

# AMD Industries Limited



CIN: L28122DL1983PLC017141

Regd. Office: 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005

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## NOTICE OF 33<sup>rd</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 33<sup>rd</sup> Annual General Meeting of the Members of AMD Industries Limited will be held on Wednesday, 28<sup>th</sup> September, 2016 at 10.00 a.m. at Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi – 110030 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2016 and the reports of the Board and Auditor's thereon.
2. To declare dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Mr. Ashok Gupta (DIN: 0031630), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s Suresh & Associates, Chartered Accountants, New Delhi (FRN-003316N) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modifications, following Resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable

provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Ms. Shubha Singh (DIN: 06926872), be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5(Five) consecutive years commencing from 28.09.2016.”

### 6. **To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

“**RESOLVED THAT** Pursuant to the recommendation of Nomination & Remuneration Committee & further made by the Board of Directors in its meeting held on 01.02.2016 for the appointment of Mr. Harswarup Gupta as a Whole Time Director of the Company for a period of 3 years i.e. 01.04.2016 to 31.03.2019 and pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force, and on the consequent of the resignation of Mr. Harswarup Gupta (DIN-00034406) with effect from 03.07.2016, the appointment of Mr. Harswarup Gupta be and is hereby approved and ratified for the period from 01.04.2016 to 02.07.2016, as follows:

Basic Salary	Rs. 3,50,000/- per month.
Perquisites And Allowances	
Housing:	a. Rent Free furnished and or unfurnished accommodation will be provided by the company.
	b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling of 30% of basic salary on monthly basis.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	One month basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities:	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to one month basic salary
Commission	5% of net profit per annum
Other Benefit / amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding 15 days salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

### Other terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Harswarup Gupta shall manage and conduct the

business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

**RESOLVED FURTHER THAT** the overall consolidated remuneration payable to Mr. Harswarup Gupta shall be Rs.1,20,00,000/- per annum and or on proportionate basis for the period in part, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution”.

**7. To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions of the Companies Act, 1956 and Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies

(Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force and subject to approval of Central Government, the approval of the Company be and is hereby accorded to the appointment of Mr. Ashok Gupta (DIN: 00031630) as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1<sup>st</sup> April, 2017 on following terms and conditions:

<b>Basic Salary</b>	Rs. 7,50,000/- per month.
<b>Perquisites And Allowances</b>	
Housing:	a. Rent Free furnished and or unfurnished accommodation will be provided by the company.
	b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling of 30% of basic salary on monthly basis.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities:	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two month basic salary
Commission	5% of net profit per annum
Other Benefit /amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V of the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding 15 days salary for each completed year of service to be calculated as per provisions of Payment of Gratuity Act, 1972.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

**Other terms:**

Subject to the superintendence, control and direction of the Board of Directors, Mr. Ashok Gupta shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

**RESOLVED FURTHER THAT** the overall consolidated remuneration payable to Mr. Ashok Gupta shall be Rs.1,60,00,000/- per annum excluding rent free accommodation, if provided by the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution”.

**8. To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions of the Companies Act, 1956 and Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force and subject to approval of Central Government, the approval of the Company be and is hereby accorded to the appointment of Mr. Adit Gupta (DIN: 00238784) as Managing Director of the Company, for a period of 3 years with effect from 1<sup>st</sup> April, 2017 on following terms and conditions:

<b>Basic Salary</b>	Rs. 7,50,000/- per month.
<b>Perquisites And Allowances</b>	
Housing:	a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 30% of the basic salary on monthly basis.
	b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities:	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two month basic salary
Commission	5% of net profit per annum
Other Benefit /amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

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Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding 15 days salary for each completed year of service to be calculated as per provisions of Payment of Gratuity Act, 1972.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

## Other terms:

Mr. Adit Gupta shall be entrusted with substantial powers of the management of the affair of the company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

**RESOLVED FURTHER THAT** the overall consolidated remuneration payable to Mr. Adit Gupta shall be Rs.1,60,00,000/- per annum.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

9. **To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by deleting the article no. 117 which is read as under

"A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with the Act. If he ceases to hold the office of Director he shall ipso facto, immediately ceases to be a Managing Director.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, NCT of Delhi & Haryana."

10. **To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said act and relevant rules prescribed thereunder, whereby the document may be served on any member by the company by sending it to him by post or registered post or by speed post or by courier or by electronic mode as may be prescribed the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of such documents to him/her, through a particular mode of services

mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, director or key managerial personnel of the Company be and are hereby severally authorised to do all acts, deeds and things which may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and furtherer to do all acts deeds matters ant things as may be necessary, proper or desirable or expedient to give effect to above resolution."

**By Order of the Board of Directors  
For AMD Industries Limited**

**Place: New Delhi  
Date: 09.08.2016**

**Radha Shakti Garg  
Company Secretary  
M. No. 26661**

**Regd. Office:  
18, Pusa Road, 1st Floor,  
Karol Bagh,  
New Delhi – 110005.**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Corporate Members, intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books will remain closed from Thursday, 22<sup>nd</sup> September 2016 to Wednesday, 28<sup>th</sup> September 2016 (both days inclusive).
5. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio Numbers on the Attendance slip for attending the meeting. All proxy holders are requested to bring their identity proof for verification and to attend the meeting.



6. In case of joint shareholders attending the Meeting, only such holder whose name appears first in the Register of Members will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice are open for inspection at the registered office of the company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual general Meeting.
8. Members who hold shares in physical form in multiple folios, in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer agents, Bigshare Services Private Limited for consolidation into a single folio.
9. The Dividend for the financial year ended 31<sup>st</sup> March, 2016, as recommended by the Board, if approved by the Members, will be paid on or after 6<sup>th</sup> October, 2016 to those Members whose names appear in the Register of Members of the Company as on the book closure dates.
10. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Company's Registrars & Transfer Agent i.e. Bigshare Services Private Limited immediately.
11. Members who have not received their dividend paid by the Company in respect of earlier years, are requested to check with the Company's Registrars & Transfer Agent. Members are requested to note that in terms of Section 124 of the Companies Act, 2013, any dividend unpaid/unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Investor Education & Protection Fund.  
  
Members who have not yet encashed their dividends for the financial year ended 31<sup>st</sup> March, 2009 onwards are requested to make their claims to the Company's Registrars & Transfer Agents accordingly, without delay. It may be noted that the unclaimed dividend for the financial year ended 31<sup>st</sup> March, 2009 are due for transfer to the "Investor Education & Protection Fund" on 28<sup>th</sup> October 2016.
12. The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Annual Report is also available on Company's website [www.amdindustries.com](http://www.amdindustries.com). **Members who have not registered their e-mail addresses are requested to register the same with their Depositories.**
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can

submit their PAN details to Bigshare Services Private Limited / Secretarial department of the Company.

14. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office, so as to reach at least 7 days before the date of the Meeting, so that the required information can be made available at the Meeting.
15. The Members please be informed that as a matter of good corporate governance practices, no gifts, food coupons or gifts coupons shall be distributed at the Annual General Meeting.
16. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('Remote e-voting').

The Company has appointed Mr. Amar Gopal Gambhir, Proprietor of M/s A.G.G. & Associates, Company Secretaries, New Delhi to act as the Scrutinizer, for conducting the e-voting and voting process in a fair and transparent manner. The Scrutinizer will submit his report to Chairman of the company within three working days after the conclusion of meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21<sup>st</sup> September, 2016 only shall be entitled to avail the facility of remote e-voting. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 21<sup>st</sup> September, 2016. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The e-voting period begins on 25<sup>th</sup> September 2016 at 9.00 a.m. (IST) and ends on 27<sup>th</sup> September 2016 at 5.00 p.m. (IST). At the end of Remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.amdindustries.com](http://www.amdindustries.com) and on the website of CDSL immediately after the result is declared. The results shall simultaneously be communicated to the Stock Exchanges.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28<sup>th</sup> September, 2016.

## PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating Remote e-voting for AGM. The instructions for Remote e-voting are as under:

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## The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 25<sup>th</sup> September, 2016 (9.00 AM) and ends on 27<sup>th</sup> September, 2016 (5.00 AM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 21<sup>st</sup> September, 2016 the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for AMD Industries to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password
  - (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
  - (xix) **Note for Non – Individual Shareholders and Custodians**
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on 25<sup>th</sup> September, 2016 (9.00 am) and ends on 27<sup>th</sup> September, 2016 (5.00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 21<sup>st</sup> September, 2016, the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item Nos. 5

The shareholders in their meeting held on 26.09.2014 had appointed Ms. Shubha Singh as an Independent Director of the Company for a term of two years. The said term to two years would expire on 26.09.2016. During the term of two years she actively participated in the Board discussion and gave her views wherever and whenever required. Her professional skills and knowledge helped the Company in different areas.

The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Shubha Singh for the office of the independent director of the Company. The aforesaid Independent Director has given a declaration to the Board of Directors to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Ms. Shubha Singh is an Associate Member of Institute of Company Secretaries of India. She has done Chartered Financial Analyst (CFA) from ICFAI, Hyderabad in 2002, Post Graduate Diploma in Financial Analyst from ICFAI, Hyderabad in 2002, MBA (International Business) from IMT, Ghaziabad in 2013, B. Com. (Hons) from Hansraj College, Delhi University in 1996. Presently she is working as VP-Legal & Company Secretary of Omaxe Limited. She has 17 years of experience in secretarial and finance functions.

In the opinion of the Board, Ms. Shubha Singh fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for being appointed as an Independent Director of the Company. In terms of provisions of Section 149, 150 and 152(1) of the Companies Act, 2013 and amended regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board proposes to appoint Ms. Shubha Singh as an Independent Director on the Board of the Company for another five years, commencing from 28th September, 2016.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of her appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.amdindustries.com](http://www.amdindustries.com).

This Statement may also be regarded as a disclosure of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for her appointment, is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval of the Members.

### Item No 6

The term of appointment of Mr. Harswarup Gupta was expired on 31.03.2016. the Board of Directors in its meeting held on 01.02.2016 had appointed Mr. Harswarup Gupta for a term of 3 years at the terms of remuneration which he was drawing. But on 30.06.2016 he resigned from the Chairmanship and Board Of Directors of the Company, which the Board accepted with effect from 03.07.2016. As the remuneration drawn by Mr. Harswarup Gupta was subject to

approval of shareholders, therefore the shareholders are requested to ratify the remuneration paid to Mr. Harswarup Gupta for the period 01.04.2016 – 02.07.2016.

None of the directors and key managerial personnel and their relatives except Mr. Ashok Gupta & Mr. Adit Gupta being relatives may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 6 of this notice for approval by members of the Company.

Board recommends the special resolution set out at item no. 6 of the notice for approval of shareholders.

### Item Nos. 7 & 8

The Board of Directors of the Company, at its meeting held on 07.02.2014 have, subject to the approval of members and Central Government, if any and in compliance of section 198, 269, 309, 310, 311 and all the conditions set out in Schedule XIII of the Companies Act, 1956, appointed Mr. Ashok Gupta, as Whole time Director & Vice Chairman and Mr. Adit Gupta as Managing Director of the Company, w.e.f. 01.04.2014 for a period of three years. The Board Meeting held on 28.05.2014 revised the terms of the appointment in compliance with all the conditions set out Schedule V to the Companies Act, 2013 as also conditions set out under Section 196, 197, 198, 203 of the Companies Act, 2013. The Board in the meeting held on 30.06.2016 also appointed Mr. Ashok Gupta as Chairman with effect from 03<sup>rd</sup> July, 2016.

Mr. Ashok Gupta aged about 63 years is Director of AMD Industries Limited till 31.03.2016. He is a Bachelor of Science and enriched with an experience of more than 38 years in Industrial and Commercial activities. Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusseldorf, Germany, Pet Exhibition- Munich. He has also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the World's most read PET magazines. Mr. Ashok Gupta looks after the day-to-day operations of the Company since its inception. He is a founder promoter of the Company.

Mr. Adit Gupta aged about 37 years was Joint Managing Director of AMD Industries Limited till 31.03.2016. He is a B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14.11.2005 as the Director of the Company & further subsequently appointed as Whole Time Director with effect from 14.06.2006. He was reappointed as Joint Managing Director w.e.f. 1<sup>st</sup> June 2012 and Managing Director with effect from 01.04.2014.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He later went to Boston for his MBA degree course. He is one of the promoter directors of the company.

None of the directors and key managerial personnel and their relatives except Mr. Ashok Gupta & Mr. Adit Gupta may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 7 & 8 of this notice for approval by members of the Company.

Board recommends the special resolution set out at item nos. 7 & 8 of the notice for approval of shareholders.

### Item No. 9

AMD Industries Limited had 6 directors in its Board. In which Harswarup Gupta has resigned with effect from 03.07.2016. Now there are 5 directors in the Company as on date, in which three directors are Independent Directors. In respect to the provisions of section 149 sub section 13 of Companies Act, 2013, the provisions of sub sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of Independent Directors.

# AMD Industries Limited



So now in remaining executive director one is Chairman and other one is Managing Director of the Company and as per Article No. 117 of Articles of Association of the Company "A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with the Act. If he ceases to hold the office of Director he shall ipso facto, immediately ceases to be a Managing Director."

As per section 152 of the Companies Act, 2013, all the directors at every Annual General Meeting, not less than two third of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation who will be eligible for the re-appointment in Company general meeting.

So, to comply with this provision your directors proposed to amend the Articles of Association of the Company by deleting the Article no. 117 as aforesaid.

None of the Directors or Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Special Resolution as set out at item no.9 for approval of the Members.

## Item No. 10

As per the provisions of section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company at its Annual General Meeting. Since the cost of providing document may vary according to the mode of service, weight and its destination etc, therefore it is proposed that actual expenses borne by the Company for such dispatch will be paid in advance by the member of the Company.

The Board recommends the resolution at item no. 10 for the approval of the Shareholders.

None of the Directors or Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in this Resolution.

## II. INFORMATION ABOUT THE APPOINTEES:

Particulars	MR. ASHOK GUPTA	MR. ADIT GUPTA
Background details	Mr. Ashok Gupta is a Graduate in Bachelor of Science and possesses an experience of more than 37 years in industrial and commercial activities.	Mr. Adit Gupta has completed his B.Sc. in Chemical Engineering stream from Virginia, USA and MBA from Boston, USA. Mr. Adit Gupta has been involved with business development and promotion function of the Company since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing.
Past & Present remuneration	Past Rs.1,20,00,000/- per annum & Rs. 1,38,00,000/- for the F.Y. 2015-16	Rs.1,20,00,000/- per annum & Rs. 1,38,00,000/- for the F.Y. 2015-16
Recognition of awards	Mr. Ashok Gupta have been awarded with Samman Patra by the Income Tax Department for being one of individual paying highest income Taxes for the assessment years between 1994-1995 to 1998-1999.	N.A.

## STATEMENT AS PER SCHEDULE V - PART II SECTION II FOR ITEM NOS. 5, 6, 7 & 8

### I. GENERAL INFORMATION

#### 1. Nature of industry

Apart from the Packaging Business, the company is also authorized to do business in Real Estates and other Businesses as appended in the Main Objects. The packaging business of the Company is a seasonal business.

#### 2. Date or expected date of commencement of commercial production

The company started commercial production in the year 1985.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

#### 4. Financial performance based on given indicators

### Financial Performance

(Rs./Lakhs)

PARTICULARS	31.03.2016	31.03.2015
Sales	17126.52	17170.58
PBT	438.33	686.83
Taxes	169.40	150.29
PAT	268.93	536.54

### Capital structure

PARTICULARS	31.03.2016	31.03.2015
Equity Share Capital	1916.67	1916.67
Reserve & Surplus	10377.14	10224.19
Net worth	12293.82	12140.86
PAT	268.93	536.54

### 5. Foreign investment or collaborators, if any

The company as on 05.08.2016 had 46 of foreign shareholders holding 1,18,200 equity shares in the company.



Job profile and his suitability	Mr. Ashok Gupta commenced the business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof Aluminum caps mainly used by liquor industry. Under his leadership and guidance, the company has attained this height.	Mr. Adit Gupta was actively involved as a team leader for implementation of company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He looks after business development function of the company. Mr. Adit has contributed a lot in initializing the process of diversification into Real Estates businesses.
Comparative remuneration profile with respect to industry, size of the company and profile of the position and person	Information on comparative remuneration profiles with respect to industry, size of the company is not available.	Information on comparative remuneration profiles with respect to industry, size of the company is not available.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ashok Gupta is son of Late Mr. Harswarup Gupta, Ex-executive Chairman and father of Mr. Adit Gupta, Managing Director.	Mr. Adit Gupta is son of Mr. Ashok Gupta, Executive-Chairman and grandson of Late Mr. Harswarup Gupta, Ex-executive Chairman.

### III. OTHER INFORMATION

#### 1. Reasons of loss or inadequate profits

The business of the Company is substantially dependent upon the growth of its main customers in the beverage industry because of which the margins of the Company are not up to the mark.

#### 2. Steps taken or proposed to be taken for improvement

The Company has initialized the process of venturing into other sectors such as, real estates business to generate more profits. in the Financial year 2015-16 company had set 4 new lines of machines at its works at Neemrana, Rajasthan having capacity

#### 3. Expected increase in productivity and profits in measurable terms

of manufacturing 25,000 PET Bottles and 22,000 Jaar in a day. Since the company is working on expansion, it will add up the production & revenue and the company is expected to perform better than the last year yet the improvement can not be quantified in measurable term as our business is of a seasonal nature and market remains uncertain.

### IV. DISCLOSURES

The Corporate Governance report which forms part of the Boards' Report contains details of remuneration to Mr. Ashok Gupta and Mr. Adit Gupta.

#### Details of Directors seeking appointment & re-appointment:

Name of Director	Mr. Ashok Gupta	Mr. Adit Gupta	Ms. Shubha Singh
Date of Birth	12.04.1953	24.12.1979	26.01.1976
Nationality	Indian	Indian	Indian
Date of Appointment in the Company	17.12.1983	14.11.2005	26.09.2014
Qualification	B.Sc.	B.Sc. (Chemicals) & MBA (Finance)	Company Secretaryship, CFA, PGDFA, MBA (IB)
Experience / Expertise in specific functional areas	37 yrs (Business)	16 yrs (Business)	17 yrs (Service)
Terms & Conditions of appointment & reappointment	As proposed in the resolution	Retiring by rotation, being eligible, offers himself for re-appointment	For term of 5 years on payment of sitting fee,
Number of Board Meetings attended during the year	4	4	4
No. of equity shares held in the Company	3598793	4142637	-
Relationship with other Directors, Manager and KMP	Son of Mr. Har Swarup Gupta, Father of Mr. Adit Gupta	Grandson of Mr. Har Swarup Gupta, Son of Mr. Ashok Gupta	





Other Directorship	<ol style="list-style-type: none"> <li>1. AMD Textiles Ltd.</li> <li>2. Hindustan Beverages &amp; Snacks Ltd.</li> <li>3. Chitra Buildtech Pvt. Ltd.</li> <li>4. AMD Financial Services Pvt. Ltd.</li> <li>5. AMD Foods &amp; Hotels Pvt. Ltd.</li> <li>6. Manglam Buildtech Pvt. Ltd.</li> <li>7. AMD Estates &amp; Developers Pvt. Ltd.</li> <li>8. Aditya Infrabuilt Pvt. Ltd.</li> <li>9. Prime Techno Build Pvt. Ltd.</li> <li>10. Ashoka Productions &amp; Communications Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. AMD Textiles Ltd.</li> <li>2. AMD Financial Services Pvt. Ltd.</li> <li>3. AMD Estates &amp; Developers Pvt. Ltd.</li> <li>4. Prime Techno Build Pvt. Ltd.</li> <li>5. Ashoka Productions &amp; Communications Pvt. Ltd.</li> <li>6. Kadam Trees Properties Pvt.Ltd.</li> <li>7. AMD Foods &amp; Hotels Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Inox Renewables (Jaisalmer) Limited</li> </ol>
Other Committee Membership	<p><b>AMD Industries Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Management Committee -Member</li> <li>2. Corporate Social responsibility Committee -Member</li> </ol> <p><b>Other Companies</b></p> <p>Nil</p>	<p><b>AMD Industries Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee-Member</li> <li>2. Management Committee-Member</li> <li>3. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) – Member</li> </ol> <p><b>Other Companies</b></p> <p>Nil</p>	<p><b>AMD Industries Ltd.</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee-Member</li> <li>2. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) – Member</li> <li>3. Nomination &amp; Remuneration Committee- Member</li> </ol>

**By Order of the Board of Directors  
For AMD Industries Limited**

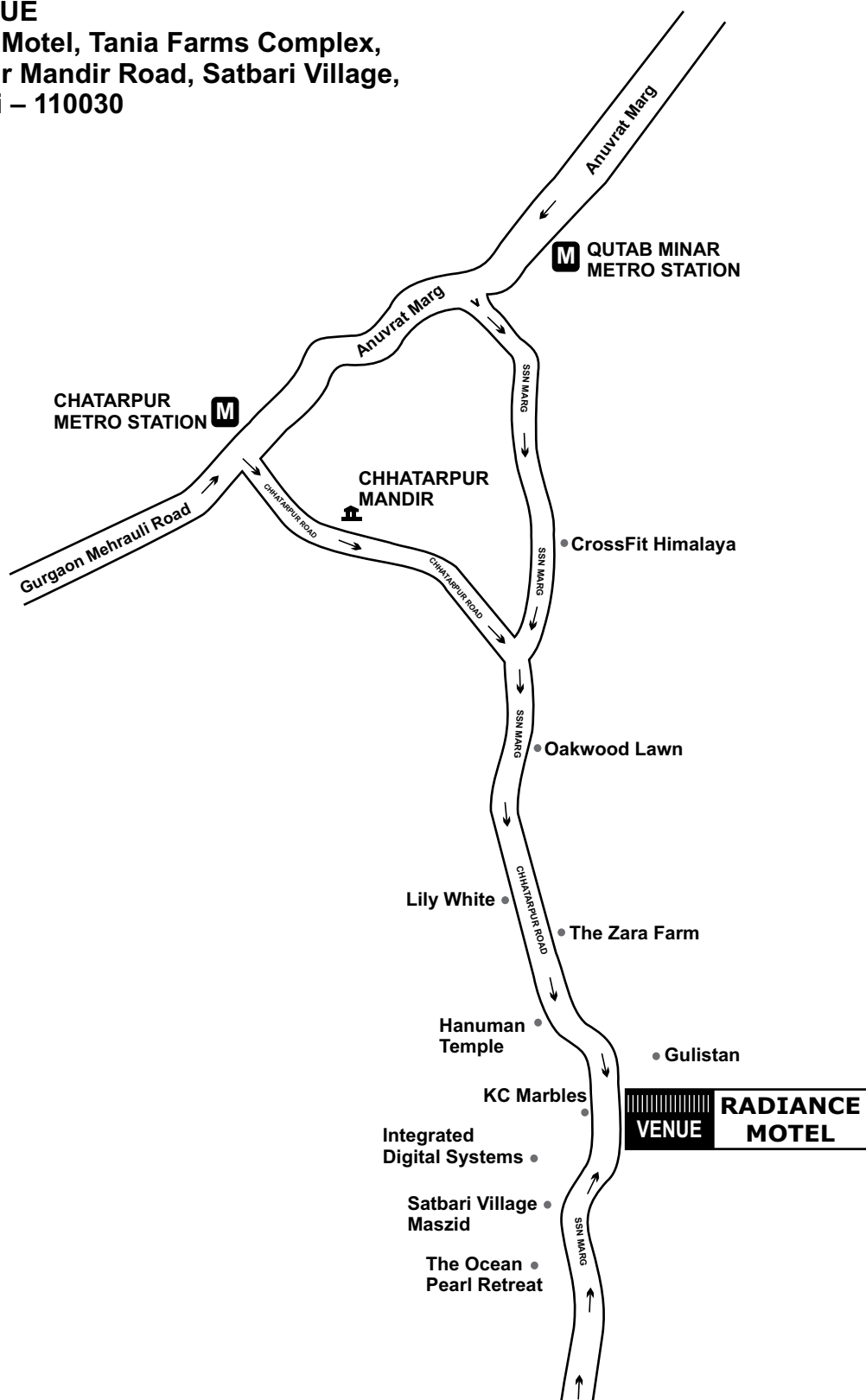
**Place: New Delhi**  
**Date: 09.08.2016**

**Radha Shakti Garg**  
**Company Secretary**  
**M. No. 26661**

## ROUTE MAP

### AGM VENUE

Radiance Motel, Tania Farms Complex,  
Chattarpur Mandir Road, Satbari Village,  
New Delhi – 110030



**AMD Industries Limited**

CIN: L28122DL1983PLC017141

Regd.Office : 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005

E-mail :investor@amdindustries.com, Website : www.amdindustries.com

Tel: + 91 11 46830202 / Fax: + 91 11 28753591

Name of the Member  
(In Block Letters)Name of Proxy, If any  
(In Block Letters)  
(In case Proxy attends  
the meeting in place of member)

DP ID/Client ID/Folio No.

No. of Shares held

I/We hereby record my / our presence at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on Wednesday, 28<sup>th</sup> day of September, 2016, at 10.00 am at Radiance Motel, Tania Farms Complex, Chhattarpur Mandir Road, Satbari Village, New Delhi-110030

.....  
Name of the Member/Proxy.....  
Signature of the Member/Proxy**Note:**

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the **ATTENDANCE VERIFICATION COUNTER** at the entrance of the Meeting Venue.
2. NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
3. Physical copy of the Annual Report for the Financial year 2015-16 & the Notice of the AGM alongwith Attendance Slip & Proxy form is being sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
4. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

**E-VOTING INFORMATION****EVSN (E-Voting Sequence Number)-160812025**

For casting your vote through e-voting, please read the instructions given in the Notice of the Annual General Meeting.

**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**AMD Industries Limited****CIN: L28122DL1983PLC017141****Regd. Office :** 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005**E-mail :** investor@amdindustries.com, **Website :** www.amdindustries.com**Tel:** + 91 11 46830202 / **Fax:** + 91 11 28753591

<b>Name of member(s) :</b> <b>Registered address :</b>  <b>E Mail Id:</b> <b>Folio No. / DP ID - Client ID:</b>
---

I / We, being the member(s) of \_\_\_\_\_ equity shares of Rs. 10/- each of the above named Company, hereby appoint:

- 1) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature \_\_\_\_\_ Or failing him / her
- 2) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature \_\_\_\_\_

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on Wednesday, 28<sup>th</sup> day of September, 2016, at 10.00 a.m. at Radiance Motel, Tania Farms Complex, Chhattarpur Mandir Road, Satbari Village, New Delhi- 110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
Ordinary Business		For	Against
1.	To receive, consider and adopt the audited Financial Statements for the year ended on 31 <sup>st</sup> March, 2016 and the reports of the Board and Auditor's thereon.		
2.	To declare dividend on equity shares for the financial year ended on 31 <sup>st</sup> March, 2016.		
3.	To appoint a Director in place of Mr. Ashok Gupta (DIN: 00031630), who retires by rotation, and being eligible, offers himself for re-appointment.		
4.	To appoint M/s Suresh & Associates, Chartered Accountants, New Delhi (FRN- 003316N) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.		
Special Business			
1.	To approve appointment of Ms. Shubha Singh as Independent Director.		
2.	To ratify appointment & remuneration of Mr. Harswarup Gupta as Whole Time Director for a period from 01.04.2016 to 02.07.2016.		
3.	To approve the re-appointment of Mr. Ashok Gupta as a Whole time director for a period of 3 years w.e.f. 01.04.2017.		
4.	To approve the re-appointment of Mr. Adit Gupta as Managing director for a period of 3 years w.e.f. 01.04.2017.		
5.	To approve amendment in Articles of Association.		
6.	To approve fee for service of document to shareholders U/s 20 of the Companies Act, 2013 through specified mode.		

Signed this ..... day of ..... 2016.

Affix Rs. 1  
Revenue  
Stamp

**Signature of the member****Signature of the Proxy Holder(s)****NOTE:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office at 18, Pusa Road, First Floor, Karol Bagh, New Delhi-110005, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33<sup>rd</sup> Annual General Meeting.
- \*3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including detail of member(s) in above box before submission.