

PROCEEDINGS OF THE THIRTY SEVENTH AGM OF AUTOLITE (INDIA) LTD. HELD ON SEPTEMBER 29, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 11:00 AM.

Shri Vishal Agarwal, Company Secretary welcomed the Chairman, Directors on the Board and the members present at the 37th Annual General Meetings of the Company. In terms of Articles 67 of the Articles of Association of the Company, Shri Mahipal Gupta took the chair. Total 32 members in person were present. Company Secretary requested the Chairman to call the meeting to order.

**Quorum being present, Chairman declared the meeting open.
Chairman then called on the Company Secretary to proceed with the agenda**

Company Secretary then read Annual Report containing the notice for the Annual General Meeting along with requisite annexures and the Auditors' Report in terms of Section 145 of the Companies Act, 2013.

CS then proceeded with the agenda

Commencement of the meeting

At the outset, the Chairman welcomed all the members present at the Thirty Seventh Annual General Meeting (AGM) of the Company. On being satisfied that the requisite quorum was present, the Chairman declared the meeting open for transacting the business as set out in the Notice of the 37th Annual General Meeting (AGM) dated August 13, 2014. The proceedings of the meeting then commenced.

The Chairman stated that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility to the members to vote between September 22, 2014 to September 23, 2014 in proportion to their shareholding as on the cut off date of 30th August 2014. In view of the General Circular No. 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands is not allowable in case of e-voting. Therefore it was obligatory to provide similar voting facility to the members present in person and through proxies at the AGM to vote in proportion to the shares held by them. He stated that the Poll will be conducted for voting on all the resolutions of ordinary and special businesses as set out in Item no 1 to 9.

The Chairman then invited the members to present their queries pertaining to the business proposed to be conducted at the Meeting.



The Chairman then took up the business as per the Notice for the meeting. He declared that the Scrutinizer for electronic voting Shri J. P. Sharma, a Practicing Company Secretary was appointed for carrying out the e-voting in a fair and transparent manner. Thereafter, Shri J. P. Sharma submitted the report of the scrutinizer on the electronic voting to the Chairman.

The Chairman thereafter, ordered the poll on all the resolutions for the Ordinary and Special businesses as set out in item No. 1 to 9 of the Notice of the 37th AGM and requested all the Members present and entitled to vote to participate in the Poll to be taken at the same venue.

The Chairman appointed Shri J. P. Sharma, Practicing Company Secretary to scrutinize the poll process and votes given on the Poll and report thereon in the prescribed manner.

He further stated that the consolidated results of the e-voting and the poll taken at the AGM shall be announced on or before October 01, 2014 and shall be available on the website of the Company and shall also be immediately sent to the NSE, BSE, DSE, JSE, and MSE, the stock exchanges where the equity shares of the Company are listed. He further authorized the Company Secretary to announce the Poll results.

The Chairman then announced the formal closure of the 37th AGM and thanked the members present at the meeting of their suggestions, comments and co-operation and support during the meeting and requested the Company Secretary to get the poll process completed. The meeting then ended with a vote of thanks to the Chair.

Conduct of Poll

Shri J. P. Sharma, Practicing Company Secretary, the Scrutinizer appointed for conduct of Poll conducted the Poll. Before the start of voting on Poll, the Ballot Papers were distributed to the members. Empty ballot box was shown to the members and thereafter the ballot box was locked in presence of member. After ensuring that all the members and proxies participated in the Poll had casted their votes, the scrutinizer closed the Poll at around 12.30 p.m. He then took custody of the ballot box for scrutinizing the votes and submitting his report on the poll.

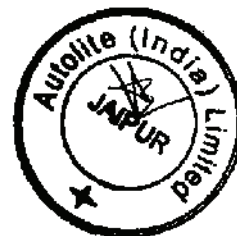
ITEM NO. 1

The 1st item was to receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss Account for the financial year ended on that date and the reports of the Directors and Auditors thereon;

Before the item was put to vote, the Chairman invited queries from the members. There being no queries, the following resolution to be passed as **Ordinary Resolution** was put for consideration of members:

September 29, 2014

CIN : L31506RJ1977PLC001738



Page 2 of 7

“RESOLVED THAT the audited Balance-sheet as at March 31, 2014, Statement of Profit & Loss Account for the year ended on that date along with the reports of the Directors and Auditors thereon be received, approved and adopted.”

Shri I. B. Soni proposed the resolution
Shri Chand Mal Mehta seconded the resolution

The motion was put to vote by poll.

ITEM NO. 2

The 2nd item was to appoint a Director in place of Shri Kuldeep Kumar Gupta who retires by rotation at the 37th AGM and offers himself for re-appointment.

Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

“RESOLVED THAT Shri Kuldeep Kumar Gupta, Director, who retires by rotation at this Annual General Meeting and offers himself for re-appointment, be and is hereby re-appointed as a Director of the company, liable to retire by rotation.”

Shri Udai Kumar Agarwal proposed the resolution
Shri Dinesh Sharma seconded the resolution

The motion was put to vote by poll.

ITEM NO. 3

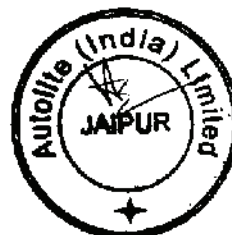
The 3rd item was to appoint Auditors from the conclusion of 37th Annual General Meeting till the conclusion of 40th Annual General Meeting and fix their remuneration.

Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

“RESOLVED THAT M/s H.C. Garg & Co., Chartered Accountants bearing FRN – 000152C, at Jaipur, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the the conclusion of 37th Annual General Meeting till the conclusion of the 40th Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Shri Kailash Chand Panchal proposed the resolution
Shri Ajit Kumar Karmakar seconded the resolution

The motion was put to vote by poll.



ITEM NO. 4

The 4th item was to appoint Shri Gauri Shankar Das as an Independent Director of the Company.

Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Gauri Shankar Das (holding DIN 01185570), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

Shri Roshan Lal Sharma proposed the resolution
Shri Ratan Lal Bajaj seconded the resolution

The motion was put to vote by poll.

ITEM NO. 5

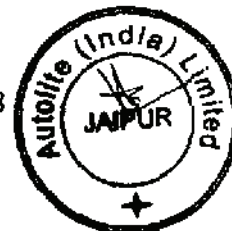
The 5th item was to appoint Shri Rajendra Singh Mehta as an Independent Director of the Company

Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Rajendra Singh Mehta (holding DIN 01183922), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

Shri Mohan Singh Shekhawat proposed the resolution
Shri Rajesh Kumar Verma seconded the resolution

The motion was put to vote by poll.



ITEM NO. 6

The 6th item was to appoint Shri Suraj Prakash Batra as an Independent Director of the Company

Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Suraj Prakash Batra (holding DIN 01216047), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

Shri Ramesh Chand Sharma proposed the resolution
Shri Vijesh Kumar Verma seconded the resolution

The motion was put to vote by poll.

ITEM NO. 7

The 7th item was to ratify the remuneration of M/s PRJ & Associates, Cost Auditors for the financial year 2014-15.

Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

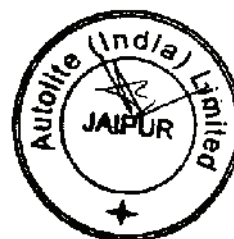
“RESOLVED that pursuant to Section 148 and Companies (Cost Accounting Records) Rules, 2013, and subject to such guidelines and approval as may be required from the Central Government, the appointment of M/s PRJ & Associates, Cost accountants as Cost Auditors to audit the cost records maintained by the Company for the financial year 2014-15 on a remuneration of Rs.20,000/- plus service tax as applicable, be and is hereby ratified.”

Shri Pawan Kumar Agarwal proposed the resolution
Shri Jahoor Mohammad seconded the resolution

The motion was put to vote by poll.

ITEM NO. 8

The 8th item was to vary the terms of appointment including continuity of Shri Amit Mahipal Gupta as Whole-time Director for the remaining period of his tenure making his office liable to retire by rotation.



Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

“RESOLVED THAT pursuant to the provisions of Sections 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Amit Mahipal Gupta (holding DIN: 00058701), Whole-time Director of the Company, shall continue to hold the office of Whole-time Director of the Company, for the remaining period of his tenure, whose period of office shall henceforth be liable to determination of retirement of Directors by rotation.

RESOLVED FURTHER THAT save and except as aforesaid, the other terms and conditions including remuneration of Shri Amit Mahipal Gupta, Whole-time Director shall remain unaltered as approved by the shareholders vide ordinary resolution dated February 8, 2012.

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

Shri C.M. Mehta proposed the resolution
Shri Dinesh Sharma seconded the resolution

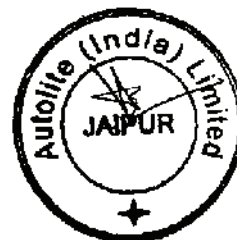
The motion was put to vote by poll.

ITEM NO. 9

The 9th item was to grant approval to the Board of Directors to apply for de-listing of equity shares of the Company from Jaipur, Delhi and Madras Stock Exchange subject to compliance of the provisions of the Listing Agreement and any other conditions prescribed in this regard.

Company Secretary placed the following resolution to be passed as **Special Resolution** for the consideration of members:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the Rules framed thereunder, Listing Agreement with Stock Exchanges, Securities and Exchange Board of India (Delisting of Equity Shares) Guidelines, 2009, as amended from time to time, (hereinafter referred to as the “Delisting Guidelines”) and all other applicable laws, rules, regulations and guidelines and subject to such conditions and modifications, as may be prescribed or imposed by any authority while granting such approvals, consent, permission or sanction, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include Managing Director or any Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company, be and is hereby accorded to the Board for voluntary de-listing of the equity shares of the Company from all or any of the Stock Exchanges: Jaipur Stock Exchange Limited, Jaipur, Delhi Stock



Exchange Limited, New Delhi and Madras Stock Exchange Ltd., Chennai as the Board may decide.”

Smt. Sneha Goel proposed the resolution
Shri Ajit Kumar Karmakar seconded the resolution

The motion was put to vote by poll.

VOTE OF THANKS

It was stated by the Company Secretary that the business as per agenda has been transacted. On behalf of the Chairman and other members of the Board, Company Secretary thanked all the members for there participation in the meeting.

Shri Chand Mal Mehta proposed the vote of thanks to the chair.

Chairman then declared the 37th Annual General Meeting of the company closed and invited all the members and colleagues on the Boad for tea & refreshment.

