

**MINUTES OF THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF AMIT SECURITIES LIMITED HELD ON WEDNESDAY THE 24<sup>th</sup> DAY OF SEPTEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 1<sup>ST</sup> FLOOR< SWDESHI MARKET, 316, KALBADEVI ROAD, MUMBAI (MS) 400002 AT 12.00 NOON.**

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**PRESENT:**

SHRI HEMANT SHARMA - ON THE CHAIR, CHAIRMAN & MANAGING DIRECTOR  
SHRI SHIRISH AGRAWAL - DIRECTOR/CHAIRMAN OF THE AUDIT & REMUNERATION COMMITTEE

Total 21 members as per the attendance Register.

**SPECIAL INVITEE:**

CS AJIT JAIN - SCRUITNIZER

**PROCEEDING OF THE MEETING:**

**1. CHAIRMAN:**

Shri Hemant Sharma, Chairman & Managing Director occupied the Chair for the Meeting.

**2. QUORUM:**

Since the adequate quorum was present, the Chairman declared the meeting to be in order and that the proceeding of the Meeting was commenced.

The Chairman welcomed all the members and proxy holders and directors present in the meeting.

**3. NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING:**

The Chairman informed that the Notice convening the 22<sup>nd</sup> Annual General Meeting along with the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014 along with the Notes and the Report of the Board of directors and the Corporate Governance and the Auditor's Report have already been dispatched to the members by electronically mode to the members as per the records made available by the CDSL & NSDL and to other members physically by the Registrar and Share Transfer Agent of the Company. With the permission of the Members and proxies present at the Meeting the same were taken as read.

Leave of absence was granted to the Statutory Auditors for attending the Annual General Meeting.

**4. BOOKS & STATUTORY REGISTER:**

The Chairman informed that the Register of Director's shareholding and Share Transfer Book and the Register of Members alongwith other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

**5. PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:**

The Chairman informed that as per the requirement of the Companies Act, 2013 the electronic voting has already been completed on 20<sup>th</sup> Sept. 2014 and voting in the general meeting shall be conducted by way of poll therefore the members as well as proxies of the Company were requested to mark their assent or dissent on the ballot paper provided to them. He also informed that the members may ask their question on any agenda items of the company at any time during the meeting.

The Chairman also informed that the Company has appointed CS Ajit Jain, Practising Company Secretary (FCS 3933, CP 2876) as scrutinizer to scrutinize the e-voting results as well as voting through poll.

The Chairman also informed in the meeting that the businesses being placed before the meeting for consideration and vote by Poll and informed that the results of the Meeting would be announced within 2 working days and the same shall be posted at the website of the Company and BSE and CDSL.

A handwritten signature in black ink is written over a blue circular stamp. The stamp contains the text "Amit Securities Ltd" around the perimeter and "Mumbai" at the bottom.

The Chairman informed the Meeting that Scrutiniser has submitted his on the E-voting on dated 24<sup>th</sup> Sept., 2014 showing that 6 members have casted their vote by E-Voting for 45,29,355 shares and all the votes were in favour of the proposed resolutions. He also placed before the Meeting, a copy of the Scrutinisers Report as aforesaid.

Further the Chairman asked to the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman of the Audit Committee. However, no question were raised

Thereafter, Shri Nitesh Jain, has read agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

The Chairman arranged for the Poll Box, which was sealed by the Scrutiniser in his presence after showing that it is empty.

The Members and Proxies then provided opportunity to cast their votes by Poll and drop their Poll Papers provided in the Form MGT 12 and requested to ensure that if any member have casted his vote by E-voting process, they will not be entitled to cast their votes by Poll and if it is casted, the Vote given by e-voting shall be considered as final. Further that the Chairman requested member to fill the entire column in proper manner, like, name, address, LF/Client ID number of shares held, and then mark right tick on the assent or dissent as they may desire opposite to each of the proposed resolution.

The Chairman allowed 30 minutes time for polling and then the Scrutiniser ascertained that no member or proxy was left for polling. Then, the Scrutinizer locked the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

After scrutiny of the Poll Papers the Scrutinisers has submitted his report on Poll dated 26<sup>th</sup> Sept., 2014 along with the requisite papers, documents and records which were handed over to the Chairman and the Chairman accepted the Report of the Scrutiniser.

After consolidation of the Scrutiniers Report for e-voting dated 24<sup>th</sup> Sept., 2014 and Report on Poll Dated 26<sup>th</sup> Sept., 2014 the Chairman declared the following results:

The Chairman declared the following results for the 22<sup>nd</sup> Annual General Meeting on 20<sup>th</sup> Sept., 2014 and also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 24<sup>th</sup> Sept., 2014 as under for all the purposes.

**I: ORDINARY BUSINESS BY ORDINARY RESOLUTION:**

**ITEM NO.1: APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2014:**

**RESOLVED THAT** the Balance Sheet as on 31<sup>st</sup> March, 2014, Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2014 along with the Directors' and Auditors' Report thereon and the Report of the Board of Directors on Corporate Governance as circulated to the members and submitted to the Meeting be and are hereby received, considered, and adopted.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2 )/ (1)]*10	No. of Votes in favour (4)	No. of Vote s agai nst (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5 )/ (2)]*10 0





			0				
Promoter & Promoter Group	44,97,300	44,97,300	100.00	44,97,300	0	100.00	0
Public Institutional Holders	0	0	0.00	0	0	0	0
Public- Others	26,02,700	2,33,196	8.96	2,33,196	0	100.00	0
<b>Total</b>	<b>71,00,000</b>	<b>47,30,496</b>		<b>47,30,496</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The Resolution was declared as passed unanimously by Ordinary Resolution.

**ITEM NO.2: RE-APPOINTMENT OF AUDITORS M/S M.MEHTA & CO., CHARTERED ACCOUNTANTS:**

“RESOLVED THAT subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s M. Mehta & Co., Chartered Accountants (ICAI Firm Registration No. 000957C), the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.”

The Results of the Voting were as under:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	44,97,300	44,97,300	100.00	44,97,300	0	100.00	0
Public Institutional Holders	0	0	0.00	0	0	0	0
Public- Others	26,02,700	2,33,196	8.96	2,33,196	0	100.00	0
<b>Total</b>	<b>71,00,000</b>	<b>47,30,496</b>		<b>47,30,496</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The Resolution was declared as passed unanimously by Ordinary Resolution.

**II: SPECIAL BUSINESS BY ORDINARY RESOLUTION:**

**ITEM NO.3: RE-APPOINTMENT OF SHRI VINEET GUPTA (DIN 00215594) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Vineet Gupta (DIN- 00215594), who was holding positions of the Independent Directors and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies



Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

The Results of the Voting were as under:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	44,97,300	44,97,300	100.00	44,97,300	0	100.00	0
Public Institutional Holders	0	0	0.00	0	0	0	0
Public-Others	26,02,700	2,33,196	8.96	2,33,196	0	100.00	0
<b>Total</b>	<b>71,00,000</b>	<b>47,30,496</b>		<b>47,30,496</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The Resolution was declared as passed unanimously by Ordinary Resolution.

**ITEM NO.4: RE-APPOINTMENT OF SHRI SHIRISH AGRAWAL (DIN 00216423) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Shirish Agrawal (DIN- 00216423), who was holding positions of the Independent Directors and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

The Results of the Voting were as under:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	44,97,300	44,97,300	100.00	44,97,300	0	100.00	0
Public Institutional Holders	0	0	0.00	0	0	0	0
Public-Others	26,02,700	2,33,196	8.96	2,33,196	0	100.00	0
<b>Total</b>	<b>71,00,000</b>	<b>47,30,496</b>		<b>47,30,496</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The Resolution was declared as passed unanimously by Ordinary Resolution.





**ITEM NO.5: RE-APPOINTMENT OF SHRI ANOOP VASUDEO AGRAWAL (DIN 06460053) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Anoop Vasudeo Agrawal (DIN- 06460053), who was holding positions of the Independent Directors and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.”

The Results of the Voting were as under:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	44,97,300	44,97,300	100.00	44,97,300	0	100.00	0
Public Institutional Holders	0	0	0.00	0	0	0	0
Public-Others	26,02,700	2,33,196	8.96	2,33,196	0	100.00	0
<b>Total</b>	<b>71,00,000</b>	<b>47,30,496</b>		<b>47,30,496</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The Resolution was declared as passed unanimously by Ordinary Resolution.

**6. VOTE OF THANKS:**

There being no other business the Meeting concluded with a vote of thanks to the Chair.

The Chairman said that I have great pleasure in conveying my sincere thanks to the Directors and members present at this meeting for their presence and cooperation for the orderly conduct of the meeting

Place: Indore  
Date: 4<sup>th</sup> Oct., 2014

