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**Minutes of the Twenty Fifth Annual General Meeting of the Members of
Tourism Finance Corporation of India Ltd. held on Monday,
the 22nd September, 2014 at 11.00 a.m. at Air Force
Auditorium, Subroto Park, New Delhi-110 010**

DIRECTORS PRESENT

1. Shri Malay Mukherejee - Chairman
2. Shri S.K.Sangar - Managing Director
3. Shri Niraj Agarwal
4. Shri S.Ravi
5. Shri V.P.Singh
6. Shri Vivek Nair

IN ATTENDANCE

1. Shri B.M.Gupta - CFO/CGM
2. Shri Anoop Bali - CGM
3. Shri Sanjay Ahuja - Company Secretary
4. Shri Vishnu Gautam representing M/s. V.C.Gautam & Co. Statutory Auditors
5. Shri A.N.Kukreja representing M/s. A.N.Kukreja & Co., Company Secretaries

3063 Members in person and 67 members by proxy were present at the commencement of the meeting.

Shri Malay Mukherjee, Chaired the meeting. The Chairman welcomed the members present, declared that the requisite quorum was present, called the meeting to order and commenced the proceedings.

The Chairman informed the members that the Register of Directors' shareholdings and other necessary statutory records were available and open for inspection at the meeting.

With the consent of the members present, the notice dated August 7, 2014, Directors' Report and Annual Accounts for the financial year ended 31st March, 2014 were taken as read.

The Chairman read out the speech, copies of which had been circulated amongst the members present at the meeting.

As directed by the Chairman, the Company Secretary, thereafter, read the Auditors' Report on the Annual Accounts of the Company for the year 2013-2014.

CHAIRMAN
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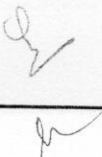
The Chairman thereafter invited queries from the shareholders concerning the Audited Accounts and performance of the Company. The shareholders spoke and lauded the exemplary performance of the Company despite adverse business environment. Few questions were raised regarding payment of dividend, application for banking license etc. which were satisfactorily replied by the Chairman. Some of the suggestions made by the shareholders were noted. The Chairman, thereafter, with the consent of the members, took up the agenda items as listed in the notice for the meeting.

The Chairman informed that the Companies Act, 2013 and Rules notified thereunder have been made effective from April 1, 2014 and therefore the proceeding of the Annual General Meeting should be carried out as per the requirements of the new Act. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Items of Business as given in 25th AGM Notice were compulsorily required to be transacted through electronic voting system and the Company had provided e-voting facility to the members who were the members as on August 14, 2014 being the "Record Date" fixed for the purpose. The e-voting period was scheduled from Monday, September 15, 2014 at 9.30 a.m. and ended on Tuesday, September 16, 2014 at 5.30 p.m.

The voting by show of hands was not available to the members at the 25th AGM in view of the further provisions of Section 107 read with Section 114 of the Act. Hence the poll was ordered by the Chairman on all the resolutions of ordinary and special businesses as set out in item 1 to 15 of the notice of the 25th Annual General Meeting. It was informed that the members who had not cast their vote through e-voting were eligible to cast their vote through ballot form distributed at the venue of the AGM, after the resolutions were moved. The members who had already voted through e-voting were not eligible to participate in the voting at the Meeting. However, they could participate in discussions. The Chairman stated that the Company had appointed M/s A.N.Kukreja & Co., Company Secretaries to scrutinize the ballot process.

The Chairman then briefed the procedure of voting and stated that the results would be declared based on scrutinizer's report after taking into consideration the votes cast through e-voting and vote cast through ballot form and the same would be displayed

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on the website of the Company and CDSL, after intimation to Stock Exchanges. The list of all the resolution were read by the Company Secretary.

Agenda Items:

Item No.1 was an Ordinary Resolution relating to adoption of audited accounts as at 31st March, 2014 together with Directors' Report and Auditors' Report thereon.

Shri Sanjay Garg, authorised representative of State Bank of India proposed and Shri Deepak Mishra authorised representative of IFCI Ltd., seconded the resolution as an Ordinary Resolution:

" **RESOLVED THAT** the Balance Sheet of the Company as at 31st March, 2014 and the Profit & Loss Account for the financial year ended 31st March, 2014 together with the Directors' Report and the Auditors' Report thereon be and are hereby approved and adopted."

Item No.2 was an Ordinary Resolution relating to declaring Dividend on Equity Shares.

Shri J.C.Chugh, authorised representative of Bank of India proposed and Smt. Tulsi Sharma, member seconded the resolution as an Ordinary Resolution:

" **RESOLVED THAT** dividend @12% on 8,07,16,748 Equity Shares of Rs.10/- each of the company, be and is hereby approved out of the Net Profits of the Company for the financial year ended 31st March, 2014 payable to members of the Company or to their mandatees."

Item No.3 was an Ordinary Resolution relating to appointing of Shri Niraj Agarwal, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Shri Sanjay Garg, authorised representative of State Bank of India proposed and Smt. Avantika Dhar, member seconded the resolution as an Ordinary Resolution:

"**RESOLVED THAT** Shri Niraj Agarwal, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company whose period of office is liable to retirement by rotation."

Item No.4 was an Ordinary Resolution relating to authorizing Audit Committee to fix remuneration of the Statutory Auditors of the Company.

Shri Rajiv Khaneja, member proposed and Smt. Avantika Dhar, member seconded the resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(5) and 142 and all other applicable provisions, if any of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the Audit Committee of Directors of the Company be and is hereby authorised to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India (CAG) for the financial year 2014-15, as may be deemed fit."

Item No.5 was a Special Resolution relating to amendment in the Article 123 of Article of Association of the Company.

Shri Deepak Mishra authorised representative of IFCI Ltd. proposed and Smt. Avantika Dhar, member seconded the resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 the existing Articles of Association of the Company be and are hereby amended in the following manner:

In Article 123(i and ii), the words and phrases "he shall be counted in determining the number of retiring directors" be substituted with the words and phrases "he shall not be counted in determining the number of retiring directors".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.6 was an Ordinary Resolution relating to appointment of Shri Malay Mukherjee as Director, liable to retire by rotation.

Shri Manoj Jain, representing Oriental Insurance Corporation Co. Ltd. proposed and Smt. Avantika Dhar, member seconded the resolution as an Ordinary Resolution:

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"RESOLVED THAT Shri Malay Mukherjee (DIN: 02272425), who was appointed as an Additional Director by the Board of Directors of the Company with effect from January 3, 2014 and who as per the provisions of Section 161(1) of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company liable to retire by rotation under the provisions of the Articles of Association of the Company."

Item No.7 was an Ordinary Resolution relating to appointment of Shri S. Ravi as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from April 1, 2014.

Shri Rajiv Khaneja, member proposed and Shri Manish Chakraborty, member seconded the resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri S.Ravi (DIN: 00009790), who was appointed as an Additional Director of the Company by the Board of Directors of the Company on November 6, 2013 and who as per the provisions of Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from April 1, 2014.

Item No.8. was an Ordinary Resolution relating to appointment of Shri Vivek Nair as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from April 1, 2014.

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Shri Deepak Mishra authorised representative of IFCI Ltd. proposed and Smt. Avantika Dhar, member seconded the resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Vivek Nair (DIN: 00005870), Director of the Company whose office was liable to determination by retirement by rotation, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from April 1, 2014."

Item No.9 was an Ordinary Resolution relating to appointment of Shri V.P. Singh as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from April 1, 2014.

Shri Rajiv Khaneja, member proposed and Smt. Avantika Dhar, member seconded the resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri V.P.Singh (DIN: 03424009), Director of the Company whose office was liable to determination by retirement by rotation, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from April 1, 2014."

Item No.10 was an Ordinary Resolution relating to appointment of Shri S. Sridhar as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years w.e.f. May 27, 2014, the date of his appointment in the Company.

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Shri Deepak Mishra authorised representative of IFCI Ltd. proposed and Smt. Avantika Dhar, member seconded the resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri S.Sridhar (DIN: 00004272), who was appointed as an Additional Director of the Company by the Board of Directors on May 27, 2014 and who as per the provisions of Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years w.e.f. May 27, 2014, the date of his appointment in the Company.

Item No.11 was an Ordinary Resolution relating to appointment of Shri Satpal Arora as Managing Director of the Company w.e.f April 9, 2014 to August 7, 2014 without any remuneration.

Shri Hari Kishan, member proposed and Smt. Avantika Dhar, member seconded the resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V to Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 161 of the Articles of Association of the Company, consent of the members, be and is hereby accorded for the appointment of Shri Satpal Arora (DIN:00061420) as Managing Director of the Company w.e.f April 9, 2014 to August 7, 2014 without any remuneration."

Item No.12 was an Ordinary Resolution relating to appointment of Shri Surender Kumar Sangar as Managing Director of the Company for a period of 3 years from the date of

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joining office i.e. w.e.f. August 7, 2014 or till he attain the age of 60 years whichever is earlier.

Shri Sanjay Garg, authorised representative of State Bank of India proposed and Shri J.C.Chugh, authorised representative of Bank of India seconded the resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Surender Kumar Sangar (DIN:06928551), who was appointed as an Additional Director by the Board of Directors of the Company with effect from August 7, 2014 and who as per the provisions of the Section 161(1) of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, whose period of office is liable to determination upon his ceasing to be Managing Director.

RESOLVED FURTHER THAT subject to the provisions Sections 196, 197 and 203 read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article 161 of the Articles of Association of the Company and such other approvals as may be required and such modification and conditions, if any, which the Board of Directors is hereby authorised to accept, consent of the members, be and is hereby accorded for the appointment of Shri Surender Kumar Sangar (DIN:06928551), as Managing Director of the Company for a period of 3 years from the date of joining office i.e. w.e.f. August 7, 2014 or till he attain the age of 60 years, whichever is earlier and to the payment of remuneration and other terms and conditions as set out hereunder:

- (i) **Pay:** Rs.78,000/- p.m.
- (ii) **Dearness Allowance:** Applicable Central Government Dearness Allowance from time to time.
- (iii) **City Compensatory Allowance:** Entitlement to City Compensatory Allowance in accordance with the following admissible rate:
 Delhi, Mumbai, Chennai and Kolkata : Rs.300/- per month

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**(iv) Housing:**

(a) Rent free furnished accommodation to be provided by the Company. The cost of furniture/ furnishings shall not exceed Rs.3.00 lakh.

Or

In case the stay is in own accommodation or private arrangements are made for stay, then entitled to a compensation comprising 10% of the pay and admissible House Rent Allowance @30% of actual pay drawn p.m. (If the stay is in Delhi).

(b) Charges incurred for water, electricity and fuel consumed is to be borne by self. The expenditure incurred on providing Security Guards, Servants, Gardner shall be borne by the Company.

(v) Conveyance: Entitled to free use of the Company's car for official purpose. Journeys from residence to office and back shall be treated as on duty.

(vi) Travelling, Boarding and Lodging: Actual expenditure to be reimbursed for outstation journeys undertaken for official work, as per rules of TFCI.

(vii) Medical Benefits: Actual expenses incurred for self and dependent family members, in India. For expenditure to be/incurred relating to treatment abroad, specific approval of the Board will be required.

(viii) Personal Accident Insurance: Forms part of Group Insurance of the Company, covering accidents also.

(ix) Leave Travel Concession: Entitled to travel for self and family, by any mode, once in a block of two years for visiting any place in India as per entitled class as applicable for official tour.

(x) Entertainment: Actual entertainment expenses subject to ceiling of Rs.6,000/- p.a. (membership fee(s) of Club(s) adjustable within the above ceiling).

(xi) Gratuity: At the rate of half-months' pay for every completed year of service or more than six months of service as MD.

(xii) Leave: As per Staff Regulations of the Company.

(xiii) Encashment of Leave on completion of tenure: Entitled to encash Earned Leave at the time of completion of tenure/exit, which may be lying to his

credit. The amount of leave salary shall be calculated on the basis of last pay drawn.

(xiv) Telephone: The Company shall provide telephone at residence for office use. Mobile shall also be provided as per Company's rules.

(xv) Performance Linked Incentive: As decided by the Board of Directors/ Remuneration & Compensation Committee of Directors, from time to time.

(xvi) Retirement Fare Concession/Shifting of Household Goods: Single fare journey by entitled Class for self and family and cost of shifting of household goods to hometown at the time of completion of tenure /exit from TFCI.

(xvii) Reimbursement of Travelling/Transportation Expenses: Entitled to reimbursement of traveling expenses for himself and family members from the place of residence to the place of posting at the time of taking up the board level assignment and similarly from the place of posting to the place where he and his family is to settle down permanently (even if it is other than the declared home town).

(xviii) Other Perquisites: Other benefits and like amounts to be paid as per rules of TFCI.

(xix) Provident Fund: Provident Fund will be as per Company rules.

(xx) Foreign Visits: To be undertaken with the prior approval of the Board.

(xxi) The Contract of employment can be terminated by either side by giving one month's notice or one month's basic pay in lieu thereof.

(xxii) Subject to the above, in all other matters, he will be governed by the Staff Regulations of TFCI and other rules and regulations, Administration/HR Circulars and Office Orders, as may be in force from time to time in TFCI.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to compliance of provision of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof as in force from time to time.

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RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to fix, increase, alter and to vary the remuneration consisting salary, perquisites, allowance etc. within the ceiling limits in that behalf as laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit."

Item No.13 was a Special Resolution relating to approval of the Borrowing Limits for the Company.

Shri Hari Kishan, member proposed and Smt. Tulsi, member seconded the resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the 23rd Annual General Meeting of the Company held on July 18, 2012 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, as amended from time to time, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, whether secured or unsecured, and on such terms and conditions as may be considered suitable by the Board, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not so set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed by the Board of Directors shall not exceed a sum of Rs.3,000 crore (Rupees Three Thousand crore only) at any time.

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RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to rate of interest, repayment, security or otherwise, howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

Item No.14 was a Special Resolution relating to approval for creation of security against borrowings of the Company.

Shri Rajiv Khaneja, member proposed and Shri N.Ramachandran, member seconded the resolution as a Special Resolution:

"RESOLVED that pursuant to Section 180(1)(a) and/or other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby given to the creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs.3,000 crore (Rupees Three Thousand crore only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and/or to the Lending Agencies under their respective Agreements to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board be and is, hereby authorized to finalize with the Lending Agencies/Trustees, the documents for creating the aforesaid mortgages, charges

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and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

Item No.15 was a Special Resolution relating to approval for private placement of bond/debentures etc.

Shri Rajiv Khaneja, member proposed and Shri Manish Chakraborty, member seconded the resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities), Rules 2014 and any other applicable laws, consent of the Company, be and is hereby given to the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for having made and/or making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, on such terms and conditions as it may consider proper, upto an amount not exceeding Rs.600 crore (Rupees Six Hundred Crore only) in the year commencing from the date of approval by shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company. be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution."

The Chairman then announced that members could cast their votes through postal ballot form by depositing the form in ballot boxes kept at the venue. The ballot boxes were verified as empty. Shri A.N.Kukreja conducted the poll and took custody/possession of the ballot boxes after ensuring that all persons present in person and proxies had participated in the poll and casted their votes.

Vote of Thanks

The business of the meeting having been transacted, Chairman declared the meeting as concluded with a vote of thanks to all the members present at the meeting.

CHAIRMAN
INITIALS

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Results of Poll

On the basis of Scrutinizer's Report dated September 22, 2014, on the votes cast through e-voting, and poll conducted at the Annual General Meeting, the Chairman declared that all the resolutions have been passed with requisite majority. The summary of the report is as under:

Item no. and Matter	Total No. of Votes Cast	Total No. of Votes cast in favour of resolution	Total No. of votes casts against the resolution
1.To consider and adopt the audited financial statements of the Company including the Balance Sheet as at March 31, 2014 and the statement of Profit and Loss Account for the year ended March 31, 2014 and the report of the Board of Directors' and Auditors' thereon.	53967771	53967356	415
2.To declare Dividend on Equity Shares.	53967771	53967356	415
3.To appoint a Director in place of Shri Niraj Agarwal (DIN: 06483526), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	53967771	53966356	1415
4.To authorize Audit Committee to fix remuneration of the Statutory Auditors of the Company.	53967771	53966356	1415
5.To amend Article 123 of Article of Association of the Company	53967771	53966356	1415
6.To Appoint Shri Malay Mukherjee (DIN: 02272425), as Director, liable to retire by rotation	53967771	53966356	1415
7.To Appoint Shri S. Ravi (DIN: 00009790), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from April 1, 2014.	53967771	53966356	1415
8.To Appoint Shri Vivek Nair (DIN: 00005870), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from April 1, 2014.	53967771	53966356	1415
9.To Appoint Shri V.P. Singh (DIN: 03424009), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years commencing from April 1, 2014.	53967771	53966356	1415

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10.To Appoint Shri S. Sridhar (DIN: 00004272), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 3 (Three) consecutive years w.e.f. May 27, 2014, the date of his appointment in the Company.	53967771	53966356	1415
11. To Appoint Shri Satpal Arora (DIN:00061420) as Managing Director of the Company w.e.f April 9, 2014 to August 7, 2014 without any remuneration.	53967771	53966356	1415
12.To Appoint Shri Surender Kumar Sangar (DIN:06928551), as Managing Director of the Company for a period of 3 years from the date of joining office i.e. w.e.f.August 7, 2014 or till he attain the age of 60 years whichever is earlier	53967771	53966356	1415
13. To approve Borrowing Limits for the Company	53967771	53966356	1415
14.To approve creation of security against borrowings of the Company.	53967771	53966356	1415
15.To approve private placement of bond/debentures etc.	53967771	53966356	1415

Date: September 24, 2014
Place: New Delhi


(MALAY MUKHERJEE)
CHAIRMAN

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