

HELD AT ON TIME

MINUTES OF THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF AMIT SECURITIES LIMITED HELD ON MONDAY THE 21ST DAY OF SEPTEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT 1ST FLOOR SWADESHI MARKET, 316, KALBADEVI ROAD, MUMBAI (M.H) 400002 AT 12:00 NOON AND CONCLUDED AT 1:30 P.M

PRESENT:

Shri Hemant Sharma	Chairman & MD (On the chair)
Shri Shirish Agrawal	Director and Chairman of Audit, Nomination committee, remuneration committee, Stakeholder relationship committee and risk management committee
Shri Vineet Gupta	Independent Director
Shri Anoop V. Agrawal	Independent Director
Smt Uma Prajesh Halen	Independent Director

Total 22 Members were present in person and no proxy was there as per the attendance Register.

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

SPECIAL INVITEE:

CS Ajit Jain	Scrutinizer
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PROCEEDING OF THE MEETING:**CHAIRMAN:**

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

1. QUORUM:

It was considered that as on the cutoff date 14th Sept., 2015 the Company was having 1,351 members therefore, it is required minimum quorum of 15 members, 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 directors present in the meeting.

Since all the activities with respect to compliance of the Act and Standards with respect to calling, convening and conducting the Meeting are in order the chairman confirmed the validity of the same and proceeded further;

2. NOTICE OF THE 23RD ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 23rd Annual General Meeting along with the Financial Statements containing the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2015 along with the Notes and the Report of the Boards', the Corporate Governance, the Auditor's

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and Secretarial Auditor's Report have already been dispatched to the members by electronic mode 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.

3. BOOKS & STATUTORY REGISTER:

The Chairman informed that the Register of Director's shareholding and Share Transfer Book and the Register of Members along with 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.

4. PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Chairman informed that as per requirement of the Companies Act, 2013 the electronic voting was commenced on 9.00 AM of 18th Sept., 2015 had already been completed at 5.00 P.M. on 20th Sept., 2015 and voting in the general meeting shall be conducted by way of poll therefore the members 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 questions 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, Practicing Company Secretary (FCS 3933, CP 2876) as scrutinizer to scrutinize the e-voting results as well as voting through poll.

The Chairman placed before the meeting businesses for consideration and informed that the results of the Meeting would be announced within the stipulated time and the same shall be posted at the website of the Company and BSE and CDSL thereafter.

Further the Chairman asked the members of the company present at the meeting to raise queries relating to the business affairs of the Company if any, which would be replied by the Chairman of the Audit Committee. However, no questions were raised

Thereafter, Shri Nitesh Jain, read the 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 Scrutinizer in his presence after showing that it is empty.

The Members were then provided opportunity to cast their votes by Poll and drop their Poll Papers which were provided in the Form MGT-12 and then requested them to ensure that if any member have cast their vote by Remote E-voting process, they will not be entitled to cast votes by Poll again and even if it is cast, the Vote given by e-voting shall be considered as final and the later be treated as null and void. Further that the Chairman requested members to fill the entire column in proper manner, like, name, address,

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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 provided 15 minutes time for polling and then the Scrutinizer ascertained that no member was left for polling. Then, the Scrutinizer locked the Poll Box in presence of the two witnesses Ms Simran Ajmani and Ms. Radhika Dave and collected the Poll Box for scrutiny of the Poll Papers.

After that the Chairman asked the Scrutinizer about the time needed to scrutinize the ballot papers and for preparation of the consolidated Voting report including the results of Remote e voting.

The scrutinizer immediately after the conclusion of voting at the general meeting, first counted the votes cast at the meeting & thereafter unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the company and said that consolidated scrutinizer's report would be made available for the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The Chairman informed all the members of the Company that the results of the Poll and E-Voting along with the report of the scrutinizer will be announced within the stipulated time and the results of the voting shall be declared by the Chairman upon receipt of the Scrutinizers Report and the same shall be placed at the Company's, BSE and CDSL Website.

The Chairman received the Scrutinizers Report in the Form MGT-13 and Consolidated and Report on E-voting on 22nd Sept., 2015 about 6.00 P.M. The Chairman declared the following results for the 23rd Annual General Meeting on 22nd Sept., 2015 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. 21st Sept., 2015, as under for all the purposes.

I: ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2015:

RESOLVED THAT the Financial statements containing the Balance Sheet as at 31st March, 2015, Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2015 along with the Boards' 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:


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Promoter/Public	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	44,97,300	24,21,600	53.84%	24,21,600	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	26,02,700	30,555	1.17%	30,555	0	100%	0
Total(A)	71,00,000	24,52,155		24,52,155	0	100%	0
Mode of Voting: (Poll)							
Promoter & Promoter Group	44,97,300	20,75,700	46.15%	20,75,700	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	26,02,700	312	0.01%	312	0	100%	0
Total(B)	71,00,000	20,76,012		20,76,012	0	100%	0
Result (A+B)	71,00,000	45,28,167		45,28,167	0	100%	0

The Resolution was declared as passed unanimously by Ordinary Resolution.

ITEM NO.2: APPOINTMENT OF DIRECTOR SHRI HEMANT SHARMA (DIN 06558353) WHO WAS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE OFFERED HIMSELF FOR RE-APPOINTMENT:

RESOLVED THAT Shri Hemant Sharma (DIN 06558353) Managing Director who retires by rotation and eligible for reappointment be and is hereby re-appointed as Director of the company.

The Results of the Voting were as under:

Promoter/Public	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	44,97,300	24,21,600	53.84%	24,21,600	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0

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Public-Others	26,02,700	30,555	1.17%	30,555	0	100%	0
Total(A)	71,00,000	24,52,155		24,52,155	0	100%	0
Mode of Voting: (Poll)							
Promoter & Promoter Group	44,97,300	20,75,700	46.15%	20,75,700	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	26,02,700	312	0.01%	312	0	100%	0
Total(B)	71,00,000	20,76,012		20,76,012	0	100%	0
Result (A+B)	71,00,000	45,28,167		45,28,167	0	100%	0

The Resolution was declared as passed unanimously by Ordinary Resolution.

**ITEM NO.3: RATIFICATION OF 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, (Firm Registration Number 000957C) who were appointed as Auditors of the company for a term of 3 years to hold the office from the conclusion of the 22nd annual General Meeting to the conclusion of the 25th Annual General Meeting to be held in the year 2017 is ratified by the members of the company as the auditors for the year 2015-16 on such remuneration as may be fixed by the Board of Directors of the Company.

The Results of the Voting were as under:

Promoter/Public	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	44,97,300	24,21,600	53.84%	24,21,600	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	26,02,700	30,555	1.17%	30,555	0	100%	0
Total(A)	71,00,000	24,52,155		24,52,155	0	100%	0
Mode of Voting: (Poll)							
Promoter & Promoter Group	44,97,300	20,75,700	46.15%	20,75,700	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0

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Public-Others	26,02,700	312	0.01%	312	0	100%	0
Total(B)	71,00,000	20,76,012		20,76,012	0	100%	0
Result (A+B)	71,00,000	45,28,167		45,28,167	0	100%	0

The Resolution was declared as passed unanimously by Ordinary Resolution.

II: SPECIAL BUSINESS:

ITEM NO.4: Appointment of Smt. Uma Prajesh K. Halen (DIN 07208620) as an Independent Women Director u/s 160 for a term of 5 years upto 15th June, 2020:

RESOLVED THAT pursuant to provisions of sections 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 as may be amended from time to time Smt. Uma Prajeshkumar Halen (DIN 07208620), and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013, who was appointed by the Board w.e.f. 16th June, 2015 as an additional director in the category of Women and Independent Director and is eligible for appointment be and is hereby appointed as a Women and Independent Director of the company to hold office for a term of five consecutive years up to 15th June, 2020 and she will not be liable to retire by rotation.

The Results of the Voting were as under:

Promoter/Public	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	44,97,300	24,21,600	53.84%	24,21,600	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	26,02,700	30,555	1.17%	30,555	0	100%	0
Total(A)	71,00,000	24,52,155		24,52,155	0	100%	0
Mode of Voting: (Poll)							
Promoter & Promoter Group	44,97,300	20,75,700	46.15%	20,75,700	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	26,02,700	312	0.01%	312	0	100%	0
Total(B)	71,00,000	20,76,012		20,76,012	0	100%	0

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Result (A+B)	71,00,000	45,28,167		45,28,167	0	100%	0
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The Resolution was declared as passed unanimously by Ordinary Resolution.

ITEM NO.5: Re-appointment of Shri Hemant Sharma (DIN 06558353) as a Managing Director for a term of 3 years upto 31st May, 2019 by way of Special Resolution:

RESOLVED THAT as recommended by Nomination and remuneration committee of the Board and pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/ agency/ board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Shri Hemant Sharma (DIN 06558353) as Managing Director of the Company for a period of 3 (Three) years with effect from 1st June, 2016 without any remuneration.

RESOLVED FURTHER THAT Mr. Hemant Sharma, Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may be considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

The Results of the Voting were as under:

Promoter/Public	No. of Shares held	No. of Votes	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes against	% in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter & Promoter Group	44,97,300	24,21,600	53.84%	24,21,600	0	100%	0

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Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	26,02,700	30,555	1.17%	30,555	0	100%	0
Total(A)	71,00,000	24,52,155		24,52,155	0	100%	0
Mode of Voting: (Poll)							
Promoter & Promoter Group	44,97,300	20,75,700	46.15%	20,75,700	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	26,02,700	312	0.01%	312	0	100%	0
Total(B)	71,00,000	20,76,012		20,76,012	0	100%	0
Result (A+B)	71,00,000	45,28,167		45,28,167	0	100%	0

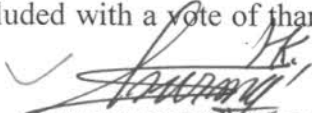
The Resolution was declared as passed by Special Resolution.

6. VOTE OF THANKS:

There being no other business the Meeting concluded with a vote of thanks to the Chair at 1.30 P.M.

Place: Indore

Date: 23rd September, 2015


HEMANT SHARMA
 CHAIRMAN
 DIN 06558353


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