

# AMTEK AUTO LIMITED

4, Bhanot Apartment, Pushp Vihar L.S.C., New Delhi 110062 INDIA

Tel: +91-11-41649800 Fax: +91-11-29054554

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## **PROCEEDINGS OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

The 30<sup>th</sup> (Thirtieth) Annual General Meeting (AGM) of the Company was held on Friday, the 30<sup>th</sup> day of September, 2016 at the Registered Office of the Company at Plot no. 16, Industrial Estate, Rozka-Meo (Sohna), Distt. Mewat, Haryana-122103

The meeting was attended by the following -

Mr. Sanjay Chhabra	- Director
Mr .B.Lugani	- Director
Mr. Vinod Kumar Uppal	- Chief Financial Officer
Mr. Rajeev Raj Kumar	- Company Secretary & Compliance Officer
Mr. Sachin Khurana	- Scrutinizer

Members personally present:40

Members present by proxy:1

Members voted at the AGM: 41

Members voted through remote e-voting:111

1. Mr. B.Lugani was elected as the Chairman of the meeting.
2. The Company Secretary ascertained the Quorum of the meeting. After ascertaining the requisite Quorum, the Chairman called the meeting in order.
3. The Notice Convening the Annual General Meeting together with Directors' Report were taken as read with the consent of the members. The Chairman informed that there were no qualifications, reservations or adverse remarks in the Auditor's Report.
4. The Statutory Registers, Proxy Register and inspection documents were available during the meeting for inspection by the Members.
5. The Chairman then informed that as per the applicable provisions of the Companies Act, 2013 and Rules framed thereunder, the Company had provided e-voting facility to the members entitled to cast their vote on the agenda items from September 27, 2016 (9:00 a.m.) to September 29, 2016 (5:00 p.m.). The Chairman drew the attention of the members regarding the resolutions on which voting is to be held that members who were present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote by use of Polling Paper, which were distributed to the members present at the meeting.
6. Mr. Sachin Khurana, the Scrutinizer, thereafter conducted the Polling Paper voting process. The details of voting (Polling Paper and remote e-voting) for the agenda items as submitted by the Scrutinizer's Report has been summarized as under:



Corporate Office :

3, L.S.C., Pamposh Enclave,  
Greater Kailash-I,  
New Delhi - 110 048. INDIA  
Tel. : +91-11-42344444  
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E-mail: info@amtek.com

Regd. Office :

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

## Annexure I: Voting Results

Date of the AGM	30.09.2016
Total number of shareholders on record date	82600
No. of shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group: 8 Public: 40
No. of Shareholders attended the meeting through Video Conferencing:	NOT APPLICABLE

ITEM NO.1		To consider and adopt (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon the Audited Financial Statement of the Company for the financial year ended on March 31, 2016 (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the report of Auditors thereon						
Resolution Required: (Ordinary/ Special) Resolution		Ordinary Resolution						
Whether promoter/promoter group are interested		No						
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1]*100	Number of Votes-in favour (4)	Number of Votes - against (5)	% of Votes in favour on votes polled (6)=[4/2]*100	% of Votes against on votes polled (7)=[5/2]*100
Promoter and Promoter Group	E-Voting	103795677	103795677	97.39%	103795677	0	100.00%	0.00%
	Poll		-	-	-	-	-	-
	Postal Ballot	106575917	-	-	-	-	-	-
Public Institutions	Total	103795677	103795677	97.39%	103795677	0	100.00%	0.00%
	E-Voting	18940463	18940463	60.42%	18940463	0	100.00%	0.00%
	Poll		-	-	-	-	-	-
Public- Non Institutions	Postal Ballot	31348275	-	-	-	-	-	-
	Total	18940463	18940463	60.42%	18940463	0	100.00%	0.00%
	E-Voting	64127	64127	0.07%	61565	2562	96.00%	4.00%
Public- Non Institutions	Poll	86831236	665	0.00%	665	0	100.00%	0.00%
	Postal Ballot		-	-	-	-	-	-
	Total	86831236	64792	0.07%	62230	2562	96.05%	3.95%
Total	Total	224755428	122800932	54.64%	122798370	2562	100.00%	0.00%

Accordingly, the Resolution Number 1 was passed with requisite majority.



ITEM NO.2		To appoint Mr. John Ernest Flintham (DIN: 01463500) who retires by rotation and being eligible offered himself for re-appointment.									
Resolution Required: (Ordinary/ Special) Resolution		Ordinary Resolution									
Whether promoter/promoter group are interested		No									
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1]*100	Number of Votes-in favour (4)	Number of Votes - against (5)	% of Votes in favour on votes polled (6)=[4/2]*100	% of Votes against on votes polled (7)=[5/2]*100			
Promoter and Promoter Group	E-Voting		103795677	97.39%	103795677	0	100.00%	0.00%			
	Poll		-	-	-	-	-	-			
	Postal Ballot	106575917	-	-	-	-	-	-			
	Total		103795677	97.39%	103795677	0	100.00%	0.00%			
Public Institutions	E-Voting		19191212	61.22%	16750130	2441082	87.28%	12.72%			
	Poll		-	-	-	-	-	-			
	Postal Ballot	31348275	-	-	-	-	-	-			
	Total		19191212	61.22%	16750130	2441082	87.28%	12.72%			
Public- Non Institutions	E-Voting		64127	0.07%	60192	3935	93.86%	6.14%			
	Poll		665	0.00%	665	0	100.00%	0.00%			
	Postal Ballot	86831236	-	-	-	-	-	-			
	Total		64792	0.07%	60857	3935	93.93%	6.07%			
Total		224755428	123051681	54.75%	120606664	2445017	98.01%	1.99%			

Accordingly, the Resolution Number 2 was passed with requisite majority.



ITEM NO.3		To appoint M/s Manoj Mohan & Associates, Chartered Accountants (FRN: 009195C) as Statutory Auditors and fix their remuneration.									
Resolution Required: (Ordinary/ Special) Resolution		Ordinary Resolution									
Whether promoter/promoter group are interested		No									
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1]*100	Number of Votes-in favour (4)	Number of Votes - against (5)	% of Votes in favour on votes polled (6)=[4/2]*100	% of Votes against on votes polled (7)=[5/2]*100			
Promoter and Promoter Group	E-Voting		103795677	97.39%	103795677	0	100.00%	0.00%			
	Poll			-	-	-	-	-			
	Postal Ballot	106575917		-	-	-	-	-			
	Total		103795677	97.39%	103795677	0	100.00%	0.00%			
Public Institutions	E-Voting		19191212	61.22%	19191212	0	100.00%	0.00%			
	Poll	31348275		-	-	-	-	-			
	Postal Ballot			-	-	-	-	-			
	Total		19191212	61.22%	19191212	0	100.00%	0.00%			
Public- Non Institutions	E-Voting		64127	0.07%	60365	3762	94.13%	5.87%			
	Poll		665	0.00%	665	0	100.00%	0.00%			
	Postal Ballot	86831236		-	-	-	-	-			
	Total		64792	0.07%	61030	3762	94.19%	5.81%			
	Total	224755428	123051681	54.75%	123047919	3762	100.00%	0.00%			

Accordingly, the Resolution Number 3 was passed with requisite majority.



ITEM NO.4		To Ratify the remuneration of Yash Pal Sardana, Cost Auditor of the Company for the financial year 2016-2017									
Resolution Required: (Ordinary/ Special) Resolution		Ordinary Resolution									
Whether promoter/promoter group are interested		No									
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1]*100	Number of Votes-in favour (4)	Number of Votes - against (5)	% of Votes in favour on votes polled (6)=[4/2]*100	% of Votes against on votes polled (7)=[5/2]*100			
Promoter and Promoter Group	E-Voting	103795677	103795677	97.39%	103795677	0	100.00%	0.00%			
	Poll	106575917	-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total		103795677	103795677	97.39%	103795677	0	100.00%	0.00%		
Public Institutions	E-Voting	31348275	19191212	61.22%	19191212	0	100.00%	0.00%			
	Poll		-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
Total			19191212	61.22%	19191212	0	100.00%	0.00%			
Public- Non Institutions	E-Voting	86831236	64127	0.07%	61365	2762	95.69%	4.31%			
	Poll		665	0.00%	665	0	100.00%	0.00%			
	Postal Ballot		-	-	-	-	-	-			
	Total			64792	0.07%	62030	2762	95.74%	4.26%		
Total		224755428	123051681	54.75%	123048919	2762	100.00%	0.00%			

Accordingly, the Resolution Number 4 was passed with requisite majority.



ITEM NO.5		To consider and approve Related Party Transactions for the financial year 2016-2017									
Resolution Required: (Ordinary/ Special) Resolution		Special Resolution									
Whether promoter/promoter group are interested		Yes									
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = [2/1]*100	Number of Votes-in favour (4)	Number of Votes - against (5)	% of Votes in favour on votes polled (6) = [4/2]*100	% of Votes against on votes polled (7) = [5/2]*100			
Promoter and Promoter Group	E-Voting		103795677	97.39%	103795677	0	100.00%	0.00%			
	Poll		-	-	-	-	-	-			
	Postal Ballot	106575917	-	-	-	-	-	-			
	Total		103795677	97.39%	103795677	0	100.00%	0.00%			
Public Institutions	E-Voting		19191212	61.22%	15875879	3315333	82.72%	17.28%			
	Poll	31348275	-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total		19191212	61.22%	15875879	3315333	82.72%	17.28%			
Public- Non Institutions	E-Voting		64127	0.07%	58933	5194	91.90%	8.10%			
	Poll		665	0.00%	665	0	100.00%	0.00%			
	Postal Ballot	86831236	-	-	-	-	-	-			
	Total		64792	0.07%	59598	5194	91.98%	8.02%			
Total			123051681	54.75%	119731154	3320527	97.30%	2.70%			

Accordingly, the Resolution Number 5 was passed with requisite majority.



ITEM NO.6		To alter the Articles of Association									
Resolution Required: (Ordinary/ Special) Resolution		Special Resolution									
Whether promoter/promoter group are interested		No									
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1]*100	Number of Votes-in favour (4)	Number of Votes - against (5)	% of Votes in favour on votes polled (6)=[4/2]*100	% of Votes against on votes polled (7)=[5/2]*100			
Promoter and Promoter Group	E-Voting		103795677	97.39%	103795677	0	100.00%	0.00%			
	Poll			-	-	-	-	-			
	Postal Ballot	106575917		-	-	-	-	-			
	Total		103795677	97.39%	103795677	0	100.00%	0.00%			
Public Institutions	E-Voting		19191212	61.22%	19191212	0	100.00%	0.00%			
	Poll			-	-	-	-	-			
	Postal Ballot	31348275		-	-	-	-	-			
	Total		19191212	61.22%	19191212	0	100.00%	0.00%			
Public- Non Institutions	E-Voting		64127	0.07%	57143	6984	89.11%	10.89%			
	Poll			0.00%	665	0	100.00%	0.00%			
	Postal Ballot	86831236		-	-	-	-	-			
	Total		64792	0.07%	57808	6984	89.22%	10.78%			
	Total	224755428	123051681	54.75%	123044697	6984	99.99%	0.01%			

Accordingly, the Resolution Number 6 was passed with requisite majority.



ITEM NO.7		To approve the Conversion of Loan into Equity									
Resolution Required: (Ordinary/ Special) Resolution		Special Resolution									
Whether promoter/promoter group are interested		No									
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1]*100	Number of Votes-in favour (4)	Number of Votes - against (5)	% of Votes in favour on votes polled (6)=[4/2]*100	% of Votes against on votes polled (7)=[5/2]*100			
Promoter and Promoter Group	E-Voting		103795677	97.39%	103795677	0	100.00%	0.00%			
	Poll		-	-	-	-	-	-			
	Postal Ballot	106575917	-	-	-	-	-	-			
	Total		103795677	97.39%	103795677	0	100.00%	0.00%			
Public Institutions	E-Voting		19191212	61.22%	2735582	16455630	14.25%	85.75%			
	Poll		-	-	-	-	-	-			
	Postal Ballot	31348275	-	-	-	-	-	-			
	Total		19191212	61.22%	2735582	16455630	14.25%	85.75%			
Public- Non Institutions	E-Voting		64127	0.07%	57093	7034	89.03%	10.97%			
	Poll		665	0.00%	665	0	100.00%	0.00%			
	Postal Ballot	86831236	-	-	-	-	-	-			
	Total		64792	0.07%	57758	7034	89.14%	10.86%			
	Total	224755428	123051681	54.75%	106589017	16462664	86.62%	13.38%			

Accordingly, the Resolution Number 7 was passed with requisite majority.

For Amtek Auto Limited


B. Lugani  
(Chairman)



# S. Khurana & Associates

Company Secretaries

Email: [sachinkhuranacs@gmail.com](mailto:sachinkhuranacs@gmail.com)

(M): 9540407575, 9711970159

## SCRUTINIZER'S REPORT

To,  
The Chairman  
Amtek Auto Limited  
Plot No.16, Industrial Estate,  
Rozka Meo (Sohna), Distt. Mewat,  
Haryana-122103

**Subject: Scrutinizer's Report On Voting At AGM (Remote E-Voting And Poll) Pursuant To Section 108 And 109 Of The Companies Act, 2013 Read With Rule 20 Of The Companies Management And Administration) Rules, 2014**

Dear Sir,

I, **Sachin Khurana**, Company Secretary in Whole time practice, was appointed as a Scrutinizer by the Board of Directors of M/s Amtek Auto Limited at its meeting held on 30<sup>th</sup> August, 2016 for the purpose of:

- a. Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules"); and
- b. Poll through polling papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice of the AGM of the shareholders of the Company held on 30<sup>th</sup> September, 2016 at the Registered office of the Company;
- c. The Company had appointed Central Depository Services (India) Limited (CDSL) TO Provide the facility of remote e-voting with respect to voting by electronic means for the AGM
- d. As per the said rules, the Company had mentioned in the notice that the remote e-voting period will commence on Tuesday, September 27, 2016 (09:00 a.m) and will end on Thursday, September 29, 2016 (5:00 p.m)
- e. The shareholders holding shares as on cut-off date i.e 23<sup>rd</sup> September, 2016 were entitled to vote on the proposed resolutions
- f. After the time fixed for closing of the poll by the chairman, ballot boxes kept for polling were locked in our presence



g. The locked ballot boxes were subsequently opened in or presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company

Thereafter the details containing, inter alia, list of Equity Shareholders, who voted "For" and "Against", were duly unblocked and downloaded from the website of CDSL i.e. <https://www.evotingindia.com/homepage.jsp>

**A SUMMARY OF THE TOTAL VOTES CASTED IS GIVEN BELOW:**

**Results for Resolution No 1:**

**To Consider and Adopt**

(a) The Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon

(b) The Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2016 and the report of Auditors thereon (ORDINARY RESOLUTION)

**(i) Votes in Favour/ Against of the Resolutions**

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage %
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	40	109	149	665	122797705	122798370	100%
Dissent	Nil	2	2	Nil	2562	2562	0.00%
TOTAL	40	111	151	665	122800267	122800932	100%

**(ii) Invalid Votes**

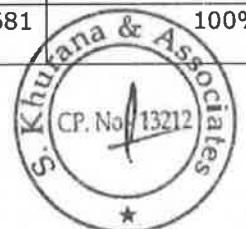
Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

**Results for Resolution No 2:**

To appoint Mr. John Ernest Flintham (DIN: 01463500) who retires by rotation and being eligible offered himself for re-appointment. (ORDINARY RESOLUTION)

**(i) Votes in Favour/ Against of the Resolutions**

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage %
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	40	102	142	665	120605999	120606664	98.01%
Dissent	0	9	9	Nil	2445017	2445017	1.99%
TOTAL	40	111	151	665	123051016	123051681	100%



**(ii) Invalid Votes**

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

**Results for Resolution No 3:**

**To re-appoint M/s Manoj Mohan & Associates, Chartered Accountants (FRN: 009195C) as Statutory Auditors of the Company and to fix their remuneration (ORDINARY RESOLUTION)**

**(i) Votes in Favour/ Against of the Resolutions**

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage %
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	40	107	147	665	123047254	123047919	100%
Dissent	Nil	4	4	Nil	3762	3762	0%
TOTAL	40	111	151	665	123051016	123051681	100%

**(ii) Invalid Votes**

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

**Results for Resolution No 4:**

**To ratify the remuneration of Cost Auditors, M/s Yash Pal Sardana (Membership no. 17996) (ORDINARY RESOLUTION)**

**(i) Votes in Favour/ Against of the Resolutions**

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage %
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	40	108	148	665	123048254	123048919	100%
Dissent	Nil	3	3	Nil	2762	2762	0%
TOTAL	40	111	151	665	123051016	123051681	100%

**(ii) Invalid Votes**

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil



**Results for Resolution No 5:****To consider and approve Related Party Transactions. (SPECIAL RESOLUTION)****(i) Votes in Favour/ Against of the Resolutions**

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage %
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	40	95	135	665	119730489	119731154	97.3%
Dissent	Nil	16	16	Nil	3320527	3320527	2.7%
TOTAL	40	111	151	665	12351016	123051681	100%

**(ii) Invalid Votes**

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

**Results for Resolution No 6:****To alter the Articles of Association (SPECIAL RESOLUTION)****(i) Votes in Favour/ Against of the Resolutions**

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage %
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	40	101	141	665	123044032	123044697	99.99%
Dissent	Nil	10	10	Nil	6984	6984	0.01%
TOTAL	40	111	151	665	12351016	123051681	100%

**(ii) Invalid Votes**

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil



**Results for Resolution No 7:****To approve the Conversion of Loan into Equity (SPECIAL RESOLUTION)****(i) Votes in Favour/ Against of the Resolutions**

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage %
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	40	58	98	665	106588352	106589017	86.62%
Dissent	Nil	53	53	Nil	16462664	16462664	13.38%
TOTAL	40	111	151	665	12351016	123051681	100%

**(ii) Invalid Votes**

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

All the aforesaid resolutions were passed with the requisite majority.

The register, all other papers and relevant records relating to Electronic voting & Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you,  
Yours Faithfully  
For **S.Khurana & Associates**

  
Sachin Khurana  
Company Secretaries  
Membership No.: A35297  
Place: New Delhi  
Date: 30<sup>th</sup> September, 2016

