

PROCEEDINGS OF THE 6<sup>TH</sup> ANNUAL GENERAL MEETING OF MMS  
INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, 30<sup>TH</sup> DECEMBER, 2015  
AT 3:00 P.M. AT HOTEL CELEBRATIONS, PLOT NO. L-1, SECTOR 19, VASHI,  
NAVI MUMBAI - 400 705

**PERSONALLY PRESENT:**

Dr. Krishnakumar Nandkumar Menon - Chairperson & Managing Director  
Mr. Rajiv Nair - Director  
Mrs. Chitralekha Menon - Director

**IN ATTENDANCE:**

M/s. R. A. R. & Associates - Statutory Auditors  
M/s. Pramod S. Shah & Associates - Scrutinizer

**15 Members were present**

Dr. Krishnakumar Nandkumar Menon chaired the meeting and announced that since the requisite quorum for the meeting was present, the formal proceedings of the meeting could commence. He then extended a warm welcome to the members present.

The Chairperson announced that the Company has not received any proxy. He then introduced his colleagues on the dias to the members.

With the consent of the members present, the notice convening the Meeting alongwith the Audited Accounts and the Directors' Report were taken as read.

**1. The first resolution was an Ordinary resolution:**

The following Resolution was proposed by Mr. Tushar D. Sodha and seconded by Ms. Shakuntladevi K Mahajan.

**“RESOLVED THAT** the audited the balance sheet as at 31<sup>st</sup> March, 2015, the statement of profit & loss account, the cash flow statement for the year ended on that date and the Directors’ Report and the Auditor’s Report thereon, be and are hereby approved and adopted.”

The Chairperson invited the queries from the Shareholders. Since there were no queries, the Chairperson put the resolution to vote.

**2. The second resolution was an Ordinary Resolution.**

The following Resolution was proposed by Ms. Shakuntladevi K Mahajan and seconded by Mr. Bhadresh Gunvantlal Parikh.

**“RESOLVED THAT** Mr. Rajiv Nair (DIN: 03060687) 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 and that the period of office of the Director shall be liable to determination by retirement by rotation.”

**3. The third resolution was an Ordinary Resolution.**

The following Resolution was proposed by Mr. Bhadresh Gunvantlal Parikh and seconded by Mr. Tushar D. Sodha.

**“RESOLVED THAT** Mr. Balkrishna Kamalakar Tendulkar (DIN: 02448116) 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 and that the period of office of the Director shall be liable to determination by retirement by rotation.”

**4. The fourth resolution was an Ordinary Resolution.**

The following Resolution was proposed by Mr. Tushar D. Sodha and seconded by Ms. Shakuntladevi K Mahajan.

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s. R. A. R. & Associates, Chartered Accountants (Firm Registration No. 100431W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2019 subject to ratification by the members of the Company at every Annual General Meeting, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

The Chairman then requested Mr. Rajiv Nair to take the chair for the Agenda Item No 5. Mr. Rajiv Nair took the Chair and proceeded with the Agenda Item No. 5.

**5. The fifth resolution was an Ordinary Resolution.**

The following Resolution was proposed by Mr. Tushar D. Sodha and seconded by Ms. Shakuntladevi K Mahajan.

**"RESOLVED THAT** Mrs. Chitrlekha Krishnakumar Menon (DIN - 07286926), who was appointed as an Additional Director with effect from 30<sup>th</sup> October, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as an Director of the Company."

**On conclusion of Agenda Item 4, Dr. K. K. Menon resumed the Chair.**

The Chairman informed the members that the Company had offered e-voting facility to its shareholders which had commenced on Sunday, December 27, 2015 (10:00 A.M.) onwards and ended on Tuesday, December 29, 2015 (05:00 P.M.)

Thereafter, at the Annual General Meeting, a poll was undertaken (after the resolutions were proposed and seconded by the members present at the meeting) in order to facilitate the shareholders present at the meeting to cast their vote equivalent

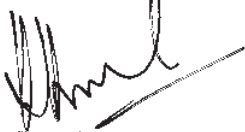
to the number of shares held by them (provided they had not already exercised their rights to vote through e-voting facility).

The results of the votes cast through electronic means and that through poll along with the Scrutinizer's report thereat will be placed on the website of the Company and the agency, i.e. Central Depository Services (India) Limited (CDSL) and also submitted to the Bombay Stock Exchange (BSE).

The Chairperson declared the meeting closed at 3.45 P.M.

The meeting terminated with a vote of thanks to the Chair.

For MMS Infrastructure Limited



Dr. Krishnakumar Menon  
(Chairman & Managing Director)  
(DIN - 00926405)



Address: A 1101/1102, Apollo, Hiranandani Estate,  
Godbunder Road, Patlipada, Thane West - 400 607  
Maharashtra, India

Date: 31/12/2015

Place: Navi Mumbai