Id-Client Id:IN300708 10139358), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

"RESOLVED THAT dividend @ ₹ 4 per share (on the face value of ₹ 5 each) of the Company as recommended by the Board of Directors for the financial year 2010-11 be and is hereby approved and declared."

3. Thereafter, agenda item No. 3 pertaining to re-appointment of Shri Ram Singh, as a Director of the Company, who was retiring by rotation and being eligible, offered himself for re-appointment, was taken up.

As proposed by Shri Prem Prakash Goel (Folio No.0006285), member and seconded by Shri Subhir Bhutani (DP Id-Client Id:1204470002623522), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared as passed unanimously:

"RESOLVED THAT Shri Ram Singh, Director (Finance), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. Next, agenda item No. 4 pertaining to re-appointment of Shri P.K. Rastogi, as a Director of the Company, who was retiring by rotation and being eligible, offered himself for re-appointment, was taken up for consideration.

As proposed by Shri Dharam Chand Rustogi (DP Id-Client Id:IN300118 10672729), member and seconded by Shri Ankit Agarwal (DP Id-Client

Id:1201910101121401), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

"RESOLVED THAT Shri P.K. Rastogi, Director (HR), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5. Next, agenda item No. 5 pertaining to re-appointment of Shri Adit Jain, as a Director of the Company, who was retiring by rotation and being eligible, offered himself for re-appointment, was taken up for consideration.

As proposed by Shri Manjit Singh (DP Id-Client Id:IN302822 10002719), member and seconded by Shri S.K. Agarwal (DP Id-Client Id:1201910101121395), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

"RESOLVED THAT Shri Adit Jain, Director, who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

6. Next, agenda item No. 6 pertaining to re-appointment of Dr. (Prof.) KDP Nigam, as a Director of the Company, who was retiring by rotation and being eligible, offered himself for re-appointment, was taken up for consideration.

As proposed by Shri Hemant Jain (DP Id-Client Id:IN302994 10034026), member and seconded by Ms. Sushma Agarwal (DP Id-Client Id:1201910101118405), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

"RESOLVED THAT Dr. (Prof.) KDP Nigam, Director, who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

7. Next, agenda item No. 7 pertaining to fixation of remuneration of the Statutory Auditors for the financial year 2011-2012 was taken up. The members were informed that the Comptroller & Auditor General of India had appointed M/s M. Verma & Associates, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2011-2012. The members were requested that the Board of Directors of the Company might be authorized to fix the remuneration of the Statutory Auditors.

As proposed by Shri Ajay Khurana (DP Id-Client Id:IN300708 10036432), member and seconded by Shri Pradeep Sood (DP Id-Client Id: IN301127 15633348), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

"RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration, out of pocket, statutory taxes and other ancillary expenses of M/s M. Verma & Associates, Chartered Accountants,

who have been appointed as Statutory Auditors of the Company by the Comptroller and Auditor General of India for the financial year 2011-2012."

8. Thereafter, agenda item No. 8, pertaining to confirmation of the appointment of Shri P. Mahajan, Director (Technical) was taken up.

The Chairman informed the members that Shri P. Mahajan was appointed by the Board of Directors as Additional Director and as per the provisions of Section 260 of the Companies Act, 1956, he held office only upto the AGM. The members were also informed that a notice under Section 257 of the Companies Act, 1956 was received from Shri P. Mahajan himself in writing proposing his candidature for the office of director.

As proposed by Shri Mahesh Kanojia (DP Id-Client Id:1204470004978261), member and seconded by Shri Ram Chandra Singh (DP Id-Client Id:IN300118 10298914), member, the following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by Chairman, as passed unanimously:

"RESOLVED THAT Shri P. Mahajan, who was appointed as an Additional Director, in the capacity of Director (Technical) by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from Shri P. Mahajan himself in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation."

9. Thereafter, agenda item No. 9, pertaining to confirmation of the appointment of Shri Dependra Pathak, Director was taken up.

The Chairman informed the members that Shri Dependra Pathak was appointed by the Board of Directors as Additional Director and as per the provisions of Section 260 of the Companies Act, 1956, he held office only upto the AGM. The members were also informed that a notice under Section 257 of the Companies Act, 1956 was received from a member in writing proposing the candidature of Shri Dependra Pathak for appointment as Director.

As proposed by Shri Sanjay Kathpal (Folio No. 0006609), member and seconded by Shri Sunil Kumar Jain (DP Id-Client Id: 1201910101806440), member, the following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by Chairman, as passed unanimously:

"RESOLVED THAT Shri Dependra Pathak, who was appointed as an Additional Director by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from a member in writing proposing the candidature of Shri Dependra Pathak for the office of director, be and is hereby appointed as a director of the Company."

10. Thereafter, agenda item No. 10, pertaining to confirmation of the appointment of Shri D. Moudgil, Director (Projects) was taken up.

The Chairman informed the members that Shri D. Moudgil was appointed by the Board of Directors as Additional Director and as per the provisions of Section 260 of the Companies Act, 1956, he held office only upto the AGM. The members were also informed that a notice under Section 257 of the Companies Act, 1956 was received from Shri D. Moudgil himself in writing proposing his candidature for the office of director.

As proposed by Shri Hari Chand (DP Id-Client Id: IN300118 10989818), member and seconded by Shri Rama Jain (DP Id-Client Id: IN302365 10003504), member, the following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by Chairman, as passed unanimously:

"RESOLVED THAT Shri D. Moudgil, who was appointed as an Additional Director, in the capacity of Director (Projects) by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from Shri D. Moudgil himself in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation."

11. Thereafter, agenda item No. 11, pertaining to keeping of Register of Members and Index of Members and copies of Annual Returns etc. at the office of Registrar & Share Transfer Agent of the Company was taken up.

The members were informed that the Board of Directors of the Company at its 286th Meeting held on 26th May, 2011, have appointed M/s Karvy Computershare Private Limited, as Registrar and Share Transfer Agent with effect from 1.07.2011, In view of this, fresh approval of the members is desirable/required for maintaining the Register of Members, Index of Members and copies of Annual Return etc. with the new Registrar & Share Transfer Agent of the Company viz. M/s Karvy Computershare Private Limited.

As proposed by Shri Vineet Kumar Goel (DP Id-Client Id: IN302236 10503556), member and seconded by Ms. Savita Rani Kumar (DP Id-Client-Id No. IN300206 10925401), member, the following resolution was put to vote as a Special Resolution and on show of hands, was declared by the Chairman as passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956, the Register of Members and Index of Members, in respect of Shares/Securities issued by the Company and the copies of all Annual Returns, prepared under Sections 159 and 160, together with the copies of the certificates and documents required to be annexed thereto under Sections 160 and 161, be kept at the office of Registrar & Share Transfer Agent of the Company viz. M/s Karvy Computershare Private Limited, 305, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi - 110 001 or at any other place of office of the existing Registrar and Share Transfer Agent or of any other Registrar

and Share Transfer Agent, as may be appointed by the Board of Directors from time to time, in New Delhi. "

With all the items of the agenda being transacted, the Chairman requested Shri Rajan Kapur, Company Secretary to propose a Vote of Thanks.

Shri Rajan Kapur, thereafter, proposed a Vote of Thanks.

Thereafter, the Chairman declared the Meeting as concluded.

Place: New Delhi
Date: 15th September, 2011

Sd/-
(A.K. Purwaha)
Chairman & Managing Director