

Date: 12.10.2016

To,
The Secretary
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy,
Dalal Street,
Mumbai-400001

Ref: file no. 3865

Sub: Proceedings of 38th AGM under Regulation 30 of Securities And Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 38th Annual General Meeting of the Company held on 11th August, 2016 is enclosed herewith.

Kindly take on record the same

Thanking You,

For Singer India Limited,



Richin Sangwan
Company Secretary

Encl: As above

SINGER INDIA LIMITED

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CIN : L52109DL1977PLC025405



PROCEEDINGS OF THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SINGER INDIA LIMITED HELD ON THURSDAY, 11TH AUGUST, 2016 AT 3:00 P.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, BHISHAM PITAMAH MARG, LODHI ROAD, NEW DELHI-110003.

PRESENT:

1. Mr. P. N. Sharma : Chairman
2. Mr. Rajeev Bajaj : Managing Director
3. Mr. Deepak Sabharwal : Director
4. Mrs. Madhu Vij : Director
5. Mr. Subhash C. Nagpal : Chief Financial Officer
6. Mr. Richin Sangwan : Company Secretary
7. Mr A K Sharma : Statutory Auditor, Ray & Ray
8. Mr. H O Gulati : Scrutinizer for E- voting and Poll Process

AND

148 Members in person including corporate representatives of Singer (India) B.V. and National Small Industries Corporation Ltd. (NSIC).

The Annual General Meeting of Members of Singer India Limited commenced at 3:00 P.M.

Mr. P.N. Sharma, Chairman, welcomed the Members to the Thirty Eighth Annual General Meeting of the Company. He stated that the time was 3:00 P.M. and that 148 members were present in person and the quorum of members present in person was complete and called the meeting to order. He announced that the Register of Directors' and Key Managerial Personnel and their shareholding was tabled for inspection by the Members entitled thereto.

The Chairman stated that the Annual Report and the Notice of the Meeting had been in the hands of the Members for some time now and with their permission, he took the notice of the meeting as read. Thereafter, the Chairman requested the Secretary to read the Auditors' Report. After the Secretary had read the Auditors Report, the Chairman stated that the Members would have perused the

For Singer India Limited

(Richin Sangwan)
Company Secretary

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Directors Report to the Members along with the Accounts for the nine months period ended 31st March, 2016. The Chairman then delivered his speech, narrating details of operations of the business.

The Chairman then mentioned that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 the Company had extended the e-voting facility to the Members of the Company through e-voting mode by Central Depository Services Limited (CDSL) in respect of the business to be transacted at the Annual General Meeting. The e-voting had commenced on 8th August, 2016 (9:00 AM) and had ended on 10th August, 2016 (5:00 PM). Mr. Hari Om Gulati, Practicing Company Secretary (Membership No. FCS 5462 and CP No. 9337) was appointed as the Scrutinizer by the Board of Directors of the Company for e-voting and polling process. Thereafter the Ballot forms were distributed among the Members present at the meeting. The Chairman then requested the Members present to cast their votes and deposit the duly filed and signed secret ballot forms in the ballot box provided.

The Chairman then took up all items as circulated in the agenda in the following order and also put them to vote:

ORDINARY BUSINESS

1. Adoption of Audited Balance Sheet, Statement of Profit & Loss, Report of the Directors and Auditors for the nine months period ended 31st March, 2016 – Ordinary Resolution.
2. Declaration of dividend on equity shares for the nine months period ended 31st March, 2016– Ordinary Resolution.
3. Re-appointment of Mr. Gavin Walker (DIN: 01216863) as a Director who retires by rotation – Ordinary Resolution.
4. Appointment of Statutory Auditor and fix their remuneration – Ordinary Resolution.

SPECIAL BUSINESS

1. Variation in terms of remuneration paid or payable to Mr. Rajeev Bajaj, Managing Director (DIN: 02284467) of the Company with effect from 1st July, 2016 – Special Resolution

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Company Secretary

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The Chairman further explained that the increase in remuneration of Mr Rajeev Bajaj, Managing Director effective 1st July 2016 was approved by the Board of Directors in their meeting held on 10th August, 2016 which was subject to your approval. Total increase of 15.9% in his current Cost to the Company (CTC) had been approved by the Board. The current and the proposed remuneration structure of Mr Bajaj is given as below:

Particulars	Current w.e.f 01.07.2015	Proposed w.e.f 01.07.2016
Basic Salary	17,25,000	20,00,004
Perquisites and Allowances	42,65,412	46,05,924
Contribution to Provident and Gratuity Funds	2,89,968	3,36,204
Total	62,80,380	69,42,132

W.e.f 1st January, 2017 the car allowance (which was part of CAP) would be eliminated and actual car expenses would be paid by the company including chauffer, fuel, insurance and maintenance of the vehicle.

In addition to the above Annual Performance Award as decided by the Board from time to time upto 120% of the base salary and the base salary for this purpose would mean 50% of the Cost to the Company (CTC) of Mr. Rajeev Bajaj excluding Annual Performance Award (APA). With these details the Board recommended the resolution for increase in the remuneration of Mr. Bajaj as the Managing Director as proposed.

The Chairman requested the Members to cast their votes against each item as provided in the Ballot paper as they wished for the number of shares they held.

After completion of voting by physical ballot the Scrutinizer took the ballot boxes in his custody. The Chairman informed that Scrutinizer would count the votes cast and sign and submit his report to the Chairman by adding the physical votes to the electronically casted votes in favor and against each resolution within 2 working days from the conclusion of the Meeting.

The Chairman then informed that based on the Scrutinizers' report to be submitted by the Scrutinizer the combined results of the e-voting and voting by physical ballot would be declared by the Company within 2 working days from the conclusion of the Meeting. The Chairman also mentioned that the results would also be displayed by the Company on the Company's Website i.e. www.singerindia.net and also on the website of the CDSL.

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 (Richa Sangwan)
 Company Secretary

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There being no other business to transact, the meeting concluded with a vote of thanks to the Chair. The members appreciated the arrangements made by the Company during the Annual General Meeting.

For Singer India Limited

(Richin Sangwan)
Company Secretary

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