



NU TEK INDIA LIMITED

Registered Office :
605, Siddharth Building
96 Nehru Place, New Delhi- 110019

Corporate Office :
B-27, Infocity, Sector-34, Gurgaon- 122 001
Haryana, Tel.: +91 124 3054600
Fax : +91 124 3054675
Website : www.nutek.in

Saturday, March 5, 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

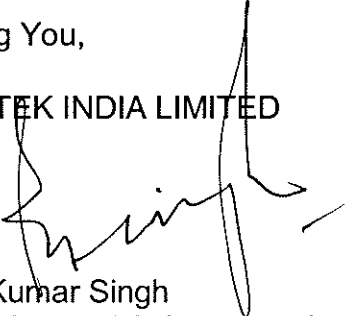
SUB : Proceedings of the Meeting of Shareholders

Dear Sir,

Please find attached herewith Proceedings of the meeting of shareholders of the Company held on 5th March 2011, where result of the resolutions passed under Postal Ballot process as per the provisions of Section 192A of Companies Act, 1956, has been declared.

Thanking You,

For NU TEK INDIA LIMITED


Sanjay Kumar Singh
General Counsel & Company Secretary

MINUTES BOOK

PROCEEDINGS OF THE MEETING OF THE SHAREHOLDERS OF NU TEK INDIA LIMITED HELD ON 5TH MARCH 2011 AT 11.00 AM AT THE CORPORATE OFFICE OF THE COMPANY AT B-27, INFOCITY, SECTOR- 34, GURGAON-122001

PRESENT:

1. Mr. Inder Sharma, Chairman & Managing Director
2. Vineet Sirpaul, Director & CEO
3. Mrs. Sumati Sharma, Director
4. Mr. Sanjay Jain, Director (Chairman Audit Committee)

Members present in Person: 14

Invitee

Mr. M/s Pawan Shyam Jain & Co., Chartered Accountants, Internal Auditors
Mr. Ranjeet Pandey, Practicing Company Secretary & Scrutinizer for the Postal Ballot Process

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.

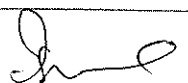
2. WELCOME

The Company Secretary welcomed all shareholders in the Meeting and handed over the proceeding of the meeting to the Chairman.

3. DECLARATION OF RESULT OF PASSING OF RESOLUTION UNDER SECTION 17 OF THE COMPANIES ACT, 1956 THROUGH POSTAL BALLOT PROCESS

The Chairman informed the Members that the Board of Directors of the Company has decided to amend the object clause of the Company to enable the company to diversify its business on 18th January, 2011. The Chairman also informed that the Board on the same day had also decided to seek shareholders approval to partially modify the utilization of proceeds of the Initial Public Offer held by the Company in Year 2008, through Postal Ballot and appointed Mr. Ranjeet Pandey, Practicing Company Secretary as Scrutinizer to conduct the Postal Ballot Process in transparent manner. The Chairman then informed that the result of the Postal Ballot Process has been received from Mr. Ranjeet Pandey and place the said report before the members. The Chairman then declared that on the basis of the report and result prepared by the scrutinizer appointed for conducting postal ballot process, it is declared that the following resolution has been passed with requisite majority.

CHAIRMAN'S
INITIALS

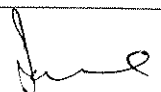


MINUTES BOOK

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), sub-clause A of clause III of Memorandum of Association of the Company, be and is hereby altered by addition of following new clauses after existing clause 2 of sub-clause A of clause III:

3. To export, import, buy, sell, act as agent, trader or otherwise deal in all kinds of goods, capital goods, raw materials, semi finished products, merchandise, iron, ore, minerals, steel, all kind of yarn, chemicals, oils, minerals, metals, textiles, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods, machines, paper, cement, building and construction material, fibers, leather articles, life style products, furniture, electrical goods and electronic goods and accessories, foods products, hydrocarbons and other articles, goods capable of being imported, exported and traded.
4. To build, own or construct or manufacture distribute, generate, transmit, supervise and control of all types of power either mechanical, hydraulic, gas, wind farms, solar etc. and/or to design, plan, manufacture, assemble, supply, erect, commission, test, maintain, trouble shooting, repair, service etc., of electrical and/or electronics goods, items, instruments, parts, spares, D.G. sets, electrical control, switchgear panels, switches, cables, plugs, powers projects in industrial, commercial, residential, establishments etc., in part individual and/or composite key basis and to act as developers, builders, building contractors, construction engineers designers, furnishers, architects, town planners, estates agents, property brokers in commercial and to erect construct, build, carry on various infrastructure projects, power projects, residential buildings, townships including business centers and offices, factories, technology park, urban infrastructure facilities/projects, roads, buildings, houses, flats, shops, bridges and dams either for the company or for other parties, Government, Semi - Government/Government organization either upon such land or properties acquired by the company and/or taken on lease from any private parties, Government, semi government organizations, corporate bodies or any other parties and to provide Consultancy, expert services, advises, designs, drawings in relation thereto in India and abroad
5. To establish, develop, design, run, maintain and manage management institutes, engineering colleges, software training institutes, engineering coaching institutes, software and technological support solution for knowledge and learning, development and marketing of any Computer Software, Internet, buy, sell and trade in education related software and to develop and promote management information system of business and non- business organisation, Software development on personnel, research, quality control, data processing, engineering process systems, education, computer services to large, medium and small business enterprises in India & abroad in the field of business education through e-commerce and management including but not limited to consultancy for installing a computer centre, development of MIS, Applications, Programming, Systems development, Data base development, Software packages development, Engineering Applications, Training and recruitment of people in systems & Programming, design computer operations, Computer Centre Management, preparation and organisation for education related software, internet and related activities.

CHAIRMAN'S
INITIALS



MINUTES BOOK

4. DECLARATION OF RESULT OF PASSING OF RESOLUTION UNDER SECTION 61 OF THE COMPANIES ACT, 1956 THROUGH POSTAL BALLOT PROCESS

The Chairman declared that on the basis of the report and result prepared by the scrutinizer appointed for conducting postal ballot process, it is declared that the following resolution has been passed with requisite majority.

Resolved that Subject to Section 61 and all applicable provisions of the Companies Act, 1956 (including any amendment(s) to or re-enactment(s), thereof), provisions of the Memorandum and Articles of Association of the Company, Rules, Regulations and Guidelines of the Securities and Exchange Board of India (SEBI), and other applicable provisions, if any and in accordance with the subject to the requisite approvals, consents, permissions and sanctions from the Govt of India, SEBI, the Stock Exchanges, the Reserve Bank of India, Institutions, or bodies under applicable laws and rules and terms and conditions or modifications as may be prescribed by the respective authorities or the departments, while granting such approvals, sanctions, consent or permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which expression shall be deemed to include any committee(s) constituted/to be constituted by the Board) consent of the Company be and is hereby accorded to the Board for partial modification of the utilization of the proceeds of Initial Public Offer for an amount of Rs.672,000,000/- as envisaged in the Prospectus dated 14th August, 2008 issued by the Company.


Resolved further that the consent of the shareholders be and is hereby accorded for utilization of unutilized portion of Rs.672,000,000/-, towards working capital expenditure/capital expenditure and/or for acquisition of the Companies in India and/or abroad and/or for granting loan and/or investments into subsidiaries of the Company instead of those mentioned in the Prospectus dated 14th August, 2008.

Resolved further that the Board of Directors be and is hereby authorized to take final decision in respect to the actual amounts to be utilized for each of the aforesaid facilities without seeking any further approval or consent of the shareholders in any manner.

Resolved further that the Board of Directors be and is hereby authorized to invest the funds, pending the utilization of the purpose as described above and all investments/expenses made since the date of raising funds till date be and are hereby rectified.

Resolved further that the Board of Directors be and is hereby authorized to sign necessary documents, papers, instruments and writings and to do all such acts, deeds and things as may be required in this behalf and to constitute the committee of the Board, which may be delegated any or all of the aforesaid powers to give effect of the resolution.

5. There being no other business the meeting ended with vote of thanks to the chair.



Inder Sharma
Chairman & Managing Director

Date:- 5th March 2011

CHAIRMAN'S
INITIALS