

**COMPANY SECRETARIES**

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**SCRUTINIZER'S REPORT**

To,

THE CHAIRMAN  
**AMD INDUSTRIES LIMITED**  
18, PUSA ROAD, 1ST FLOOR, KAROL BAGH,  
NEW DELHI-110005

**31<sup>st</sup> Annual General Meeting of the Equity shareholders of AMD Industries Limited to be held on Friday, 26<sup>th</sup> September, 2014 at 10:30 AM at Rediance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi-110030**

**Subject: Scrutinizer's Report on e-voting conducted in terms of Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Clause 35B of Listing Agreement**

Dear Sir,

1. I, Amar Gopal Gambhir, Practicing Company Secretary (Membership No 3668, CP No: 3653), Proprietor of AGG & Associates having office at 21/16, West Patel Nagar, 2<sup>nd</sup> Floor, New Delhi-110008 was appointed on 05.08.2014 as the Scrutinizer by the Board of Directors of the AMD Industries Limited for the purpose of e-voting process on the Agenda items to be transacted at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Friday, 23<sup>rd</sup> September, 2013 at 10:30 AM at Rediance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi-110030.
2. I submit my report as under:-
  - (a) The cut off date (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Thursday, 14<sup>th</sup> August, 2014.
  - (b) The e-voting period began from 18<sup>th</sup> September, 2014 at 09:00 AM to 20<sup>th</sup> September, 2014 at 06:00 PM. The votes received electronically from the shareholders till 20<sup>th</sup> September, 2014 upto 06:00 PM being the last date and time fixed by the Company for the purpose of e-voting was considered for my scrutiny.
  - (c) As prescribed in clause (v) of the sub rule 3 of the Rule 20, the Company has released an advertisement, which was published more than 5 days in advance from the date of the beginning of the e-voting period in English in Business Standard-Delhi Newspaper on dated 9<sup>th</sup> September, 2014 and in Hindi in Business Standard-Delhi dated 9<sup>th</sup> September, 2014. The notice published in the newspaper carried the required information as specified in sub Rule 3(v)(a) to (g) of the said Rule 20.
  - (d) At the time of unblocking of results on 22<sup>nd</sup> September, 2014 at 11:00 AM in the presence of Juhi Kathuria and Mohit Aggarwal who are not the employees of the Company, and who have signed below as witness to the unblocking of votes, it has



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been found that NO votes has been cast either in favour or against on any of the resolutions as proposed in the Notice of Annual General Meeting of the Company.



Juhi Kathuria



Mohit Aggarwal

3. A Summary on e-voting is given below:

**RESOLUTION NO 1: ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2014 and the reports of the Board and the Auditor's thereon:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0

**RESOLUTION NO 2: ORDINARY RESOLUTION**

To declare dividend on Equity shares for the Financial year ended on 31<sup>st</sup> March, 2014:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0

**RESOLUTION NO 3: ORDINARY RESOLUTION**

To appoint the director in place of Mr. Ashok Gupta, who retire by rotaion and being eligible, offers himself for re-appointment:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0



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### RESOLUTION NO 4: ORDINARY RESOLUTION

To appoint M/s Suresh & Associates, Chartered Accountants, New Delhi as Statutory Auditors of the Company who holds office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0

### RESOLUTION NO 5: ORDINARY RESOLUTION

To consider and appoint Mr.Mahipal Ahluwalia as an Independent director of the Company for the period of Five years:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0

### RESOLUTION NO 6: ORDINARY RESOLUTION

To consider and appoint Mr. Prabhat Krishna as an Independent director of the Company for the period of Five years:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0



**RESOLUTION NO 7: ORDINARY RESOLUTION**

To consider and appoint Ms. Shubha Singh as an Independent director of the Company for the period of Two years:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0

**RESOLUTION NO 8: SPECIAL RESOLUTION**

To consider and appoint Mr. Ashok Gupta, who is liable to retire by rotation and to fix his remuneration and appointment as a whole time director w.e.f. 01.04.2014 for the period of three years:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0

**RESOLUTION NO 9: SPECIAL RESOLUTION**

To consider and appoint Mr. Adit Gupta, as a Managing Director of the Company and to fix his remuneration w.e.f. 01.04.2014 for the period of three years:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0



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**RESOLUTION NO 10: ORDINARY RESOLUTION**

To ratify the remuneration of M/s Aggarwal Ashwani K. & Associates, Cost Accountants, New Delhi for the Financial year 2014-2015:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0

**RESOLUTION NO 11: SPECIAL RESOLUTION**

To accept and adopt the Draft Regulations contained in the Articles of Association in substitution and entire exclusion of the Regulations contained in the existing Articles of Association of the Company:

Particulars	Number of shares held by them	Number of votes Cast	% of total number of valid vote cast
Voted in favour of the Resolution	0	0	0
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0

*As it is apparent from the above details, None of the shareholders of the Company has participated in the E-voting Process. Therefore, we are unable to comment on the results of the E-voting as no vote has been cast in respect of any of the Resolutions in the E-voting either in favour or against.*

Therefore, in view of the above we conclude that whether the Resolutions have been passed or not with the Requisite majority will be decided in the Annual General Meeting of the Company to be held on 26<sup>th</sup> September, 2014 after verification and scrutiny of the votes cast through Poll in respect of the above said resolutions.

Thanking You,

Yours Faithfully

For AGG & ASSOCIATES  
Company Secretaries



Amar Gopal Gambhir  
(Prop.)  
Scrutinizer  
CP: 3653 FCS: 3668



Dated: 22/09/2014  
Place: New Delhi