



A.G.G. & Associates

Company Secretaries

(Peer Reviewed Certified CS Firm)

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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 as Amended]

To,
The Chairman
AMD Industries Limited
18, Pusa Road, First Floor,
Karol Bagh,
New Delhi-110005

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date and poll on items of the notice as transacted at the 36th Annual General Meeting of the members of AMD Industries Limited held on Saturday, 28th day of September, 2019 at 10:00 A.M. at Radiance Motel, Tania Farms Complex, Chattanpur Mandir Road, Satbari Village, New Delhi -110074.

1. APPOINTMENT AS SCRUTINIZER

- I. I, Amar Gopal Gambhir, Practicing Company Secretary (Membership No 3668, CP No:3653), Proprietor of AGG & Associates, Company Secretaries having office at 21/16, 2nd floor, West Patel Nagar, New Delhi- 110008 was appointed as the Scrutinizer by:
 - a. The Board of the Directors of **AMD Industries Limited** (herein after referred to as the "Company") for the purpose of scrutinizing the Remote e-voting process under the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and
 - b. By the Chairman of the AGM on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management & Administration) Rules, 2014 as per the resolution contained in the Notice to the Board Meeting of the Company held on Tuesday, 13th day of August, 2019 at 18, Pusa Road, 1st Floor, Karol Bagh, New Delhi-110005.



II. The compliance with the requirements of the Companies Act, 2013 Act and Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice to the 36th Annual General Meeting of the Company is responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the votes cast "in favour" or "against" if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL), to provide e-voting facilities for Remote e-voting and Bigshare Services Pvt. Ltd., the Registrar and Transfer Agents of the Company at the time of poll at AGM.

2. CUT-OFF DATE

The voting rights to the shareholders of the company were reckoned on Saturday, 21st September, 2019 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

3. REMOTE E-VOTING

E-voting platform remained open from 25th September, 2019 at 9.00 A.M. (IST) to 27th September, 2019 at 5.00 P.M. (IST) and members were given an option to cast their vote electronically conveying their assent or dissent in respect of the Ordinary and/or Special Resolution, on the e-voting platform provided by NSDL.

4. VOTING AT THE AGM

4.1 After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence.

4.2 The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Bigshare Services Pvt. Ltd., the Registrar and Transfer Agent of the Company.

4.3 The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.

4.4 The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Ankit Gambhir and Ms. Neema who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Ankit Gambhir)



(Neema)



5. RESULTS:

I observed that

- a) 42 Members had cast their votes through poll conducted at the Annual General Meeting out of which 12 were considered to be Invalid.
- b) 20 Members had cast their votes through remote e-voting.

As required I submit herewith my consolidated report on the results of Remote e-voting together with that of poll as under:

RESOLUTION NO 1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2019 and Reports of Board and Auditor's thereon.

(I) Voted in favour of the Resolution

Particulars.	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	9	12753523	97.25
	Public – Institutional holders	0	0	0
	Public-Others	11	2463	0.02
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	30	357904	2.73
Total		50	13113890	100

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**



(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	0	0	0
Total		0	0	0

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0



	Public-Others	12	10	0.0001*
Total		12	10	0.0001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

RESOLUTION NO 2: ORDINARY RESOLUTION

To appoint a Director in place of Mr. Adit Gupta (DIN: 00238784) who retires by rotation and being eligible, offers himself for re-appointment.

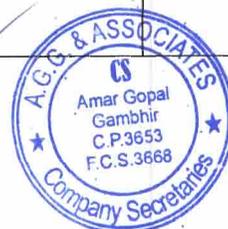
(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	9	12753523	97.26
	Public – Institutional holders	0	0	0
	Public-Others	9	1095	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	30	357904	2.72
Total		48	13112522	99.99

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0



	Public Institutional holders –	0	0	0
	Public-Others	2	1368	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public Institutional holders –	0	0	0
	Public-Others	0	0	0
Total		2	1368	0.01

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public Institutional holders –	0	0	0
	Public-Others	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public Institutional holders –	0	0	0
	Public-Others	12	10	0.0001*
Total		12	10	0.0001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**



RESOLUTION NO 3: SPECIAL RESOLUTION

Re- appointment of Mr. Mahipal Ahluwalia (DIN: 00588626) as an Independent Director.

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	9	12753523	97.26
	Public – Institutional holders	0	0	0
	Public-Others	9	1095	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	30	357904	2.72
Total		48	13112522	99.99

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	2	1368	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0



	Public Institutional holders –	0	0	0
	Public-Others	0	0	0
Total		2	1368	0.01

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public Institutional holders –	0	0	0
	Public-Others	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public Institutional holders –	0	0	0
	Public-Others	12	10	0.0001*
Total		12	10	0.0001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**



RESOLUTION NO 4: SPECIAL RESOLUTION

Re-appointment of Mr. Prabhat Krishna (DIN: 02569624) as an Independent Director.

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	9	12753523	97.26
	Public – Institutional holders	0	0	0
	Public-Others	9	1095	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	30	357904	2.72
Total		48	13112522	99.99

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	2	1368	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0



	Public Institutional holders	0	0	0
	Public-Others	0	0	0
Total		2	1368	0.01

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public Institutional holders	0	0	0
	Public-Others	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public Institutional holders	0	0	0
	Public-Others	12	10	0.0001*
Total		12	10	0.0001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

RESOLUTION NO 5: SPECIAL RESOLUTION

Re-appointment of Mr. Ashok Gupta (DIN: 00031630) as Whole Time Director.

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	9	12753523	97.26



	Public – Institutional holders	0	0	0
	Public-Others	9	1095	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	30	357904	2.72
Total		48	13112522	99.99

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	2	1368	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	0	0	0
Total		2	1368	0.01

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**



(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	12	10	0.0001*
Total		12	10	0.0001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

RESOLUTION NO 6: SPECIAL RESOLUTION

Re-appointment of Mr. Adit Gupta (DIN: 00238784) as Managing Director.

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	9	12753523	97.26
	Public – Institutional holders	0	0	0
	Public-Others	10	1195	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0



	Public – Institutional holders	0	0	0
	Public-Others	30	357904	2.72
Total		49	13112622	99.99

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

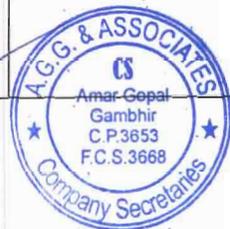
(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	1	1268	0.01
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	0	0	0
Total		1	1268	0.01

***Note: Percentage of Votes are calculated on the basis of total no. of Valid Votes cast (i.e. favour and against)**

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0



	Public-Others	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	Public – Institutional holders	0	0	0
	Public-Others	12	10	0.0001*
Total		12	10	0.0001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

3. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You
Yours Faithfully,

FOR A.G.G. & ASSOCIATES
Company Secretaries




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AMAR GOPAL GAMBHIR (Prop)
(Scrutinizer)
Practicing Company Secretary
CP: 3653 Membership No: FCS 3668

Dated: 30-09-2019
Place: NEW DELHI