



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/2011-12 / 2319
September 29, 2011

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 34th Annual General Meeting.

Pursuant to Clause 31(d) of the Listing Agreement, please find attached herewith proceedings of 34th Annual General Meeting held on September 29, 2011.

This is for your necessary reference and records.
Thanking you,

Yours faithfully,
For Autolite (India) Limited,


(VISHAL AGARWAL)
Company Secretary

Encl. as above

PROCEEDINGS OF THE THIRTY FOURTH AGM OF AUTOLITE (INDIA) LTD. HELD ON SEPTEMBER 29, 2011 AT THE REGISTERED OFFICE AT 11:00 AM.

Shri Vishal Agarwal, Company Secretary welcomed the Chairman, Directors on the Board and the members present at the 34th 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. Apart from 7 directors and 18 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.

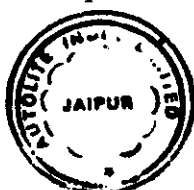
CS then proceeded with the agenda

ITEM NO. 1

The 1st item was to receive, consider, approve and adopt the audited Balance-sheet as at March 31, 2011, 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 resolution to be passed as **Ordinary Resolution** was put for consideration of members:

September 29, 2011



For AUTOLITE (INDIA) LIMITED

[Signature]
Company Secretary

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“ RESOLVED THAT the audited Balance-sheet as at March 31, 2011, 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 I.B. Soni proposed the resolution

Shri Ramesh Thanvi 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 Sooraj Prakash Batra who retires by rotation at the 34th AGM, offers himself for reappointment.

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

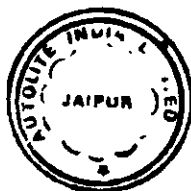
“RESOLVED THAT Shri Sooraj Prakash Batra, Director, who retires by rotation at this Annual General Meeting, offers himself for re-appointment, be and is hereby reappointed as a Director of the company, liable to retire by rotation.”

Shri Ajit Kumar Karmakar proposed the resolution

Shri Praveen Kumar Jain 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

September 29, 2011



For AUTOLITE (INDIA) LIMITED

[Signature]
Company Secretary

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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 Kuldeep Kumar Gupta, Director, who retires by rotation at the 34th AGM, offers himself for reappointment.

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

“RESOLVED THAT Shri Kuldeep Kumar Gupta, 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 Roshan Lal Sharma proposed the resolution

Shri Manish Srivastava seconded the resolution

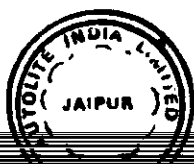
Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 4

The 4th item was to appoint Auditors from the conclusion of this Annual General Meeting until 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 consideration of members:

September 29, 2011



For AUTOLITE (INDIA) LIMITED

[Signature]
Company Secretary Page 3 of 13

“ 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 Arvind Kumar Purohit seconded the resolution

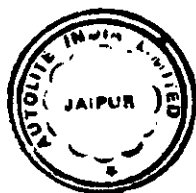
Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

ITEM NO. 5

The 5th item was to increase the remuneration of Shri Mahi Pal Gupta from Rs. 90,000/- per month to Rs. 250,000/- per month w.e.f. June 1, 2011

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

“RESOLVED THAT in continuation of earlier resolution passed on September 28, 2010 and pursuant to the provisions of Section 269 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956, Shri Mahi Pal Gupta, Managing Director be paid the remuneration w.e.f. June 1, 2011 as under:



For AUTOLITE (INDIA) LIMITED

Handwritten signature
Company Secretary

Basic Salary: Rs. 250,000/- per month

Commission on Net Profits: Two percent of Net profits of the company¹ for each financial year as computed under the provisions of Section 349 & 350 of the Companies Act, 1956.

Perquisites: In addition of above, he shall be entitled to the perquisites as mentioned below, the value whereof shall be restricted to an amount equal to 50% of Annual Basic salary.

PERQUISITES

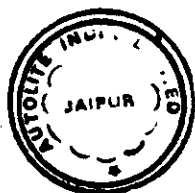
CATEGORY A:

Gas water, electricity & furnishing: The expenditure incurred by the company on gas, water, electricity & furnishing shall be valued as per Income Tax Rules, 1962. This shall however, be subject to 10% of basic salary.

Medical reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.

Leave Travel Concession: For self and his family members once in a year incurred in accordance with the rules specified by the company.

Club Fee: Fee of clubs subject to a maximum of two clubs; this shall not include life and admission membership fees.



For AUTOLITE (INDIA) LIMITED

[Signature]
Company Secretary

Personal Accident Insurance: Premium not exceeding Rs. 4,000/- per annum on any policy, if any, taken by the company or reimbursement to his in this behalf.

CATEGORY B

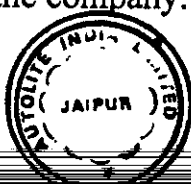
The following perquisites shall also be allowed and they will not include in the computation of the ceiling on perquisites mentioned above and as permissible under the existing law:

- i) Company's contribution to provident fund as permissible under the law.
- ii) Company's contribution towards Superannuation fund as per the rules of the company's superannuation scheme as may be applicable from time to time provided however that the company's contribution to the superannuation fund together with the contribution to provident fund shall not exceed 25% of the salary or any other higher amount that may be permissible under the law.
- iii) Gratuity in accordance with the rules of the company as applicable to the senior executives of the company but not exceeding half a month's salary for each completed year of service.
- iv) Encashment of leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.

CATEGORY C:

Provision for car with driver and telephone at residence provided that personal long distance calls on telephone and use of car for private business shall be recovered by the company. *For AUTOLITE (INDIA) LIMITED*

September 29, 2011



Agarwal
Company Secretary

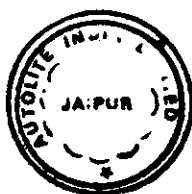
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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Shri Kuldeep Kumar Gupta, Director and / or Shri Vishal Agarwal, Company Secretary of the Company be and is hereby authorised on behalf of the Board to do all such acts, deeds, things, matters and to execute and sign such documents, papers, undertaking, deeds, declaration, application in specified form to the Central Government and to take all such steps as may be deemed necessary or desirable or to settle any question or difficulty that may arise including authority to amend, vary, modify the same as may be considered desirable or expedient by the Central Government or any such authority.

Shri Om Prakash Sharma 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.



For AUTOLITE (INDIA) LIMITED

Vishal Agarwal
Company Secretary

ITEM NO. 6

The 6th item was to sanction the payment of remuneration to Shri Amit Mahipal Gupta of Rs. 201,000/- per month w.e.f. June 1, 2011

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

“RESOLVED THAT in continuation of earlier resolution passed, on September 28, 2010 and pursuant to the provisions of Section 269 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956, Shri Amit Mahipal Gupta, Whole-time Director be paid the remuneration w.e.f. June 1, 2011 as under:

Basic Salary: Rs. 201,000/- per month

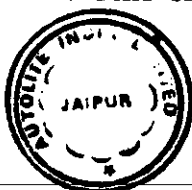
Commission on Net Profits: Two percent of Net profits of the company for each financial year as computed under the provisions of Section 349 & 350 of the Companies Act, 1956.

Perquisites: In addition of above, he shall be entitled to the perquisites as mentioned below, the value whereof shall be restricted to an amount equal to 50% of Annual Basic salary.

PERQUISITES**CATEGORY A:**

Gas water, electricity & furnishing: The expenditure incurred by the company on gas, water, electricity & furnishing shall be valued as per Income Tax Rules, 1962. This shall however, be subject to 10% of basic salary.

September 29, 2011



For AUTOLITE (INDIA) LIMITED

[Signature]
Company Secretary Page 8 of 13

Medical reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.

Leave Travel Concession: For self and his family members once in a year incurred in accordance with the rules specified by the company.

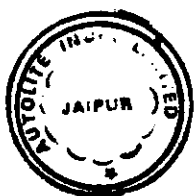
Club Fee: Fee of clubs subject to a maximum of two clubs; this shall not include life and admission membership fees.

Personal Accident Insurance: Premium not exceeding Rs. 4,000/- per annum on any policy, if any, taken by the company or reimbursement to his in this behalf.

CATEGORY B

The following perquisites shall also be allowed and they will not include in the computation of the ceiling on perquisites mentioned above and as permissible under the existing law:

- i) Company's contribution to provident fund as permissible under the law.
- ii) Company's contribution towards Superannuation fund as per the rules of the company's superannuation scheme as may be applicable from time to time provided however that the company's contribution to the superannuation fund together with the contribution to provident fund shall not exceed 25% of the salary or any other higher amount that may be permissible under the law.



For AUTOLITE (INDIA) LIMITED

[Signature]
Company Secretary

- iii) Gratuity in accordance with the rules of the company as applicable to the senior executives of the company but not exceeding half a month's salary for each completed year of service.
- iv) Encashment of leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.

CATEGORY C:

Provision for car with driver and telephone at residence provided that personal long distance calls on telephone and use of car for private business shall be recovered by the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Shri Kuldeep Kumar Gupta, Director and / or Shri Vishal Agarwal, Company Secretary of the Company be and is hereby authorised on behalf of the Board to do all such acts, deeds, things, matters and to execute and sign such documents, papers, undertaking, deeds, declaration, application in specified form to the Central Government and to take all such steps as may be deemed necessary or desirable or to settle any question or difficulty that may arise including authority to amend, vary, modify the same as may be considered desirable or expedient by the Central Government or any such authority.

Shri Chand Mal Mehta proposed the resolution

Shri Uday Agarwal seconded the resolution

September 29, 2011



For AUTOLITE (INDIA) LIMITED

Uday Agarwal
Company Secretary

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 accord approval to the payment of remuneration to Smt. Anubha Gupta W/o Shri Adarsh Mahipal Gupta upto the limit of Rs. 175,000/- per month w.e.f. June 1, 2011

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

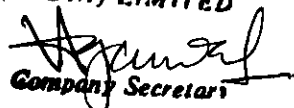
“RESOLVED THAT pursuant to the provisions of Section 314(1)(b) of the Companies Act, 1956 consent of the company be and is hereby granted to the appointment of Smt. Anubha Gupta, W/o Shri Adarsh Mahipal Gupta as Executive – EDP w.e.f. June 1, 2011 at a remuneration of Rs. 175,000/- per month.”

Shri Surendra Singh Rathore proposed the resolution

Shri Praveen Kumar Jain 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.

For AUTOLITE (INDIA) LIMITED

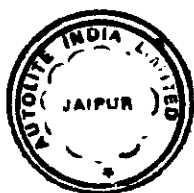

Company Secretary

ITEM NO. 8

The 8th 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 following resolution to be passed as **Special Resolution** for consideration of members:

“RESOLVED THAT pursuant to the 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 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.”



For AUTOLITE (INDIA) LIMITED

[Signature]
Company Secretary

Shri I.B. Soni proposed the resolution

Ms. Payal Gupta seconded the resolution

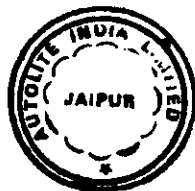
Members in favour of the resolution were requested to raise their hands. Since all the members present raised their hands in favour of the resolution and the resolution was declared having been passed unanimously by show of hands.

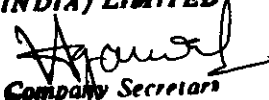
VOTE OF THANKS

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 34th Annual General Meeting of the company closed and invited all the members and colleagues on the board for a tea & refreshment.



For AUTOLITE (INDIA) LIMITED

Company Secretary