

# AMD Industries Limited



CIN: L28122DL1983PLC017141

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

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## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the following Resolutions are proposed to be passed by way of Postal Ballot route.

The Company is desirous of seeking your consent for such proposal as contained in the resolutions appended below. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons therefore is also annexed herewith. The said Resolutions and the Explanatory Statement are being sent to you along with the postal ballot form for your consideration.

The Company has appointed Mr. Amar Gopal Gambhir, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the form and return the same duly completed, in the attached self-addressed postage affixed/pre-paid envelope so as to reach the Company not later than the close of working hours i.e. 17:00 hours on Monday, 3<sup>rd</sup> October, 2016. Upon completion of the scrutiny of the forms, the Scrutinizer shall submit his report to the Chairman of the Company on Tuesday, 4<sup>th</sup> October, 2016 by 17:00 hours and the result shall be declared on the Company's website and its notice board on Tuesday, 4<sup>th</sup> October, 2016 by 17:00 hours.

Further in compliance with Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of section 110 of the Act read with Companies (Management & Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all the members of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e- voting to enable the members to cast their votes electronically, instead of filing and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e- voting as mentioned in Notes to this Notice of Postal Ballot.

Please note that e- voting is optional. Members having shares in demat form and in physical form may vote either by way of postal ballot or e-voting. The members who have registered their e- mail IDs can vote by sending returning mail of notice sent or by e-voting.

### SPECIAL BUSINESS

#### 1. APPROVING THE BORROWING LIMITS UPTO RS. 500 CR. IN TERMS OF SECTIONS 180 (1) (c) AND 180 (2) OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** in supersession to earlier resolution passed by the Shareholders of the Company on 19.01.2008 through postal ballot and pursuant to the provisions of Section 180(1)(C), 180 (2) and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its consent to the Board of Directors for borrowing any sum or sums of money from time to time, from any one or more banks and/or from any one or more persons, firm, bodies corporate, financial institutions, multilateral agencies, foreign institutional investors, foreign financial institutions, mutual funds and from any other persons or combination thereof whether by way of overdrafts, cash credit, advance, deposits, loans, debentures or bill discounting or otherwise or by way External Commercial Borrowing or by way of issuing Foreign Currency Convertible Bonds and/or by way of issuing any type of securities and whether unsecured or secured by way of mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties, whether immovable, movable or stock in trade (including spares, components, stocks and/or stock in transit) current assets and all or any other undertakings of the company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of the business) will or may exceed at any time the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purposes) by a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) in rupees and/or in equivalent foreign currency.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”



## 2. CREATING A MORTGAGE AND/OR CHARGE IN RESPECT OF ALL OR ANY OF THE COMPANY'S MOVABLE / IMMOVABLE PROPERTIES, IN TERMS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** the consent of the Company is be and is hereby granted in terms of section 180(1)(a), and all other applicable provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment there, for time being in force), to the Board of Directors to create mortgage and/or charge in addition to the mortgages/charges created/to be created by the Company, in such form or manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or in whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender of the lender(s), agent(s) and trustee(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in rupees and/ or in foreign currency), non-convertible debentures, secured premium notes, floating rate notes/bonds or other debt instruments issued/to be issued by the Company, from time to time, subject to the limits approved under section 180(1)(c) of the Companies Act, 2013, together with the accumulated interests, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s)/ Trustee(s), premium if any on redemption, all other costs, charges and expenses including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of Loan Agreement(s) or any other document(s) entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and agreed to between the Board of Directors or committee thereof and the lender(s)/Agent(s)/Trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to finalize, settle and execute such documents/deeds/ writings/papers/agreements as may be required and do all such acts, deeds, matters and things as it may in absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

**By order of the Board  
For AMD Industries Limited**

**Place : New Delhi  
Dated : 09.08.2016**

**Radha Shakti Garg  
Company Secretary**

### NOTES :

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this notice and is attached hereto.
2. All the documents relevant to the resolution specified in the notice are open for inspection by the members of the Company at the Registered Office of the Company between 11.00 A.M. to 01.00 P.M. on any working day upto last date of receiving the postal ballot forms.
3. Only a member entitled to vote is entitled to fill in the postal ballot form (enclosed herewith) and send it to the scrutinizer in the pre-paid/pre-affixed postage envelope enclosed herewith.
4. In cases where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.

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

- (i) The voting period begins on 4<sup>th</sup> September, 2016 (9.00 AM) and ends on 3<sup>rd</sup> October, 2016 (5.00 AM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 19<sup>th</sup> August, 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	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> </ul>
	<ul style="list-style-type: none"> <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>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  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</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 then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 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.

#### **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 4<sup>th</sup> September, 2016 (9.00 am) and ends on 3<sup>rd</sup> October, 2016 (5.00 pm) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 19<sup>th</sup> August, 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

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

##### **Item Nos:1 & 2**

The members of the Company, through Postal ballot on 19.01.2008, approved, by way of ordinary resolution, a limit for exercising the powers of borrowing, by the board of directors (the board), for the business purpose of the Company, up to a sum not exceeding Rs. 500 Cr at any one time, in terms of Section 293(1)(d) of the Companies Act, 1956 (the Act 1956), notwithstanding that the money to be borrowed together with the monies already borrowed the Company may exceed the aggregate of its paid up share capital and free reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business.

However, after the applicability of the provisions of new Section 180(1)(c) of the Companies Act, 2013 (the Act 2013) (corresponding to Section 293(1)(d) of the Companies Act, 1956), the Company is required to pass a special resolution for the aforesaid purpose. Ministry of Corporate Affairs (MCA) also clarified, vide its General Circular No.4/2014 dated 25<sup>th</sup> March 2014 about the need to pass a special resolution within a period of one year from the date of notification of the said Section 180 of the Companies Act, 2013, even though the Company has passed an ordinary resolution, as per the requirements of earlier provisions of the Companies Act, 1956.

The existing aggregate of the paid up share capital and free reserves of the Company as of 31st March, 2016 permit the board for exercising the powers to borrow money upto a limit of Rs. 500 Cr. The board however decided to seek the consent of the members, by way of a special resolution, to comply with the regulatory requirements as explained above by fixing a existing limit of Rs.500 Cr. keeping in view the long term requirements of funds for future business plans.

Similarly, the board was also authorized to create mortgages and/or charges in such a manner, as the board may think fit, to secure such borrowings, in terms of Section 293(1)(a) of the Act 1956, as may be insisted upon by the lenders. However, in term of Section 180(1)(a) of the Act 2013, such powers to create mortgages and/or charges against such borrowings will require a specific approval from members by way of a special resolution through postal ballot, as per the provisions of Section 180(1)(a) read with Section 110 of the Act 2013 and Rules made there under.

The board, therefore, decided to seek the consent of the members, by way of a special resolution in terms of the new requirements under the Act 2013, for exercising its powers for creating such mortgages and/or charges against such borrowings.

Therefore, the special resolution as set out in Item No.2 of the accompanying Postal Ballot Notice is of an enabling nature for the above purpose. In terms of Section 110 of the Act 2013 read with the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 the Company, therefore, provides the facility of voting –

- (i) by post through Postal Ballot Form so as to enable the members for sending their assent or dissent in writing, on or before 3<sup>rd</sup> October 2016; or
- (ii) through 'electronic means' to enable members for casting their votes by selecting appropriate options for these special resolutions from 4<sup>th</sup> September, 2016 (9.00 a.m.) to 3<sup>rd</sup> October 2016 (5.00 p.m.).

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested in these special resolutions.

The Board, therefore, recommends the passing of the resolutions by the members of the Company, as set out in Item Nos.1 & 2.

None of the directors of the Company is, in any way, concerned or interested in the resolution aforesaid.

**By order of the Board  
For AMD Industries Limited**

**Radha Shakti Garg  
Company Secretary**

**Place : New Delhi  
Dated : 09.08.2016**

# AMD Industries Limited

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## POSTAL BALLOT FORM

Serial No. ....

- (1) Name and Registered Address of the sole / first named shareholder
- (2) Name of the Joint Shareholder(s) if any
- (3) DP ID No.\* /Client ID No.\* / Registered Folio No.  
(\*Applicable to investors holding shares in dematerialised form)
- (4) Number of equity shares held
- (5) I/We hereby exercise my / our vote in respect of the under mentioned resolutions to be passed through Postal Ballot as stated in the Notice dated 9<sup>th</sup> August, 2016 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Approving borrowing limits up to Rs. 500 Crores in terms of Sections 180 (1) (c) and 180 (2) of the Companies Act, 2013.			
2	Creating a mortgage and/or charge in respect of all or any of the Company's movable/immovable properties, in terms of Section 180 (1) (a) of the Companies Act, 2013.			

Place :

Signature of the Shareholder

Date :

## E-VOTING INFORMATION

EVSN (E-Voting Sequence Number)-160812028

### Note:

- i) Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.
- ii) Last date for receipt of Postal Ballot Form by the Scrutinizer : Monday, 3<sup>rd</sup> October, 2016 by 17:00 hours (IST).

## **INSTRUCTIONS**

1. A member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. However, envelopes containing Postal Ballot form, if sent by courier or by registered post/speed post at the expense of the member will also be accepted. Members are requested to convey their assent or dissent in this postal Ballot/ by E-Voting form only. Assent or dissent received in any other form or manner shall be considered as invalid.
2. This Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named Member.
3. Duly completed Postal Ballot form should reach the scrutinizer not later than 17:00 hours (IST) on October, 3, 2016. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
4. There will be only one Postal Ballot Form for every Folio/ DP ID\_Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter preferably with attested specimen signatures of the duly authorised signatories.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
7. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal will be final and binding.
8. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
  - A. A form other than one issued by the Company has been used;
  - B. It is not possible to determine without any doubt the assent or dissent of the member;
  - C. Neither assent or dissent is mentioned;
  - D. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
  - E. It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
  - F. The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s) on August 19, 2016 (cut off date).
10. Voting by Postal Ballot or through e-voting may be exercised by the Members or its duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.
11. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in the Notice of the Postal Ballot dated August 9, 2016.