



Excellence in Lighting

## AUTOLITE (INDIA) LIMITED

**Regd. Office:** D-469, Road No 9A, V.K.I Area, Jaipur- 302013, Rajasthan

Tel. No. 91-141-2333994-96

**E-mail:** [investors@autopal.com](mailto:investors@autopal.com) | **Website:** [www.autopal.com](http://www.autopal.com)

**CIN:** L31506RJ1977PLC001738

### Notice of the 42<sup>nd</sup> Annual General Meeting

NOTICE is hereby given that the 42<sup>nd</sup> Annual General Meeting of the members of **AUTOLITE (INDIA) LIMITED** will be held on Monday, 30<sup>th</sup> day of September, 2019, at 02:00 P.M. at the Registered Office of the Company situated at D- 469, Road No. 9A, V.K.I Area, Jaipur – 302013 (Rajasthan) to transact the following business:

#### ORDINARY BUSINESS:

**1. To receive, consider and adopt:**

- (a) the Audited Standalone financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2019, together with the Report of Board of Directors and Auditors' Report thereon.
- (b) the Audited Consolidated financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2019, together with the Auditors' Report thereon.

**2. To appoint a Director in place of Shri Adarsh Mahipal Gupta (DIN: 00855511), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.**

**3. To ratify the appointment of M/s. Madhukar Garg & Co., Chartered Accountants (Firm Registration No. 000866C) as statutory auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:**

"RESOLVED THAT pursuant to provision of Section 139 and other applicable provision, if any, of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Madhukar Garg & Co., Chartered Accountants, Jaipur (Firm Registration No. 000866C) as statutory auditor of the Company from the conclusion of 42<sup>nd</sup> Annual General Meeting till the conclusion of 43<sup>rd</sup> Annual General Meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2019-20 as recommended by the Audit Committee in consultation with the Auditors."

#### SPECIAL BUSINESS:

**4. To regularize the appointment of Mr. Ashish Kala (DIN: 02615960) who was appointed as Additional Director by the**

**Board and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution**

"RESOLVED THAT Mr. Ashish Kala (DIN: 02615960) who was appointed as an Additional Director of the Company by the Board of Directors and who ceases to hold office under Section 161 of the Companies Act, 2013 as an Additional Director and in respect of whom the Company has received a notice under Section 160 in writing proposing his candidature for the office of director, be and is hereby elected and appointed as director of the Company.

**5. To appoint Mr. Ashish Kala (DIN: 02615960) as an Independent Director for the period of five years and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 and 17 of the SEBI (LODR) Regulations as applicable to the Company and as may be amended from time to time, Mr. Ashish Kala (DIN: 02615960), who was holding positions of the Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under Section 149 (6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto 29.05.2024 and he will not be liable to retire by rotation."

**6. To regularize the appointment of Mr. Lokesh Kasat (DIN: 07649989) who was appointed as Additional Director by the Board and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution**

"RESOLVED THAT Mr. Lokesh Kasat (DIN: 07649989) who was appointed as an Additional Director of the Company by the Board of Directors and who ceases to hold office under Section 161 of the Companies Act, 2013 as an Additional Director and in respect of whom the Company has received a notice under Section 160 in

# Autolite (India) Limited

writing proposing his candidature for the office of director, be and is hereby elected and appointed as director of the Company.

7. **To appoint Mr. Lokesh Kasat (DIN: 07649989) as an Independent Director for the period of five years and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 and 17 of the SEBI (LODR) Regulations as applicable to the Company and as may be amended from time to time, Mr. Lokesh Kasat (DIN: 07649989), who was holding positions of the Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under Section 149 (6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto 27.08.2024 and he will not be liable to retire by rotation.”

8. **To ratify the remuneration of Cost Auditor and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

DATE : 28<sup>th</sup> August, 2019

REGISTERED OFFICE:

D-469, Road No. 9A, V.K.I, Area

Jaipur- 302013 (Rajasthan)

CIN: L31506RJ1977PLC001738

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, the remuneration payable for the year ending 31st March, 2020 to M/s PRJ & Associates, Cost Accountants, Jaipur, having Registration No. 101998, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company, amounting to Rs.25,000/- (Rupees Twenty Five Thousand only) and Goods and Service Tax (GST) as applicable be and is hereby ratified and confirmed.”

9. **To approve prospective Related party Transactions and in this regard to consider and if thought fit, to pass the following resolution, with or without modifications, as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and in terms of applicable provisions of Uniform Listing Agreement executed with the Stock Exchange(s) including any statutory modification (s) or re-enactment(s) thereof, for the time being in force, consent of the shareholders of the Company be and is hereby accorded to the contracts / arrangements / transactions to be entered into with any of the related parties on the terms as mentioned in the explanatory statement hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to finalize and approve the necessary contracts / arrangement/ transactions with related parties and to do all the acts, deeds and things as may be necessary for this purpose.”

BY ORDER OF THE BOARD  
FOR AUTOLITE (INDIA)LIMITED

Sd/-

(VISHAL AGARWAL)  
COMPANY SECRETARY

## .NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself. The proxy need not be a member of the company. A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting.**  
  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than 10 percent of the total share of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 13.
4. Members/Proxies are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
5. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.



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6. The Board has notified closure of Register of members and Share Transfer Books from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of 42<sup>nd</sup> Annual General Meeting.
7. Relevant documents referred to in the accompanying notice or the statutory registers, as applicable to the Company, are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the date of the AGM.
8. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc, from the Company electronically.
9. In line with the '**Green Initiative in the Corporate Governance**' launched by the Ministry of Corporate Affairs, Electronic copy of the Notice of the 42<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) and have given their positive consent to receive the same through electronic means. Members other than above, physical copies of the Notice of the 42<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) to the RTA/ Company in the following cases viz., transfer of shares, deletion of name, transmission of shares and transposition of shares held in physical form. Shareholders are requested to furnish copy of PAN for all the above transactions. In case of transfer/transmission of Shares, SEBI has mandated submission of Permanent Account Number (PAN) of both transferor and transferee to RTA for effecting transfer/transmission of shares.
11. Members are requested to lodge the instruments of transfer/transmission of shares at the registered office of the Company or at the office of Registrars & Transfer Agent, viz., M/s MCS Share Transfer Agent Limited, Sri Venkatesh Bhavan, F- 65 Okhla Industrial Area Phase- 1, New Delhi- 110020 and to inform the Company/ Registrars & Transfer agents, any change in their address immediately so as to enable the Company to dispatch any future communication at their correct address.
12. The Company's equity shares are compulsorily traded in dematerialized form. Members holding equity shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for the ease of portfolio management.

**13. Information and other instructions relating to remote e-voting are as under:**

- (i) 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 and Disclosure Requirements) 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.

- (ii) 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.
- (iii) The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide remote e-voting facility.
- (iv) The remote e- voting facility is available at the link, <https://www.nsdl.com>
- (v) The Board of Directors of the Company has appointed Sh. J.P. Sharma, a Practicing Company Secretary, Jaipur (C.P. No 5161) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 20, 2019.
- (vii) **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. September 20, 2019 shall only be entitled to avail the facility of e-voting.**
- (viii) **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	End of remote e-voting
Wednesday, September 25, 2019 at 9.00 a.m. (IST)	Sunday, September 29, 2019 at 5.00 p.m. (IST)

**The remote e-voting will not be allowed beyond the aforesaid date and time.**

- (i) The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the vote cast at the AGM and thereafter unlock the votes cast through remote e-voting in the presence of atleast two witnesses not in employment of the Company and make, not later than forty eight hours of conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favor and against, if any, to the Chairman or any Director authorized by the Board of Directors of the Company, who shall countersign the same and shall declare the results of the voting forthwith.
- (ii) The results declared along with the scrutinizer's report

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shall be placed on the website of the Company [www.autopal.com](http://www.autopal.com) and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.

(iii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2019.

**(iv) Instructions and other information relating to remote e-voting:**

I. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- a. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- c. Click on Shareholder – Login
- d. Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "Autolite (India) Limited".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.

l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [jpsassociates@hotmail.com](mailto:jpsassociates@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

II. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:

- a. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- b. **EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**
- c. Please follow all steps from Sl. No. (b) to Sl. No. (l) of I. above, to cast vote.

2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 20, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or MCS Share Transfer Agent Limited.

6. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

**7. Those shareholders who have not casted their votes through remote e-voting, will be given the ballot papers duly authenticated by the Scrutinizer appointed by the Company to vote at the venue of Annual General Meeting.**

**8. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on September 20, 2019.**



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9. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special Business is annexed hereto.

Details required under the provisions of the SEBI (Listing Obligations

**DATE : 28<sup>th</sup> August, 2019**

**REGISTERED OFFICE:**

**D-469, Road No. 9A, V.K.I, Area**

**Jaipur- 302013 (Rajasthan)**

**CIN: L31506RJ1977PLC001738**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

Mr. Ashish Kala was appointed an Additional Director of the Company on 30.05.2019 by the Board of Directors of the Company. According to the provisions of Section 161 of the Companies Act, 2013, he will hold office as director only upto the date of the ensuring Annual General Meeting. As required by Section 160 of the Act, a notice has been received from a member signifying his intention to propose appointment of Mr. Ashish Kala as a director. The Board considers and recommends that it desirable that the Company should continue to avail itself of his services.

Except, Mr. Ashish Kala, no other directors of the Company are connected or interested in the proposed resolution.

**Item No. 5**

The Board of Directors of the Company comprises of six directors out of which three are Non-Executive Independent Directors of the Company. The tenure of Mr. Rajendra Singh Mehta as Independent Director comes to an end on completion of five years tenure on March 31, 2019.

In view of the same, the Board proposed to appoint one director as Independent Director.

Mr. Ashish Kala joined the Board on 30.05.2019 as an Independent Director. The profile of Mr. Ashish Kala is attached to this notice of 42<sup>nd</sup> Annual General Meeting.

As per the provision of Section 149 of the companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall not be liable to retire by rotation. Therefore, it is proposed to appoint them as Independent Directors at the ensuring Annual General Meeting for a period of five years upto 29.05.2024.

The above said Independent Director has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board the above said director fulfill the conditions specified in the Act and rules made thereunder as well as SEBI (LODR) Regulations 16 and 17 for his appointment as Independent Director of the Company.

The Company has received a notice in writing as required under Section

and Other Disclosure Requirements) Regulations, 2015 in respect to the directors seeking appointments/re-appointments at the Annual General Meeting forms an integral part of the notice. The directors have furnished the requisite consents/declarations for their appointment/ re-appointment.

**BY ORDER OF THE BOARD  
FOR AUTOLITE (INDIA) LIMITED**

**Sd/-**

**(VISHAL AGARWAL)  
COMPANY SECRETARY**

160 of the Companies Act, 2013 from a member for proposing the appointment of the above said Directors.

The 'Independent Director' has expertise in specific functional areas and are eminent personalities in their respective fields. The Board considers that the continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these three directors as Independent Directors. Accordingly, the Board recommends the resolution as set out in the Item No. 5 as Ordinary Resolutions

Mr. Ashish Kala, who is proposed appointee may be considered as concerned or interested financially in the Resolutions to the extent of the sitting fee as may be paid by the Company from time to time. Except that none of the other Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the Resolutions.

**Item No. 6**

Mr. Lokesh Kasat was appointed an Additional Director of the Company on 28.08.2019 by the Board of Directors of the Company. According to the provisions of Section 161 of the Companies Act, 2013, he will hold office as director only upto the date of the ensuring Annual General Meeting. As required by Section 160 of the Act, a notice has been received from a member signifying his intention to propose appointment of Mr. Lokesh Kasat as a director. The Board considers and recommends that the Company should continue to avail itself of his services as he is qualified Chartered Accountant and having an experience of over 12 years..

Except, Mr. Lokesh Kasat, no other directors of the Company are connected or interested in the proposed resolution.

**Item No. 7**

The Board of Directors of the Company comprises of six directors out of which three are Non-Executive Independent Directors of the Company. Mr. Rajeev Maheshwari, Independent Director has tendered his resignation on 14.08.2019 which was accepted by the Board in the same meeting. After his resignation, the Board comprised of 5 directors with two independent directors. As per Regulation 17 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 in case the Chairman of the Board is executive director the composition of Board must comprises of atleast 50% of independent directors.

# Autolite (India) Limited

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In view of the same, the Board proposed to appoint one director as Independent Director.

Mr. Lokesh Kasat joined the Board on 28.08.2019 as an Independent Director. The profile of Mr. Lokesh Kasat is annexed to the notice of 42<sup>nd</sup> Annual General Meeting.

As per the provision of Section 149 of the companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall not be liable to retire by rotation. Therefore, it is proposed to appoint them as Independent Directors at the ensuing Annual General Meeting for a period of five years upto 27.08.2024.

The above said Independent Director has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board the above said director fulfill the conditions specified in the Act and rules made thereunder as well as SEBI(LODR) Regulations 16 and 17 for his appointment as Independent Director of the Company.

The Company has received a notice in writing as required under Section 160 of the Companies Act, 2013 from a member for proposing the appointment of the above said Directors.

The 'Independent Director' has expertise in specific functional areas and are eminent personalities in their respective fields. The Board considers that the continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these three directors as Independent Directors. Accordingly, the Board recommends the resolution as set out in the Item No. 7 as Ordinary Resolutions

Mr. Lokesh Kasat, who is proposed appointee may be considered as concerned or interested financially in the Resolutions to the extent of the sitting fee as may be paid by the Company from time to time. Except that none of the other Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the Resolutions.

## **Item No. 8**

The Board of Directors of the Company on recommendation of the Audit Committee approved the Appointment and remuneration of M/s PRJ & Associates, Cost Accountants as Cost Auditor to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2019.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the Consent of the Members is sought for ratification of remuneration payable to the Cost Auditor for the financial year ending on March 31, 2019 as set out in the resolution.

The Board recommends the Resolution a set out under item no. 8 for ratification by Members.

None of the directors, Key Managerial Personnel or their relatives is interested in the resolution.

## **Item No. 9**

During the normal course of business the company needs to enter into various transactions with certain related parties. Although the management of the company endeavor to undertake the transactions at Arm's Length Price, however, at times it may happen that establishing the Arm's Length Price is very difficult or not possible because of peculiar nature of transactions and under such circumstances, these kind of transactions may attract the provisions of Section 188 of the Companies Act, 2013.

Further, since the paid-up capital of the company exceeds Rs.10 crores, therefore in terms of the provisions of first proviso to sub section (1) of Section 188 read with Rule 15(3)(i) of the Companies (Meetings of Board and Committees) Rules, 2014, the company required to obtain prior approval of the shareholders of the company for undertaking any related party transaction / arrangements.

In view of the above, approval of shareholders is being sought for following probable related party transactions on estimated basis:



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S. No.	Name of the related party	Name of the Director or key managerial personnel who is related if any	Nature of relationship	Nature, material terms, estimated monetary value per year and particulars of the contract or arrangement (Value Rs. In Lacs)
1.	M/s Autolite Manufacturing Limited	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Direct	Purchase: 6000 Sales: 4500  Investment: 540
2.	M/s Autopal Manufacturing Private Limited	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta Sh. I. B. Soni	Direct	Purchase: 600 Sales: 300
3.	M/s Mamraj Sons (Auto) Limited	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Indirect	Purchase: 600 Sales: 200
4.	M/s Autopal Inc, USA	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Direct	Sales: 300
5.	M/s Palsoft Infosystems Limited	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Direct	Lease of office Space Rent: 01 Purchase of software: 50
6.	M/s Autopal MPG Marketing Private Limited	Sh. I. B. Soni	Indirect	Sales: 7500
7.	Siyaram Autopolymers LLP	Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Indirect	Purchases: 300
8.	Autolite Motors India Limited	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Direct	Investment: 500 Sales: 1000

Therefore the Resolution placed at item no. 9 is proposed for consideration of shareholders and if thought fit to be passed as Ordinary resolution.

DATE : 28<sup>th</sup> August, 2019  
REGISTERED OFFICE:  
D-469, Road No. 9A, V.K.I, Area  
Jaipur- 302013 (Rajasthan)  
CIN: L31506RJ1977PLC001738

BY ORDER OF THE BOARD  
FOR AUTOLITE (INDIA)LIMITED

Sd/-  
(VISHAL AGARWAL)  
COMPANY SECRETARY

# Autolite (India) Limited

**Brief details of Director's seeking appointment/ re-appointment as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

## **A. Mr. Adarsh Mahipal Gupta**

<b>Name of the Director</b>	<b>Sh. Adarsh Mahipal Gupta</b>
Date of Birth and Age	DOB: 05.04.1980, Age: 39 Years
Date of First Appointment	January 7, 2010
Qualification	MBA from NMIMS, Mumbai
Experience & Expertise	He has vast experience of over 16 years in Finance
Name of the Public Companies in which Directorship other than Autolite (India) limited	Autolite Manufacturing Limited Autolite Motors India Limited
Chairman/Member of the Committee of the Board of Public Companies other than Autolite (India) limited	None
Relationship with Directors Interse	Mr. Mahipal Gupta, Father Mr. Amit Gupta, Brother
No. of shares held in the Company	611340 equity shares (5.47%)

## **B. Mr. Ashish Kala**

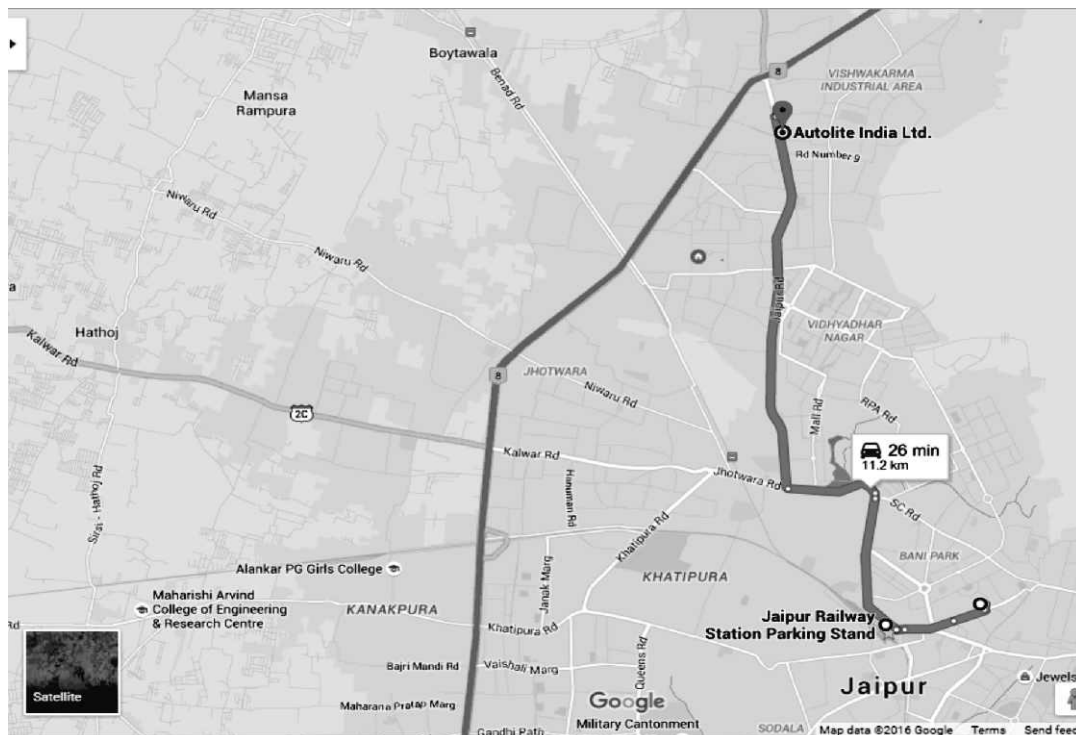
<b>Name of the Director</b>	<b>Sh. Ashish Kala</b>
Date of Birth and Age	DOB: 11.01.1976, Age: 43 Years
Date of First Appointment	May 30, 2019
Qualification	B. Arch from MIT Aurangabad
Experience & Expertise	He has vast experience of over 20 years in the field of Architecture
Name of the Public Companies in which Directorship other than Autolite (India) limited	KTL Enterprises Limited
Chairman/Member of the Committee of the Board of Public Companies other than Autolite (India) limited	None
Relationship with Directors Interse	None
No. of shares held in the Company	None



**C. Mr. Lokesh Kasat**

<b>Name of the Director</b>	<b>Sh. Lokesh Kasat</b>
Date of Birth and Age	DOB: 26.10.1983, Age: 36 Years
Date of First Appointment	August 28, 2019
Qualification	Chartered Accountant
Experience & Expertise	He has vast practicing experience of over 12 years in the field of Accounting, Taxation, Audit and Company Law Matters. Currently he is Chairman of Jaipur Chapter of The Institute of Chartered Accountants of India.
Name of the Public Companies in which Directorship other than Autolite (India) limited	Nil
Chairman/Member of the Committee of the Board of Public Companies other than Autolite (India) limited	None
Relationship with Directors Interse	None
No. of shares held in the Company	None

**ROUTE MAP TO REACH THE VENUE OF  
42<sup>nd</sup> ANNUAL GENERAL MEETING**



# Autolite (India) Limited

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*Excellence in Lighting*

## **AUTOLITE (INDIA) LIMITED**

**Regd. Office:** D-469, Road No 9A, V.K.I Area, Jaipur- 302013, Rajasthan

Tel. No. 91-141-2333994-96

**E-mail:** [investors@autopal.com](mailto:investors@autopal.com) | **Website:** [www.autopal.com](http://www.autopal.com)

**CIN:** L31506RJ1977PLC001738

## **ATTENDANCE SLIP**

I/We hereby record my/our presence at the 42<sup>nd</sup> Annual General Meeting of the Company held at D- 469, Road No 9A, V.K.I Area, Jaipur 302013 at 2.00 P.M. on Monday, the 30<sup>th</sup> day of September 2019.

Name and Address of the Shareholder(s):		
If shareholder(s), please sign here	If proxy, please mention name and sign here	
	Name of Proxy	Signature

**Notes:**

- (1) Shareholder / Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.
- (2) Members are requested to advise the change of their address, if any, to Autolite (India) Limited, at the above address.



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**Form MGT-11  
Proxy form**

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

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name: .....  
 Address: .....  
 E-mail Id: ..... Signature : .....

or failing him

2. Name: .....  
 Address: .....  
 E-mail Id: ..... Signature : .....

or failing him

3. Name: .....  
 Address: .....  
 E-mail Id: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **42<sup>nd</sup> Annual General Meeting** of the Company to be held at D- 469, Road No 9A, V.K.I Area, Jaipur 302013 at 2.00 P.M. on **Monday, the 30<sup>th</sup> day of September, 2019** and at any adjournment thereof in respect of such resolutions as are indicated below:

# Autolite (India) Limited

Resolutions		For	Against
<b>Ordinary Business:</b>			
1.	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2019 and the Reports of the Directors' and Auditors' thereon.		
	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2019 and Auditors' thereon.		
2.	Reappointment of Shri Adarsh Mahipal Gupta who retires by rotation.		
3.	Ratification of appointment of Statutory Auditors for one year and authorize Board of directors to fix their remuneration.		
<b>Special Business:</b>			
4.	To regularize the appointment of Mr. Ashish Kala who was appointed as Additional Director to hold office upto Annual General Meeting		
5.	To appoint Mr. Ashish Kala as Independent Director for the period of five years		
6.	To regularize the appointment of Mr. Lokesh Kasat who was appointed as Additional Director to hold office upto Annual General Meeting		
7.	To appoint Mr. Lokesh Kasat as Independent Director for the period of five years		
8.	Ratification of remuneration of Cost Auditor.		
9.	Approval of Prospective Related Party Transactions.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

AFFIX  
Re 1  
Revenue  
Stamp