

**COMPANY SECRETARIES**

Page 1 of 10

**FORM No. MGT-13**

**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
THE CHAIRMAN  
AMD INDUSTRIES LIMITED

31<sup>st</sup> Annual General Meeting of the Equity shareholders of AMD Industries Limited  
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

Dear Sir,

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 of the AMD Industries Limited for the purpose of the Poll taken on the below mentioned resolution(s) at the 31<sup>st</sup> Annual General Meeting of the Company 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.

I submit my report as under:-

1. After the time fixed for closing of the poll by the Chairman, **2 (Two)** ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company /and the **BIGSHARE SERVICES PVT. LTD.** Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The result of the Poll is as under:



**RESOLUTION NO 1: ORDINARY RESOLUTION**

(a) 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 auditors thereon:

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	957

**RESOLUTION NO 2: ORDINARY RESOLUTION**

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

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100



**COMPANY SECRETARIES**

Page 3 of 10

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	957

**RESOLUTION NO 3: ORDINARY RESOLUTION**

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

(i) Voted in **favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



**COMPANY SECRETARIES**

Page 4 of 10

(iii) Invalid votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	957

**RESOLUTION NO 4: ORDINARY RESOLUTION**

(d) 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:

(i) Voted in **favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(iii) 0	0	0
(iv)		

(iii) Invalid votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	957



**RESOLUTION NO 5: ORDINARY RESOLUTION**

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

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes

Total Number of members in person or by proxy)whose votes were declared invalid	Total Number of votes cast by them
11	957

**RESOLUTION NO 6: ORDINARY RESOLUTION**

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

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100



(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes

Total Number of members in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	957

**RESOLUTION NO 7: ORDINARY RESOLUTION**

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

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



**COMPANY SECRETARIES**

Page 7 of 10

(iii) **Invalid votes**

Total Number of members in person or by proxy)whose votes were declared invalid	Total Number of votes cast by them
11	957

**RESOLUTION NO 8: SPECIAL RESOLUTION**

(h) 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:

(i) Voted in **favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(iii) 0	0	0
(iv)		

(iii) **Invalid votes**

Total Number of members in person or by proxy)whose votes were declared invalid	Total Number of votes cast by them
11	957



**COMPANY SECRETARIES**

Page 8 of 10

**RESOLUTION NO 9: SPECIAL RESOLUTION**

- (i) 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:

- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(ii) 39	13530970	100
(iii)		

- (ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(iv) 0	0	0
(iii)		

- (iii) Invalid votes

Total Number of members in person or by proxy)whose votes were declared invalid	Total Number of votes cast by them
11	957

**RESOLUTION NO 10: ORDINARY RESOLUTION**

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



**COMPANY SECRETARIES**

Page 9 of 10

(i) Voted in **favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes

Total Number of members in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	957

**RESOLUTION NO 11: SPECIAL RESOLUTION**

(k) 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:

(i) Voted in **favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	13530970	100



**COMPANY SECRETARIES**

Page 10 of 10

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes**

Total Number of members in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	957

4. 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.
5. 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**  
**CP: 3653 FCS: 3668**



Dated: 26.09.2014  
Place: New Delhi