



Excellence in Lighting

AUTOLITE (INDIA) LIMITED

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NO. AIL/SECR/SE/2010-11/1478
September 28, 2010

By Courier

O/C

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

Dear Sir,

Re: Stock Code: AUTOLITIND

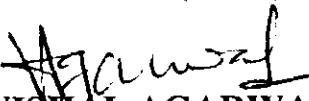
Sub: Proceedings of 33rd Annual General Meeting.

Pursuant to Clause 31(d) of the Listing Agreement, please find attached herewith proceedings of 33rd Annual General Meeting held on September 28, 2010.

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 THIRTIETH AGM OF AUTOLITE (INDIA) LTD. ON SEPTEMBER 28, 2010 HELD AT THE E-526 to 530 RIICO INDUSTRIAL AREA, SITAPURA, JAIPUR AT 11.00 A.M.

Company Secretary welcomed the Chairman, Directors on the Board and the members present at the 33rd Annual General Meeting of the Company. In terms of Article 67 of the Articles of Association of the Company, Shri Mahi Pal Gupta took the chair after being appointed as Chairman since Shri Dharam Pal Gupta resigned from the office of Director and Chairman. Apart from 6 directors and 19 members in person 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 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.

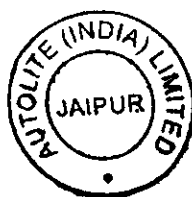
CS then proceeded with the agenda

ITEM NO. 1

The 1st item was to receive, consider, approve and adopt the audited Balance-sheet as at March 31, 2010, Profit & Loss Account for the 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 **Ordinary Resolution** was put for consideration of members:

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“RESOLVED THAT the audited Balance-sheet as at March 31, 2010, 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 Dinesh Sharma proposed the resolution

Shri Ajit 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. 2

The 2nd item was to appoint a Director in place of Shri Gauri Shankar Das who retires by rotation at the 33rd AGM, offers himself for reappointment.

Company Secretary then placed the following **Ordinary Resolution** for consideration of members:

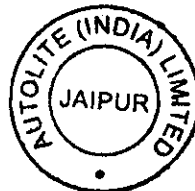
“RESOLVED THAT Shri Gauri Shankar Das, Director, who retires by rotation at this Annual General Meeting, offers himself for re-appointment, be and is hereby reappointed as a Director of the company, liable to retire by rotation.”

Shri Ratan Lal Bajaj proposed the resolution

Shri Roshan Lal 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

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and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 3

The 3rd item was to appoint a Director in place of Shri Snehil Kumar, Director, who retires by rotation at the 33rd AGM, offers himself for reappointment.

Company Secretary then placed the following **Ordinary Resolution** for consideration of members:

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

Shri Bhagirath Mal Saini proposed the resolution

Shri R.K. Mathur seconded the resolution

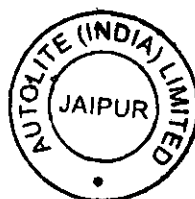
Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 4

The 4th item was to appoint a Director in place of Shri Rajendra Singh Mehta who retires by rotation at the 33rd AGM, offers himself for reappointment.

Company Secretary then placed the following **Ordinary Resolution** for consideration of members:

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

Shri Chand Mal Mehta 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. 5

The 5th item was to appoint Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

Company Secretary placed the following **Ordinary Resolution** for consideration of members:

“ 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.”

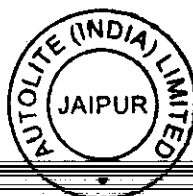
Shri Mohan Singh Shekhawat proposed the resolution

Shri Pawan Kumar Agrawal 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

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and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 6

The 6th item was to confirm the appointment of Shri Amit Mahipal Gupta as director of the Company who was appointed as Additional Director by the Board of Directors.

Company Secretary placed the **Ordinary Resolution** as set out at item no. 6 to the agenda for consideration of members:

Shri Laxman Singh 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. 7

The 7th item was to confirm the appointment of Shri Adarsh Mahipal Gupta as director of the Company who was appointed as Additional Director by the Board of Directors.

Company Secretary placed the **Ordinary Resolution** as set out at item no. 7 to the agenda for consideration of members:

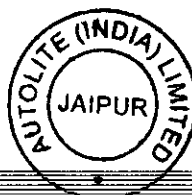
Shri Inder Bhan Soni proposed the resolution

Shri Bhagirath Mal Saini 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

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and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 8

The 8th item was to appoint Shri Mahi Pal Gupta as Managing Director for the period of five years w.e.f. January 7, 2010 in terms of the provisions of the Companies Act, 1956, subject to the approval of Central Government.

Company Secretary placed the **Ordinary Resolution** as set out at item no. 8 to the agenda for consideration of members:

Shri Naveen Gupta 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. 9

The 9th item was to appoint Shri Amit Mahipal Gupta as Whole-time Director for the period of five years w.e.f. January 7, 2010 in terms of the provisions of the Companies Act, 1956, subject to the approval of Central Government.

Company Secretary placed the **Ordinary Resolution** as set out at item no. 8 to the agenda for consideration of members:

Shri Dwarka Das Kalla proposed the resolution

Shri Ratan Lal Bajaj 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. 10

The 10th item was to appoint Shri Adarsh Mahipal Gupta as Whole-time Director for the period of five years w.e.f. January 7, 2010 in terms of the provisions of the Companies Act, 1956, subject to the approval of Central Government.

Company Secretary placed the **Ordinary Resolution** as set out at item no. 10 to the agenda for consideration of members:

Shri Inder Bhan Soni proposed the resolution

Shri Ajit 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. 11

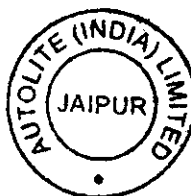
The 11th item was to accord approval to the payment of remuneration to Smt. Sneha Goel D/o Shri Mahi Pal Gupta upto the limit of Rs. 49,000/- per month.

Company Secretary placed the **Special Resolution** as set out at item no. 11 to the agenda for consideration of members:

Shri Pawan Kumar Agrawal proposed the resolution

Shri R.K. Mathur 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. 12

The 12th 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 Exchanges subject to compliance of the provisions of the Listing Agreement and any other conditions prescribed in this regard.

Company Secretary placed the **Special Resolution** as set out at item no. 12 to the agenda for consideration of members:

Shri Bhagirath Mal Saini proposed the resolution

Shri Naveen Gupta seconded the resolution

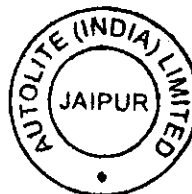
Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 13

The 13th item was to grant approval to the Board of Directors under Section 293(1)(a) of the Companies Act, 1956 to the disposal of Non-Performing Assets of the Company and to complete all the necessary formalities in connection therewith.

Company Secretary placed the **Special Resolution** as set out at item no. 13 to the agenda for consideration of members:

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Shri Inder Bhan Soni proposed the resolution

Shri Mohan Singh Shekhawat 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.

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

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

Chairman then declared the 33rd Annual General Meeting of the company closed and invited all the members and colleagues on the board for a tea & refreshment.

