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**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 40<sup>th</sup> Annual General Meeting**

NOTICE is hereby given that the **40<sup>th</sup> Annual General Meeting** of the members of **AUTOLITE (INDIA) LIMITED** will be held on Friday, 29<sup>th</sup> day of September, 2017, at 11.00 A.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:
  - the Audited Standalone financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, together with the Report of Board of Directors and Auditors' Report thereon.
  - the Audited Consolidated financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, together with the Auditors' Report thereon.
2. To appoint a Director in place of Shri Kuldeep Kumar Gupta (DIN: 01591373), 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 Madukar Garg & Co., Chartered Accountants, Jaipur (Firm Registration No. 000866C) as statutory auditor of the Company from the conclusion of 40<sup>th</sup> Annual General Meeting till the conclusion of 41<sup>st</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 2017-18 as recommended by the Audit Committee in consultation with the Auditors."

**SPECIAL BUSINESS:**

4. To modify the terms of appointment of Mr. Amit Mahipal Gupta to make him Director liable to retire by rotation 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** in partial modification of resolution passed at 38<sup>th</sup> Annual General Meeting and in terms of Section 152(6) of the Companies Act, 2013, the term of appointment of Mr. Amit Mahipal Gupta who was appointed as Whole-time director for the period of five years w.e.f. January 1, 2015, be and is hereby modified to the extent that he will be liable to retire by rotation."

5. To modify the terms of appointment of Mr. Adarsh Mahipal Gupta to make him Director liable to retire by rotation and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

# Autolite (India) Limited

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**“RESOLVED THAT** in partial modification of resolution passed at 38<sup>th</sup> Annual General Meeting and in terms of Section 152(6) of the Companies Act, 2013, the term of appointment of Mr. Adarsh Mahipal Gupta who was appointed as Whole-time director for the period of five years w.e.f. January 1, 2015, be and is hereby modified to the extent that he will be liable to retire by rotation.”

6. **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:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, the remuneration payable for the year ending 31st March, 2018 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.”

7. **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 a Special 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 finalise 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.”

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

**To increase the Borrowing Powers of the Company:**

**“RESOLVED THAT** in suppression of the resolution passed by the shareholders at the 38<sup>th</sup> Annual General Meeting held on September 29, 2015 consent of the shareholders be and is hereby accorded in terms of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), to the Board of Directors of the company (hereinafter referred to as “the Board”, which expression shall include any committee authorized thereof) for borrowing any sum or sums of moneys from time to time for the purpose of Company's Business on such terms and Conditions and with or without securities and without prejudice to the generalities thereof, by way of term loans, advances, credits, acceptance of deposits or otherwise in Indian Rupees or any foreign currency from any bank (s) , any financial Institution (s) , other entity (ies) , corporate (s) , person (s) etc., In India or abroad from any Bank , Financial Institution or any lending Institution, firms, Bodies corporate or persons(s) as may be considered suitable by the Board notwithstanding that the sum or sum (s) of monies to be borrowed together with the monies already borrowed by the company ( apart from temporary loan obtained or to be obtained from the Company's Banker's in the ordinary course of Business) may exceed the aggregate of the Paid up capital of the Company and its free reserve that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the board shall not at any time exceed the limit of Rs. 100.00 Crores (Rupees One Hundred Crores Only) including Foreign currency in equivalent rupee on account of the principal.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts , deeds, and



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things as it may in its absolute discretion deemed fit, necessary, proper, or desirable or to settle any question, difficulty or doubt that may arise in respect of the borrowings aforesaid and further to do all such acts, deeds, and things and to execute all documents and writings as may be necessary, proper as desirable or expedient to give effect to this resolution."

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

**To increase the limit of Loans, Guarantees and Investment in excess of limits specified under Section 186 of the Companies Act, 2013:**

"RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications thereof for the time being in force and as may be enacted from time to time) and in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of

Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs.50 crore (Rupees Fifty crore only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

DATE : 29th August, 2017  
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

**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.

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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.
6. The Board has notified closure of Register of members and Share Transfer Books from Friday, September 22, 2017 to Friday, September 29, 2017 (both days inclusive) for the purpose of 40<sup>th</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 40<sup>th</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 40<sup>th</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.



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- (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 22, 2017.
- (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 22, 2017 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
Tuesday, September 26, 2017 at 9.00 a.m. (IST)	Thursday, September 28, 2017 at 5.00 p.m. (IST)

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

- (ix) 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.

- (x) The results declared along with the scrutinizer's report 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.
- (xi) 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 29, 2017.
- (xii) **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

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- 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) USERID PASSWORD/PIN**
- c. Please follow all steps from Sl. No. (b) to Sl. No. (l) of I. above, to cast vote.
14. 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.
15. 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.
16. 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).
17. 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 22, 2017, 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.
18. 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.
- 19. 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.**
- 20. 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 22, 2017.**
21. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special Business is annexed hereto.



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22. Details required under the provisions of the SEBI (Listing Obligations 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.

**DATE : 29th August, 2017**  
**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**

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

**Item No. 4**

Mr. Amit Mahipal Gupta was appointed as Whole-time Director w.e.f January 1, 2017 for the period of five years.

It is proposed to modify his terms of appointment to make him liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013.

Mr. Amit Mahipal Gupta, Mr. Mahipal Gupta and Mr. Adarsh Mahipal Gupta may be treated as concerned or interested in the above business.

**Item No. 5**

Mr. Adarsh Mahipal Gupta was appointed as Whole-time Director w.e.f January 1, 2017 for the period of five years.

It is proposed to modify his terms of appointment to make him liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013.

Mr. Adarsh Mahipal Gupta, Mr. Mahipal Gupta and Mr. Amit Mahipal Gupta may be treated as concerned or interested in the above business.

**Item No. 6**

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, 2018.

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, 2018 as set out in the resolution.

The Board recommends the Resolution a set out under item no. 6 for ratification by Members.

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

**Item No. 7**

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.

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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 :

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
2.	M/sAutopal 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: 420 Sales: 180
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 Investment: 500
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

Therefore the Resolution placed at item no. 7 is proposed for consideration of shareholders and if thought fit to be passed as Special resolution.





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#### **Item No. 8**

Section 180 (1) (c) of the Companies Act, 2013, stipulates for approval of borrowing powers of the Board of Directors by the members of the Company in the General Meeting by way of passing a Special Resolution if the borrowings by the board exceeds the aggregate of paid up capital and free reserves of the Company, looking to the future requirements of the funds by the Company, it is anticipated that the total borrowings of the Company may cross the existing borrowing limits of the Board, therefore it is proposed to raise the borrowing powers of the Board of Directors upto Rs. 100.00 Crores (Rupees One Hundred Crores Only), which requires to be pre-approved by the members in general meeting by way of Special Resolution. Hence, this resolution is placed before the members for their consideration and if think fit to be passed as a special Resolution, with or without modification.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

**None of the Directors is interested in this resolution except to the extent of value of shares in the Company, held by them.**

**DATE : 29th August, 2017**

**REGISTERED OFFICE:**

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

**Area Jaipur- 302013 (Rajasthan)**

**CIN: L31506RJ1977PLC001738**

#### **Item No. 9**

The Company had advanced loans/advances for its business requirements and made investments in securities of body corporates long back. Now, the Company is planning to make investments in Autolite Manufacturing Limited which is having hi-tech and most modern technology of manufacturing of automotive plastic lamps. Further, the Company also foresees to enter into joint ventures / collaboration with foreign Companies for the growth of business of the Company in near future.

In order to make investment(s) in excess of limits specified under Section 186 of Companies Act, 2013, the Company requires approval from the shareholders in a general meeting. The Board recommends the Special Resolution set out at Item No.9 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.9 of the Notice.

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

**Sd/-**

**(VISHAL AGARWAL)  
COMPANY SECRETARY**

<b>Particulars</b>	<b>Shri Kuldeep Kumar Gupta</b>
<b>Date of Birth and Age</b>	DOB: June 08, 1962 Age: 55 Years
<b>Date of First Appointment</b>	December 11, 2007
<b>Qualification</b>	<ul style="list-style-type: none"><li>• Fellow Chartered Accountant</li><li>• Associate Company Secretary</li><li>• Associate Cost Management Accountant</li></ul>
<b>Experience &amp; Expertise</b>	Shri Kuldeep Kumar Gupta is a Chartered Accountant (CA), Cost Accountant (ICWA) & Company Secretary (CS). He has wide experience in financial sector in different companies. He is having his own practice of Chartered Accountancy since more than 21 years and is associated with loan syndication with bank/ financial institutions. Experience in years: 32
<b>Name of the Public Companies in which Directorship other than Autolite (India) limited</b>	None
<b>Chairman/Member of the Committee of the Board of Public Companies other than Autolite (India) limited</b>	None
<b>Relationship with Directors Interse</b>	Not related
<b>No. of shares held in the Company</b>	NIL

(9)

# Autolite (India) Limited



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## **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 40<sup>th</sup> Annual General Meeting of the Company held at D- 469, Road no 9A, V.K.I Area, Jaipur 302013 at 11.00 A.M. on Friday, the 29<sup>th</sup> day of September 2017.

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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**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

**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: \_\_\_\_\_

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **40<sup>th</sup> Annual General Meeting** of the Company to be held at D- 469, Road No 9A, V.K.I Area, Jaipur 302013 at 11.00 A.M. on Friday, the **29<sup>th</sup> day of September, 2017** 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, 2017 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, 2017 and Auditors' thereon.		
2.	Reappointment of Shri Kuldeep Kumar 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 modify terms of appointment of Mr. Amit Mahipal Gupta to make him liable to retire by rotation		
5.	To modify terms of appointment of Mr. Adarsh Mahipal Gupta to make him liable to retire by rotation		
6.	Ratification of remuneration of Cost Auditor.		
7.	Approval of Prospective Related Party Transactions.		
8.	Approval of Increase in borrowing powers of the Company.		
9.	Approval of increase in limit of making loans/investments/ guarantee.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

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

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

AFFIX  
Re 1  
Revenue  
Stamp

## ***ROUTE MAP TO REACH THE VENUE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING***

