

**EMERGENT ENERGY AND SERVICES LIMITED**  
**8B, 'Sagar', 6, Tilak Marg, New Delhi-110 001**

Minutes of the General Meeting of the Company held on February 22, 2013 at 3.00 p.m. at the registered office of the Company at 8B, 'Sagar', 6, Tilak Marg, New Delhi-110 001

**Background**

The Postal Ballot notice dated January 14, 2013 pursuant to Section 192(A) of the Companies Act, 1956 for passing of the resolutions by Postal Ballot was dispatched to the members of the Company on January 16, 2013. Mr.Sanjay Kumar, Partner of M/s Naveen Gupta & Associates, Company Secretaries, 16, Keshav Complex, Vastu Savarkar Block, Shakarpur, Delhi-110092 who was appointed by the Board of Directors of the Company to act as the Scrutinizer to conduct the postal ballot process in fair and transparent manner scrutinized the Postal Ballot forms received by him upto the close of the working hours of Wednesday, the February 20, 2013 (being last date fixed for return of the postal ballot forms duly filled in by the members.

**Proceedings of the Meeting**

Ms.Sabina Nagpal Company Secretary & Law Officer welcomed the Chairman of the Board, the Directors, Mr.Sanjay Kumar, the Scrutinizer and the members present. She requested Sh.Devendra Kumar Somani, to take the chair and call the meeting to order. Thereafter, Sh.Devendra Kumar Somani chaired the meeting.

**REPORT OF THE SCRUTINISER**

Mr.Sanjay Kumar submitted his report to the Chairman on the postal ballot forms received. The Chairman read out the report of the Scrutinizer. In all 37 postal ballot forms were received out of which 33 postal ballot forms representing 45,52,655 equity shares were valid. 29 shareholders holding 45,52,205 equity shares consented to the resolutions contained in the notice. 4 shareholders holding 450 shares have not consented to the 2 resolutions contained in the notice.

The Chairman took up the items one by one and declared the results as follows:-

1. **Alteration of the Object Clause of the Memorandum Of Association of the Company:-**

The Chairman read out the report of the Scrutinizer in respect of the Item No. 1 of the Postal Ballot Notice dated January 14, 2013 as per the details given below:-

Sr. No.	Description of the Resolutions	No. of Valid Postal Ballot forms received	Votes in favour of the resolution	% of votes in favour of the resolution	Votes against the resolution	% of votes against of the resolution	No. of members received
1.	Special Resolution for Alteration of Object Clause of Memorandum of Association of the Company and authorization for the Board to commence new business activities pursuant to Section 149(2A) of the Act.	33	4552205	99.99%	450	0.01%	4

Thereafter, the Chairman declared that the Special Resolution for the Alteration of the Object Clause of the Memorandum of Association of the Company has been passed with requisite majority.

**2. Alteration of the Name Clause of the Memorandum Of Association of the Company:-**

The Chairman read out the report of the Scrutinizer in respect of the Item No.2 of the Postal Ballot Notice dated January 14 ,2013 as per the details given below:-

Sr. No.	Description of the Resolutions	No. of Valid Postal Ballot forms received	Votes in favour of the resolution	% of votes in favour of the resolution	Votes against the resolution	% of votes against of the resolution	No. of members received
1.	Special Resolution for change in the	33	4552205	99.99%	450	0.01%	4

name of the Company from 'Emergent Energy and Services Limited' to EMERGENT GLOBAL EDU AND SERVICES LIMITED						
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Thereafter, the Chairman declared that the Special Resolution for the Alteration of the Name Clause of the Memorandum of Association of the Company has been passed with requisite majority.

The Chairman after declaring the results directed that the resolutions be recorded in the minute books of the Company for recording the proceedings of the general meeting of the members. The Resolutions approved by the members are as under:

**Item No.1**

**Alteration of the Object Clause of the Memorandum Of Association of the Company:-**

"RESOLVED THAT subject to the provisions of Section 17 and 192A and other applicable provisions of the Companies Act, 1956 (including the statutory modification or re-enactments thereto for the time being in force), and subject to the necessary approvals or confirmations, if any, in this regard from appropriate authorities, the Clause III the Memorandum of Association of the Company pertaining to the Objects of the Company be altered as follows:

- o The Clause No. III (A) (1) of the Memorandum of Association be replaced in place of the existing Clause No. III(A) (1) as follows:
  - o To establish educational institutions in India or elsewhere, to educate students in various educational fields including management, medicine, health sciences, engineering, pharmacy, computer sciences, technical, art, commerce and other educational fields and whatsoever appertains to technical, vocational, commercial, or business education and such other profession oriented courses. To construct, laydown, establish, promote, erect, build, maintain, carry out and run educational institutions as well as to establish educational colleges. Acquire, run, manage or collaborate with any company or undertaking or organization

within the territorial jurisdiction of the Indian Union and anywhere in the world engaged in similar activities for any or all of the aforesaid purposes, to do all the ancillary activities as may be considered necessary or beneficial or desirable, to construct, lay down, install and run research centres, universities, colleges, schools, institutes and other similar educational organizations to provide education, research and training in various fields including but not restricted to management, medicine, computer sciences, technical, art, commerce and other educational fields, etc. To act as consultants, agents, advisors, collaborators, franchisers in the field of education, research and sciences.

- o The Clause No.74 be replaced with the existing Clause No.74 in the Other Object Clause as follows:

74. To generate, harness, accumulate, transmit, distribute, purchase, sell and supply electricity power or any other energy from the conventional/non-conventional energy sources such as fuel/electricity/hydro/thermal/wind/solar/tidal/biomass/wind/geothermal/biological, biogas by setting up power plants for captive use or on a commercial basis to consumers and others or to any State Electricity Board or to any Central Government Organisation and agency/agencies in line of activity in energy generation, transmission and distribution and to construct, lay down, establish, acquire, operate and maintain power/energy generating stations, including building, structures, works, machineries, equipments, cables and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring to third person/s power plants and plants based on conventional or non-conventional energy sources and to construct, lay down, establish, fix, erect, equip and maintain power generating machinery, and all other types of plant and machinery, transmission lines, in the capacity of principal contractors or otherwise and to undertake business of consultants and contractors in setting up all types of plants for production of electrical energy and also to undertake research and development programs in the field of electricity.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956 for the commencement and carrying on all or any of the new business and activities included in the Other Object Clause of the Company as mentioned above, at such time as the Board may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to accept any changes as may be suggested by the Central Government while approving the alteration in the Object Clause of Memorandum of Association as mentioned above under Section 17 of the Companies Act, 1956 and to do all such acts, deeds, matters and things as may be required or considered necessary or incidental thereto to give effect to this resolution."

**Item No.2****Alteration of the Name Clause of the Memorandum Of Association of the Company:-**

"RESOLVED THAT pursuant to the provisions Section 21, 192A and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and approvals of such other authorities as may be required, the name of the Company be and is hereby changed from 'EMERGENT ENERGY AND SERVICES LIMITED' to 'EMERGENT GLOBAL EDU AND SERVICES LIMITED'.

RESOLVED FURTHER THAT the Memorandum and Articles of Association of the Company be altered by substituting the name 'EMERGENT ENERGY AND SERVICES LIMITED' wherever it occurs therein with the name 'EMERGENT GLOBAL EDU AND SERVICES LIMITED'.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required or considered necessary or incidental thereto to give effect to this resolution."

**3. Vote of thanks**

There being no other item of business to be transacted at the meeting, the Chairman declared that the 2 resolutions proposed through the postal ballot notice of the Company dated January 14, 2013 have been passed with requisite majority. Thereafter, the meeting was concluded with a vote of thanks to the chair.

For EMERGENT ENERGY AND SERVICES LIMITED



(Devendra Kumar Somani)

Chairman