

# A.G.G. & Associates

Company Secretaries

(Peer Reviewed Certified CS Firm)

21/16, 2nd Floor, West Patel Nagar, New Delhi-110008.

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## SCRUTINIZER'S REPORT

To,

THE CHAIRMAN  
AMD INDUSTRIES LIMITED  
18, PUSA ROAD, 1<sup>st</sup> FLOOR,  
KAROL BAGH,  
NEW DELHI-110005

**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 34<sup>th</sup> Annual General Meeting of the members of AMD Industries Limited held on Thursday, 28<sup>th</sup> September, 2017 at 10:00 AM at Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi-110030.**

Dear Sir,

### 1. APPOINTMENT AS SCRUTINIZER

I, Amar Gopal Gambhir, Practicing Company Secretary (Membership No 3668, CP No: 3653), Proprietor of AGG & Associates, Company Secretaries having office at 21/16, 2<sup>nd</sup> 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

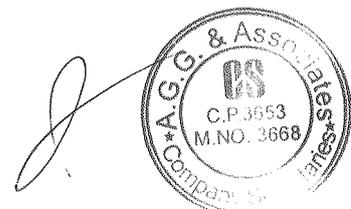
b. By the Chairman of the AGM on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management & Administration) Rules, 2014 on the resolutions contained in the notice to the 34<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, 28<sup>th</sup> September, 2017 at 10:00 AM at Radiance Motel, Tania Farms, Chattarpur Mandir Road, Chattarpur, New Delhi-110030.

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 34<sup>th</sup> 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

For AMD Industries Ltd.

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Ashok Gupta  
Chairman



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 Central Depository Services (India) Limited (CDSL), 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 Thursday, 21<sup>st</sup> September, 2017 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 25<sup>th</sup> September, 2017 at 09.00 A.M. (IST) to 27<sup>th</sup> September 2017 at 05.00 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 Ms. Swati Singh and Ms. Ritu Das who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



-----  
Swati Singh



-----  
Ritu Das

## **5. RESULTS:**

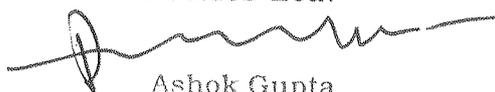
I observed that

- a) 38 Members had cast their votes through poll conducted at the Annual General meeting.
- b) 19 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:

For AMD Industries Ltd.

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Ashok Gupta  
Chairman

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 Central Depository Services (India) Limited (CDSL), to provide e-voting facilities for Remote

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



Swati Singh



Ritu Das

## 5. RESULTS:

I observed that

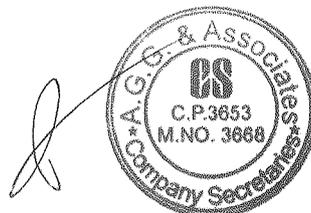
- a) 38 Members had cast their votes through poll conducted at the Annual General meeting.
- b) 19 Members had cast their votes through remote e-voting.

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

For AMD Industries Ltd.



Ashok Gupta  
Chairman



## RESOLUTION NO 1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2017 and the reports of the Board and the auditors 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	4	11452170	86.59%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public-Others</b>	15	1502	0.01%
Poll at the AGM	Promoter and Promoter Group	2	1297545	9.81%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public-Others</b>	30	474603	3.59%
Total		51	13225820	100%

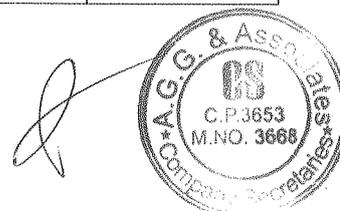
### (II) Voted against the Resolution

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

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For AMD Industries Ltd.

  
Ashok Gupta  
Chairman



	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	0	0	0
Total		0	0	0

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	0	0	0
Poll at the AGM	Promoter and Promoter Group	1	168834	1.26%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	5	254	0.018%
Total		6	169088	1.278%

**\*Note: Percentage Of Invalid Votes Are Calculated On The Basis Of Total No. Of Votes Cast (i.e. Favour And Invalid)**

For AMD Industries Ltd.

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Ashok Gupta  
Chairman



## 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	4	11452170	86.59%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	15	1502	0.01%
Poll at the AGM	Promoter and Promoter Group	2	1297545	9.81%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	30	474603	3.59%
Total		51	13225820	100%

### (II) Voted against the Resolution

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

For AMD Industries Ltd.

  
Ashok Gupta  
Chairman



	<b>Institutional holders</b>			
	<b>Public-Others</b>	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public-Others</b>	0	0	0
Total		0	0	0

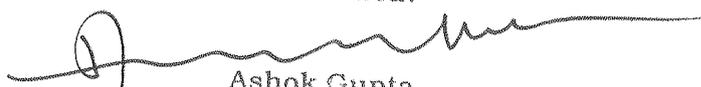
(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public-Others</b>	0	0	0
Poll at the AGM	Promoter and Promoter Group	1	168834	1.26%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public-Others</b>	5	254	0.018%
Total		6	169088	1.278%

**\*Note: Percentage Of Invalid Votes Are Calculated On The Basis Of Total No. Of Votes Cast (i.e. Favour And Invalid)**

For AMD Industries Ltd.

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Ashok Gupta  
Chairman



### RESOLUTION NO 3: ORDINARY RESOLUTION

To appoint M/s Goyal Nagpal & Co., Chartered Accountants, New Delhi (FRN-018289C) as Statutory Auditors of the Company and to fix their remuneration:

#### (I) Voted in favour of the Resolution

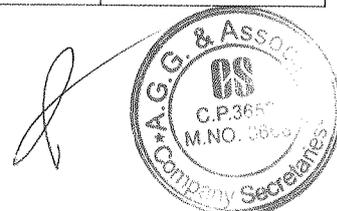
Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	4	11452170	86.59%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	15	1502	0.01%
Poll at the AGM	Promoter and Promoter Group	2	1297545	9.81%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	30	474603	3.59%
Total		51	13225820	100%

#### (II) Voted against the Resolution

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

For AMD Industries Ltd.

  
Ashok Gupta  
Chairman



	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	0	0	0
Total		0	0	0

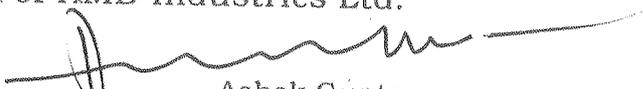
(III) Invalid Votes

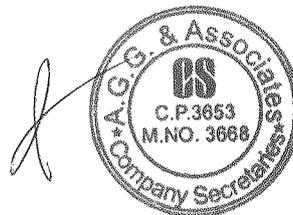
Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	0	0	0
Poll at the AGM	Promoter and Promoter Group	1	168834	1.26%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	5	254	0.018%
Total		6	169088	1.278%

*\*Note: Percentage Of Invalid Votes Are Calculated On The Basis Of Total No. Of Votes Cast (i.e. Favour And Invalid)*

For AMD Industries Ltd.

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Ashok Gupta  
Chairman



## RESOLUTION NO 4: SPECIAL RESOLUTION

To consider and if thought fit, to pass with or without modifications, following Resolution as Special Resolution: To appointment of Ms. Shubha Singh as Independent Director:

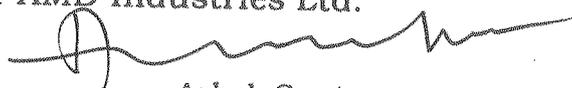
### (I) Voted in favour of the Resolution

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	4	11452170	86.59%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public-Others</b>	15	1502	0.01%
Poll at the AGM	Promoter and Promoter Group	2	1297545	9.81%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public-Others</b>	30	474603	3.59%
Total		51	13225820	100%

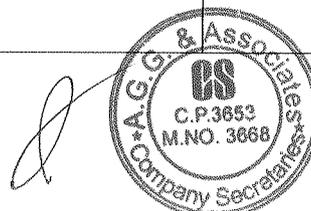
### (II) Voted against the Resolution

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

For AMD Industries Ltd.



Ashok Gupta  
Chairman



	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	0	0	0
Poll at the AGM	Promoter and Promoter Group	0	0	0
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	0	0	0
Total		0	0	0

(III) Invalid Votes

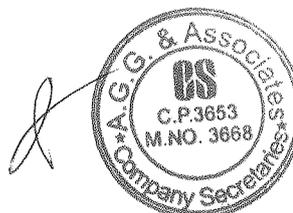
Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast
E-Voting	Promoter and Promoter Group	0	0	0
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	0	0	0
Poll at the AGM	Promoter and Promoter Group	1	168834	1.26%
	<b>Public – Institutional holders</b>	0	0	0
	<b>Public- Others</b>	5	254	0.018%
Total		6	169088	1.278%

**\*Note: Percentage Of Invalid Votes Are Calculated On The Basis Of Total No. Of Votes Cast (i.e. Favour And Invalid)**

For AMD Industries Ltd.

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Chairman

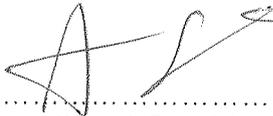


6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. 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

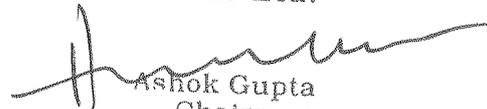
**FOR AGG & ASSOCIATES**  
**Company Secretaries**



.....  
**Amar Gopal Gambhir (Prop.)**  
**(Scrutinizer)**  
**Practising Company Secretary**  
**CP: 3653**  
**Membership No FCS: 3668**

**Dated: 29.09.2017**  
**Place: New Delhi**

For AMD Industries Ltd.



**Ashok Gupta**  
**Chairman**

**AMD INDUSTRIES LIMITED**

Date of the AGM/EGM	28-09-2017
Total number of shareholders on record date	10087
No. of shareholders present in the meeting either in person or through proxy:	108
Promoters and promoter Group:	5
Public:	103
No. of shareholders attended the meeting through Video Conferencing:	NOT ARRANGES
Promoters and promoter Group:	
Public:	

Resolution/Agenda wise details of voting (including votes cast by physical ballots and evoting process) are as under:

Resolution 1 :Adoption of Financial Statements, Board's Report and Auditor's Report

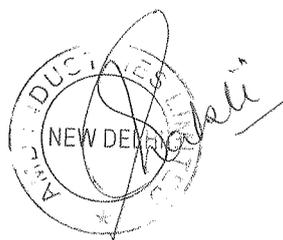
Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. 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 & Promoter Group	E-VOTING	12749715	11452170	89.82	11452170	0	100.00	0.00
	POLL	12749715	1297545	10.18	1297545	0	100.00	0.00
	POSTAL BALLOT		0		0	0	0.00	0.00
	TOTAL	12749715	12749715	100.00	12749715	0	100.00	0.00
Public - Institutions	E-VOTING	5081	0	0.00	0	0	0.00	0.00
	POLL	5081	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5081	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6411953	1502	0.02	1502	0	100.00	0.00
	POLL	6411953	474603	7.40	474603	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6411953	476105	7.43	476105	0	100.00	0.00
<b>TOTAL</b>		<b>19166749</b>	<b>13225820</b>	<b>69.00</b>	<b>13225820</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution 2 :Appointment of Mr. Adit Gupta as a Director, retires by rotation

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. 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 & Promoter Group	E-VOTING	12749715	11452170	89.82	11452170	0	100.00	0.00
	POLL	12749715	1297545	10.18	1297545	0	100.00	0.00
	POSTAL BALLOT		0		0	0	0.00	0.00
	TOTAL	12749715	12749715	100.00	12749715	0	100.00	0.00
Public - Institutions	E-VOTING	5081	0	0.00	0	0	0.00	0.00
	POLL	5081	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5081	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6411953	1502	0.02	1502	0	100.00	0.00
	POLL	6411953	474603	7.40	474603	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6411953	476105	7.43	476105	0	100.00	0.00
<b>TOTAL</b>		<b>19166749</b>	<b>13225820</b>	<b>69.00</b>	<b>13225820</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Resolution 3 : Appointment & Fixation of Remuneration of Statutory Auditors

Resolution required : (Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. 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 & Promoter Group	E-VOTING	12749715	11452170	89.82	11452170	0	100.00	0.00
	POLL	12749715	1297545	10.18	1297545	0	100.00	0.00
	POSTAL BALLOT		0		0	0	0.00	0.00
	TOTAL	12749715	12749715	100.00	12749715	0	100.00	0.00
Public - Institutions	E-VOTING	5081	0	0.00	0	0	0.00	0.00
	POLL	5081	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5081	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6411953	1502	0.02	1502	0	100.00	0.00
	POLL	6411953	474603	7.40	474603	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6411953	476105	7.43	476105	0	100.00	0.00
TOTAL		19166749	13225820	69.00	13225820	0	100.00	0.00

Resolution 4 : Ratification of appointment of Ms. Shubha Singh as Independent Director.

Resolution required : (Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. 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 & Promoter Group	E-VOTING	12749715	11452170	89.82	11452170	0	100.00	0.00
	POLL	12749715	1297545	10.18	1297545	0	100.00	0.00
	POSTAL BALLOT		0		0	0	0.00	0.00
	TOTAL	12749715	12749715	100.00	12749715	0	100.00	0.00
Public - Institutions	E-VOTING	5081	0	0.00	0	0	0.00	0.00
	POLL	5081	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5081	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6411953	1502	0.02	1502	0	100.00	0.00
	POLL	6411953	474603	7.40	474603	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	6411953	476105	7.43	476105	0	100.00	0.00
TOTAL		19166749	13225820	69.00	13225820	0	100.00	0.00

