



AUTOLITE (INDIA) LIMITED

Regd. Office & works : D-469, Road No. 9-A, Vishwakarma Industrial Area, JAIPUR-302013 India
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NO. AIL/SECR/2013-14/ 5929
September 14, 2013

Courier

To,
The Secretary
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400053

Dear Sir,

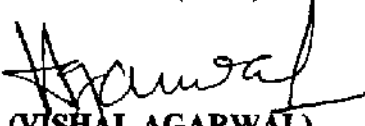
Re: Stock Code: AUTOLITIND
Sub: Proceedings of 36th Annual General Meeting

Pursuant to Clause 31(d) of the Listing Agreement, please find attached herewith proceedings of 36th Annual General Meeting held on September 14, 2013.

This is for your kind information and records, please.

Thanking you,

Yours faithfully,
For Autolite (India) Limited,


(VISHAL AGARWAL)
Company Secretary

Encl. as above

PROCEEDINGS OF THE THIRTY SIXTH AGM OF AUTOLITE (INDIA) LTD. HELD ON SEPTEMBER 14, 2013 AT THE REGISTERED OFFICE OF THE COMPANY AT 11:00 AM.

Shri Vishal Agarwal, Company Secretary welcomed the Chairman, Directors on the Board and the members present at the 36th Annual General Meetings of the Company. In terms of Articles 67 of the Articles of Association of the Company, Shri Mahipal Gupta took the chair. Apart from 5 directors and 20 members in person and 2 persons in proxy were present. Company Secretary requested the Chairman to call the meeting to order.

Quorum being present, Chairman declared the meeting open.

Chairman then called on the Company Secretary to proceed with the agenda

Company Secretary then read Annual Report containing the notice for the Annual General Meeting along with requisite annexures and the Auditors' Report in terms of Section 230 of the Companies Act, 1956.

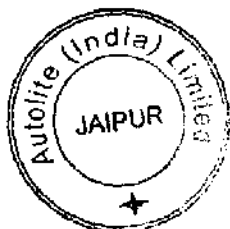
CS then proceeded with the agenda

ITEM NO. 1

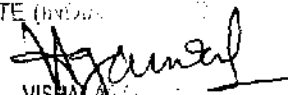
The 1st item was to receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2013 and Statement of Profit and Loss Account for the financial year ended on that date and the reports of the Directors and Auditors thereon;

Before the item was put to vote, the Chairman invited queries from the members. There being no queries, the following resolution to be passed as **Ordinary Resolution** was put for consideration of members:

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For AUTOLITE (India) Ltd.


VISHAL AGARWAL
COMPANY SECRETARY

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“RESOLVED THAT the audited Balance-sheet as at March 31, 2013, Statement of Profit & Loss Account for the year ended on that date along with the reports of the Directors and Auditors thereon be received, approved and adopted.”

Shri Inder Bhan Soni proposed the resolution

Shri Dwarka Das Kalla seconded the resolution

Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 2

The 2nd item was to appoint a Director in place of Shri Suraj Prakash Batra who retires by rotation at the 36th AGM and offers himself for re-appointment.

Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

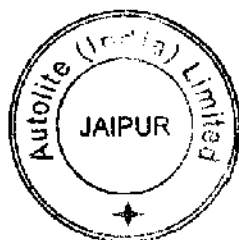
“RESOLVED THAT Shri Suraj Prakash Batra, Director, who retires by rotation at this Annual General Meeting and offers himself for re-appointment, be and is hereby re-appointed as a Director of the company, liable to retire by rotation.”

Shri Chand Mal Mehta proposed the resolution

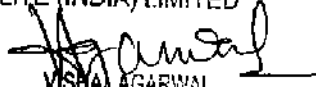
Shri Vijesh Kumar Verma seconded the resolution

Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

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ITEM NO. 3

The 3rd item was to appoint a Director in place of Shri Kuldeep Kumar Gupta, Director, who retires by rotation at the 36th AGM and offers himself for re-appointment.

Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

“RESOLVED THAT Shri Kuldeep Kumar Gupta, Director, who retires by rotation at this Annual General Meeting and offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Shri Pawan Kumar Agarwal proposed the resolution

Shri A. K. Karmakar seconded the resolution

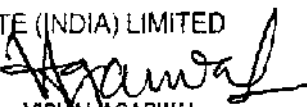
Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 4

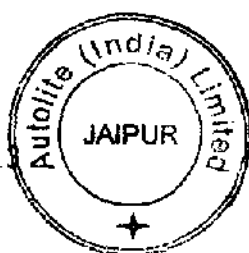
The 4th item was to appoint Auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and fix their remuneration.

Company Secretary placed the following resolution to be passed as **Ordinary Resolution** for the consideration of members:

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“RESOLVED THAT M/s H.C. Garg & Co., Chartered Accountants bearing FRN – 000152C, at Jaipur, be and are hereby appointed as the Auditors of the Company in terms of Section 224 (1) of the Companies Act, 1956 at a remuneration to be decided by the Audit Committee of the Board of Directors of the Company.”

Shri Roshan Lal Sharma proposed the resolution

Shri Chandra Hass Parashar seconded the resolution

Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

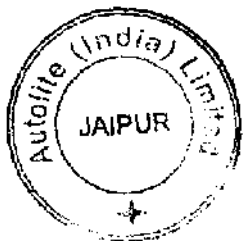
ITEM NO. 5

The 5th item was to grant approval to the Board of Directors to apply for de- listing of equity shares of the Company from Jaipur and Madras Stock Exchange subject to compliance of the provisions of the Listing Agreement and any other conditions prescribed in this regard.

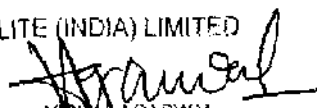
Company Secretary placed the following resolution to be passed as **Special Resolution** for the consideration of members:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the Rules framed thereunder, Listing Agreement with Stock Exchanges, Securities and Exchange Board of India (Delisting of Equity Shares) Guidelines, 2009, as amended from time to time, (hereinafter referred to as the “Delisting Guidelines”) and all other applicable laws, rules, regulations and guidelines and subject to such conditions and modifications, as may be prescribed or imposed by any authority while granting such approvals, consent, permission or sanction, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the

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Board", which term shall be deemed to include Managing Director or any Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company, be and is hereby accorded to the Board for voluntary de-listing of the equity shares of the Company from all or any of the Stock Exchanges: Jaipur Stock Exchange Limited, Jaipur, and Madras Stock Exchange Ltd., Chennai as the Board may decide."

Shri Bhagirath Mal Saini proposed the resolution

Shri Dinesh Sharma seconded the resolution

Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 6

The 6th item was to increase the remuneration of Smt Sneha Goel, Officer – Imports.

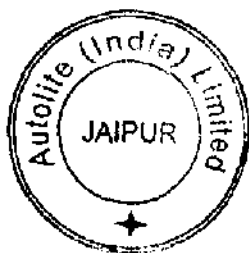
Company Secretary placed the following resolution to be passed as **Special Resolution** for the consideration of members:

"RESOLVED THAT pursuant to the provisions of Section 314(1)(b) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to increase in total Monthly remuneration of Smt. Sneha Goel, who was designated as Officer – Imports upto a limit of Rs. 100,000/- (Rupees One Lac Only) subject to periodical review by the Board of Directors."

Shri M. S. Shekhawat proposed the resolution

Shri Rajesh Kumar Verma seconded the resolution

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Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

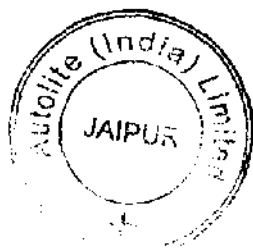
ITEM NO.7

The 7th item was to issue 11,25,000 (Eleven Lacs Twenty Five Thousand) Warrants Convertible into Equity shares of the Company, of Rs. 10/- each to the promoters on preferential basis.

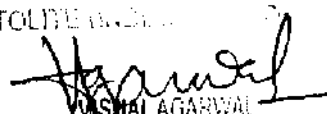
Company Secretary placed the following resolution to be passed as **Special Resolution** for the consideration of members:

“RESOLVED THAT in terms of Section 81, 81(1A) and all other applicable provisions, if, any, of the Companies Act, 1956 (the Act) (including any statutory modification(s) or re-enactment there, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the company with the Stock Exchanges where the Company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, for the time being in force, as may be applicable on preferential issue of Warrants Convertible into Equity Shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as 'the Board" which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the board by these resolution, have been delegated) and subject to such consents and approvals (including any conditions thereof, or modifications to the terms contained therein), if any, required by the appropriate authorities, including those of Stock Exchange(s), or such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 11,25,000 (Eleven Lacs Twenty

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Five Thousand) Warrants Convertible into Equity shares of the Company, of Rs. 10/- each to the promoters on preferential basis convertible into 1 (one) Equity shares of Rs. 10 (Rupees Ten Only) each fully paid-up at price of Rs. 14/- (Rupees Fourteen Only) including premium of Rs. 4/- (Rupees Four Only) determined in accordance with the SEBI Guidelines provided that promoter's shareholding does not increase by more than 5% of the equity capital in any financial year and relevant regulations laid down by SEBI will be followed while conversion of share warrants into equity shares in case promoter's shareholding exceeds 55% of the expanded capital.

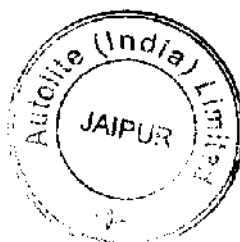
Promoter Group :

Sl. No.	Name of the Proposed Allottees	No. of Warrants proposed to be allotted	25% Amt.payable including premium at the time of allotment of warrants (In Rs.)
1.	Mahi Pal Gupta HUF	200,000	700,000
2.	Smt. Usha Gupta	225,000	787,500
3.	Shri Amit Mahipal Gupta	150,000	525,000
4.	Amit Mahipal Gupta HUF	100,000	350,000
5.	Bhawana Gupta	100,000	350,000
6.	Shri Adarsh Mahipal Gupta	150,000	525,000
7.	Adarsh Mahipal Gupta HUF	100,000	350,000
8.	Smt. Anubha Gupta	100,000	350,000
	Total	1,125,000	3,937,500

RESOLVED FURTHER THAT the pricing of the Equity shares to be allotted on conversion of the above said warrants, calculated in accordance with the SEBI Guidelines on the 'Relevant Date' in relation to the conversion of every warrants into one Equity Shares, and the relevant date is as under:

- (i) The 'Relevant Date' for the purpose of pricing of issue of the Shares in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is August 14, 2013, being the date 30 days prior to the date of passing of the Resolution.

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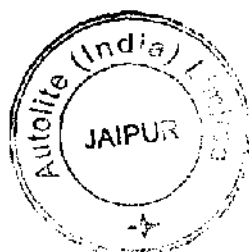
For AUTOLITE (INDIA) LIMITED

[Signature]
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- (ii) 11,25,000 (Eleven Lacs Twenty Five Thousand) Warrants of Rs. 14/- each shall be convertible into 11,25,000 (Eleven Lacs Twenty Five Thousand) Equity Shares of the face value of Rs.10 each on payment of aggregate price including premium of Rs. 4/- (Rupees Four Only).
- (iii) Exercise of offer for conversion of the warrants shall be at the sole option of the warrant holders at any time within a period of 18 months from the date of allotment of warrants in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (iv) The warrant holder (s) shall pay an amount equivalent to 25% i.e. Rs. 3.50 (Rupees Three and Paise Fifty Only) per warrant of the value of the warrant on or before the date of allotment of warrants.
- (v) The amount referred to in point (iv) above shall be adjusted against the price payable subsequently for acquiring the shares by exercising an option by the warrant holder(s).
- (vi) The warrant holder(s) shall pay on or before the date of conversion of such warrants into equity shares, the balance 75% i.e. Rs. 10.50 (Rupees Ten and paise fifty only) for each warrant.
- (vii) The amount referred in above (iv) shall be forfeited, if the option to convert the shares is not exercised by the warrant holder(s) within the stipulated time.
- (viii) The warrants issued to the Promoter Group shall be locked in for a period of three years from the date of their allotment. Provided that the lock-in on shares acquired by conversion of warrants shall be reduced to the extent the warrants have already been locked-in.
- (ix) The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority / body or the Central Govt. the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
- (x) The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the balance sheet and/or Directors' Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the

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For AUTOLITE (INDIA) LIMITED

A handwritten signature in black ink, appearing to read "Vishal Agarwal".
VISHAL AGARWAL
COMPANY SECRETARY

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unutilized monies shall also be disclosed under a separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested.

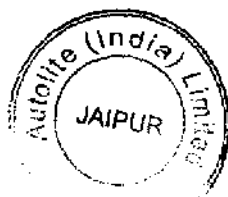
RESOLVED FURTHER THAT all the Equity Shares resulting from the exercise of the warrants, proposed to be issued and allotted as above, shall rank *pari passu* in all respects with the existing Equity Shares of the Company including as to dividends.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities such as The Government of India, SEBI, Stock Exchanges or any other authority, while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in regard to such issue and allotment and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority by this resolution.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on conversion of warrants with all the stock Exchanges where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares to be issued on conversion of warrants on preferential basis.

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VISHAL GARWAL
COMPANY SECRETARY

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RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the company or to any other Director or Directors or Company Secretary or any other officer(s) or employee(s) of the company or any advisor, as it may consider appropriate in order to give effect to this Resolution."

Shri Om Prakash Sharma proposed the resolution

Shri Inder Bhan Soni seconded the resolution

Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

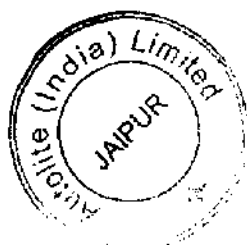
VOTE OF THANKS

It was stated by the Company Secretary that the business as per agenda has been transacted. On behalf of the Chairman and other members of the Board, Company Secretary thanked all the members for there participation in the meeting.

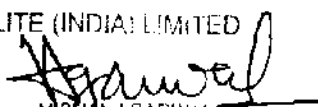
Shri Chand Mal Mehta proposed the vote of thanks to the chair.

Chairman then declared the 36th Annual General Meeting of the company closed and invited all the members and colleagues on the Board for tea & refreshment.

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COMPANY SECRETARY

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