



AUROMA COKE LIMITED

AUROMA COKE LIMITED
CIN- L23101WB1993PLC060154

REGD. OFFICE : SUITE NO. 706, SHANTI NIKETAN, 8, CAMAC STREET, KOLKATA-700017
PH: 033-22822310, FAX : 033-22825759, Website : www.auroma.in, e-mail : info@auroma.in

Date: - 6th October, 2014

Department of Corporate Services
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001

Dear Sir,

Sub: - Proceedings of the Annual General Meeting held on 28th September, 2014

Pursuant to the listing clause 31 of the Listing Agreement, we inform that all the resolutions as per Notice of the Annual General Meeting held on 28th September, 2014 have been passed with requisite majority. Brief particulars of the Resolution as passed are as under:-

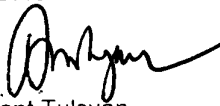
1. Adoption of Annual Accounts and the Report of the Directors and Auditors thereon
2. Reappointment of Mr. Prashant Tulsyan as a Director retiring by rotation.
3. Appointment of M/s Agarwal Khemka & Associates Statutory Auditors.
4. Appointment of Mr. Alok Sawa as Independent Director.
5. Appointment of Mr. Abhishek Kumar Chhapolika as Independent Director.
6. Authority to borrow money pursuant to Section 180 (1) (c) of the Companies Act, 2013.
7. Authority to mortgage, create charge, etc. on properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013.

We are enclosing herewith proceedings of the aforesaid Annual General Meeting in compliance of Clause 31 of the Listing Agreement.

Thanking You

Yours Faithfully

Yours Faithfully
For AUROMA COKE LIMITED


Prashant Tulsyan
(Whole-time Director)

CERTIFIED TRUE COPY OF THE MINUTES OF THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF AUROMA COKE LIMITED HELD AT ITS REGISTERED OFFICE AT SUITE NO. 706, SHANTI NIKETAN BUILDING, 8 CAMAC STREET, KOLKATA -700 017, ON SUNDAY, 28TH SEPTEMBER, 2014 AT 9.00 A.M.

PRESENT

Mr. Prashant Tulsyan – Whole-time Director

Members Present

10 Members were present as recorded in the Attendance Register.

The Company has not received any Proxy for this Annual General Meeting.

Mr. Prashant Tulsyan took the Chair.

Mr. Prashant Tulsyan welcomed the shareholders.

The requisite Quorum being present, the Chairman called the meeting to order.

The Chairman informed that the Notice of this Annual General Meeting have been circulated to all the members and therefore, the same, with the consent of the members present has been taken as read.

The Chairman announced that the Register of Directors and Key Managerial Personnel and their Shareholding', were laid before the Meeting and remained open and accessible for inspection during the continuance of the Meeting.

The Chairman informed that in compliance of the provisions of the Companies Act 2013 and the Listing Agreement, the Company had provided e-voting facility to its members in connection with all the resolutions as proposed before this Annual General Meeting. The e-voting opened on 22nd September, 2014 at 9.00 a.m. and closed on 24th September, 2014 at 6.00 p.m.

Mr. Samir Kumar Ghosh, Practicing Company Secretary was appointed as Scrutinizer for conducting the entire e-voting process in a transparent and smooth manner. Mr. Samir Kumar Ghosh has submitted his Report on the e-voting to the Company.

The Chairman stated that apart from the e-voting, the company will also give option of voting by Ballot paper at the meeting. The Chairman informed that the shareholders who could not avail the e-voting facility can take option of voting at the meeting by filling in Ballot paper. The Result on the Resolutions would be declared by combining the votes through e-voting and voting by Ballot paper.

Thereafter, the Chairman laid before the meeting for its consideration, the Audited balance Sheet, Statement of Profit & Loss for the year ended 31st March, 2014, Directors Report and Auditors' Report thereon and the same was kept for inspection of the members.

The Chairman read out at the meeting observation or comments on the annual accounts 2013-14 as stated in the Auditors' Report.

The Chairman noted that there was no member at the meeting who took the option of voting by Ballot paper at the meeting.



The Chairman informed that Mr. Samir Kumar Ghosh, Scrutinizer for the e-voting results has submitted his Report as under:-

Resolution Nos. as given in the Notice of 21 st Annual General Meeting	Particulars of Votes cast through Electronic Voting				Voting Result
		No. of members	No. of shares	%	
1. Adoption of Audited Statement of Profit & Loss and Balance Sheet for the year ended 31st March, 2014 and Reports of Directors' and Auditors' thereon.	Votes in favour Votes Against Votes invalid	25 0 Nil	1328670 0 0	100 0 0	Passed with requisite majority
2. Reappointment of Mr. Prashant Tulsyan (DIN 0294470) as a Director liable to retire by rotation.	Votes in favour Votes against Votes invalid	25 0 Nil	1328670 0 0	100 0 0	Passed with requisite majority
3. Appointment of M/s. Agarwal Khemka & Associates, Chartered Accountants as Statutory Auditors.	Votes in favour Votes favour Votes invalid	25 0 Nil	1328670 0 0	100 0 0	Passed with requisite majority
4. Appointment of Mr. Alok Sawa (DIN 00617726) as an Independent Director.	Votes in favour Votes against Votes invalid	25 0 Nil	1328670 0 0	100 0 0	Passed with requisite majority
5. Appointment of Mr. Abhishek Kumar Chhaplika (DIN 06954451) as an Independent Director.	Votes in favour Votes against Votes invalid	25 0 Nil	1328670 0 0	100 0 0	Passed with requisite majority
6. Authority to the Board under Section 180(1) (c) of the Companies Act, 2013 to borrow upto Rs. 100.00 crores	Votes in favour Votes against Votes invalid	24 0 Nil	1328665 0 0	100 0 0	Passed with requisite majority
7. Authority to the Board under Section 180 (1) (a) of the Companies Act, 2013 to create charge/ mortgage or otherwise dispose of the whole or substantially whole of the undertaking of the Company.	Votes in favour Votes against Votes invalid	25 0 Nil	1328670 0 0	100 0 0	Passed with requisite majority

Thereafter, the Chairman announced and declared that on the basis of the Scrutinizer Report by Mr. Samir Kumar Ghosh on the e-voting, all the Resolutions as set out in the Notice convening this Annual general Meeting were approved and passed with requisite majority.

The Chairman thanked the members for smooth conduct of the meeting.

The Resolutions for the ordinary and special business as set out at Item no. 1 to 7 in the Notice of this Annual general Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of this Annual general Meeting.



ORDINARY BUSINESS:

Item NO.1:

**Adoption of Annual Accounts and the Report of the Directors and Auditors thereon
As an Ordinary Resolution:**

"RESOLVED THAT the Audited Profit and Loss Account for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the reports of the Auditors' and Directors' thereon be and are hereby received, approved and adopted."

**Item No.2: Reappointment of Mr. Prashant Tulsyan as a Director
As an Ordinary Resolution:**

"RESOLVED THAT Mr. Prashant Tulsyan (DIN 00294470), who retires by rotation at this Annual General Meeting in terms of the provisions of Section 152 (6) of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company and that he shall be liable to retire by rotation."

**Item No.3: Appointment of Statutory Auditors
As an Ordinary Resolution:**

"RESOLVED THAT M/s Agarwal Khemka & Associates, Chartered Accountants (Registration No. 314133E) be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual general Meeting upto the conclusion of next Annual General Meeting on the remuneration to be fixed by the Board of Directors in consultation with the Auditors."

**Item No.4: Appointment of Mr. Alok Sawa as Independent Director
As an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Alok Sawa (DIN 00617726), existing Non-executive Director of the Company liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to 31st March, 2019."

**Item No.5: Appointment of Mr. Abhishek Kumar Chhapolika as Independent Director
As an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Abhishek Kumar Chhapolika (DIN 06954451), who was appointed as an Additional Director w.e.f. 26th August, 2014 upto ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to 31st March, 2019."

**Item No.6: Authority to borrow money pursuant to Section 180 (1) (c) of the Companies
Act, 2013
As a Special Resolution:**

"RESOLVED that pursuant to Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed / to be borrowed and outstanding at any point of time, apart from temporary loans obtained/to be

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obtained from the Company's Bankers in the ordinary course of business, shall not exceed Rs. 100,00,00,000/- (Rupees One Hundred Crore only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and things as may be necessary for giving effect to the aforesaid resolution."

Item No.7: Authority to mortgage, create charge, etc. on properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013 As a Special Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors (the Board) in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, to mortgage or create charge/lien on all or any of the immovable/movable properties of the Company wheresoever situated, present and future and the whole or substantially the whole of the undertaking/s of the Company together with power to take over management of the business and concern of the Company in certain events, to or in favour of Lenders or their Agent/s or Trustee/s, if any from whom financial assistances are/would be availed by the Company to secure amounts lent and advanced/agreed to be lent and advanced to the Company by them either severally or jointly upto a limit of Rs. 100 crore (Rupees One Hundred crores only).



[Handwritten Signature] 06/10/2014
CHAIRMAN