

# AMTEK AUTO LIMITED

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Ref.: AAL/BSE/2014

31<sup>st</sup> December, 2014

Bombay Stock Exchange Limited,  
Phirozee Jeejee Bhoy Towers,  
Dalal Street,  
Mumbai-400001

BSE SECURITY CODE: 520077

**SUB: Submission of Proceedings of the 28<sup>th</sup> Annual General Meeting (AGM), pursuant to Clause 31(d) of the Listing Agreement, held on 31<sup>st</sup> December, 2014**

Dear Sir,

In reference to the captioned subject, we would like to inform you that the 28th AGM of the Company was held today i.e. Wednesday, 31<sup>st</sup> December, 2014 at its Registered Office Plot No. 16, Industrial Estate, Rozka - Meo, Sohna, Mewat, Haryana-122001 at 09:30 A.M., to transact the businesses as stated in the Notice of AGM and the shareholders in the said meeting have approved the resolutions.

The meeting was attended by the following:-

1.	Mr. B. Lugani	Director
2.	Mr. Sanjay Chhabra	Director
3.	Vinod Kumar Uppal	Chief Financial Officer
4.	Mr. Rajeev Raj Kumar	Company Secretary

1. Mr. B. Lugani was elected as Chairman of the Meeting

Mr. B. Lugani, Chairman of the Meeting took the chair.

2. The notice convening the Annual General Meeting together with the Director's Report and all financials was taken as read with the Consent of Members.
3. Thereafter the following items of the agenda were taken up for the voting.

For AMTEK AUTO LIMITED

  
Company Secretary



An AMTEK  
Group Company

Corporate Office :

3, L.S.C., Pamposh Enclave,  
Greater Kailash-I,  
New Delhi - 110 048. INDIA  
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Fax : +91-11-42344400  
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Regd. Office :

16, Industrial Estate, Rozka Meo, Sohna,  
Gurgaon (Haryana) 122 103 INDIA  
Tel. : +91-124-2362456, 2362140, 2363226  
Fax : +91-124-2362454  
E-mail: aal1.soh@amtek.com  
CIN : L27230HR1988PLC030333

## **ORDINARY BUSINESS**

### **RESOLUTION NO. 1**

To receive, consider and adopt the Audited Balance Sheet and audited Statement of Profit & Loss for the financial year ended 30<sup>th</sup>September, 2014 together with the reports of Board of Directors and the Auditors thereon.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	40	92	37735827	79201734	116937561	89.34%
Dissent	0	60	60	0	13955475	13955475	10.66%
TOTAL	52	100	152	37735827	93157209	130893036	100%

Accordingly, the resolution No.1 was passed with requisite majority.

### **RESOLUTION NO.2**

To Declare Dividend of Rs. 0.50 per equity share for the financial year ended 30.09.2014.

Particulars	Number of Valid Votes			Number of Valid Votes/ Shares Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	99	151	37735827	91007209	128743036	98.36%
Dissent	0	1	1	0	2150000	2150000	1.64%
TOTAL	52	100	152	37735827	93157209	130893036	100%

Accordingly, the resolution No.2 was passed with requisite majority.

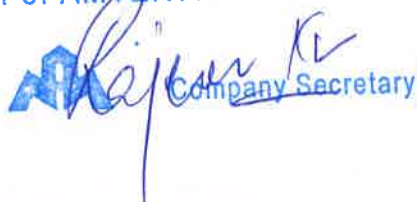
### **RESOLUTION NO.3**

To appoint a Director in place of Mr. Gautam Malhotra who retires by rotation and being eligible has offered himself for reappointment.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	38	90	37735827	78818593	116554420	89.28%
Dissent	0	61	61	0	13997817	13997817	10.72%
TOTAL	52	99	151	37735827	92816410	130552237	100%

Accordingly, the resolution No.3 was passed with requisite majority.

For AMTEK AUTO LIMITED

  
Company Secretary

**RESOLUTION NO. 4**

To appoint auditors and to fix their remuneration.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	88	140	37735827	91389376	129125203	98.65%
Dissent	0	12	12	0	1767833	1767833	1.35%
TOTAL	52	100	152	37735827	93157209	130893036	100%

Accordingly, the resolution No.4 was passed with requisite majority.

**SPECIAL BUSINESS****RESOLUTION NO.5**

To appoint Mr. Sanjay Chhabra as an Independent Director.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	21	73	37735827	75064078	112799905	86.40%
Dissent	0	78	78	0	17752332	17752332	13.60%
TOTAL	52	99	151	37735827	92816410	130552237	100%

Accordingly, the resolution No.5 was passed with requisite majority.

**RESOLUTION NO.6**

To appoint Mr. Rajeev Kumar Thakur as an Independent Director.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	22	74	37735827	78098744	115834571	88.73%
Dissent	0	77	77	0	14717666	14717666	11.27%
TOTAL	52	99	151	37735827	92816410	130552237	100%

Accordingly, the resolution No.6 was passed with requisite majority.

For AMTEK AUTO LIMITED  
  
Company Secretary

**RESOLUTION NO.7**

To appoint Mr. Raj Narain Bhardwaj as an Independent Director.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	29	81	37735827	75394250	113130077	86.66%
Dissent	0	70	70	0	17422160	17422160	13.34%
TOTAL	52	99	151	37735827	92816410	130552237	100%

Accordingly, the resolution No.7 was passed with requisite majority.

**RESOLUTION NO.8**

To appoint Mr. Bahushrut Lugani as an Independent Director.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	22	74	37735827	78098744	115834571	88.73%
Dissent	0	77	77	0	14717666	14717666	11.27%
TOTAL	52	99	151	37735827	92816410	130552237	100%

Accordingly, the resolution No.8 was passed with requisite majority.

**RESOLUTION NO.9**

To appoint Mr. Sanjiv Bhasin as an Independent Director.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	40	92	37735827	81330835	119066662	91.20%
Dissent	0	59	59	0	11485575	11485575	8.80%
TOTAL	52	99	151	37735827	92816410	130552237	100%

Accordingly, the resolution No.9 was passed with requisite majority.

For AMTEK AUTO LIMITED

  
Company Secretary

**RESOLUTION NO. 10**

To re-appoint Mr. John Ernest Flintham as Senior Managing Director.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	39	91	37735827	81330810	119066637	90.96%
Dissent	0	61	61	0	11826399	11826399	9.04%
TOTAL	52	100	152	37735827	93157209	130893036	100%

Accordingly, the resolution No.10 was passed with requisite majority.

**RESOLUTION NO. 11**

To adopt new Articles of Association in conformity with Companies Act, 2013.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	20	72	37735827	72914054	110649881	89.65%
Dissent	0	72	72	0	12769380	12769380	10.35%
TOTAL	52	92	144	37735827	85683434	123419261	100%

Accordingly, the resolution No.11 was passed with requisite majority.

**RESOLUTION NO. 12**

To approve Related Party Transactions as per Companies Act, 2013.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	20	72	37735827	72914054	110649881	85.95%
Dissent	0	79	79	0	18093155	18093155	14.05%
TOTAL	52	99	151	37735827	91007209	128743036	100%

Accordingly, the resolution No.12 was passed with requisite majority.

For AMTEK AUTO LIMITED  
  
 Company Secretary

**RESOLUTION NO. 13**

To approve issue of Redeemable Non-Convertible Debentures on private placement basis.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	91	143	37735827	90594671	128330498	98.04%
Dissent	0	9	9	0	2562538	2562538	1.96%
TOTAL	52	100	152	37735827	93157209	130893036	100%

Accordingly, the resolution No.13 was passed with requisite majority.

**RESOLUTION NO. 14**

To approve remuneration of Cost Auditor for the financial Year ending in 2015.

Particulars	Number of Valid Votes			Number of Valid Votes Contained			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	52	100	152	37735827	93157209	130893036	100%
Dissent	0	0	0	0	0	0	0
TOTAL	52	100	152	37735827	93157209	130893036	100%

Accordingly, the resolution No.14 was passed with requisite majority.

This is for your information and record.

For AMTEK AUTO LIMITED

  
(Rajeev Raj Kumar)  
Company Secretary

