



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 | **Website:** www.autopal.com

CIN: L31506RJ1977PLC001738

NOTICE OF POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) that the resolutions appended are proposed to be passed as special resolutions by way of Postal Ballot/e-voting. The explanatory statement pursuant to Section 102 of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with the Postal Ballot Form for your consideration.

SPECIAL BUSINESS:

1. ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and all the applicable laws and regulations, consents, permissions and sanctions, required, if any, in this regard from appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by the statutory authorities, approval of the Members be and is hereby granted so as to enable the Company to carry on the business of manufacturing, assembling, importing, exporting or dealing in all types of vehicles, wiring harness, sheet metal components, paints, chemicals, etc and in this regard to alter Clause III (A)

of the Memorandum of Association by inserting new clauses after Clause 5:-

CLAUSE III (A):

- (6) To carry on the business of manufacturing, assembling, importing, exporting, buying, selling or otherwise dealing in all types of vehicles driven through petrol, diesel, gas and electric battery viz. E-rickshaw, E-bikes, E-cars, E-scooter etc. and battery packs viz. lithium ion, lithium ion phosphate (LiFeP₀₄), Lead Acid, Nickle Cadmium, etc., Motors, Engines, Battery Management System, Charging System, Controller, Activator and other automobile accessories, etc and to manufacture, buy, sell, import, export or otherwise deal in their raw material, parts, spares, stores, etc.
- (7) To carry on the business of manufacturing, buying, selling, importing, exporting or otherwise dealing in all types of wiring harness, wires, cables, control cables and other wiring items, sheet metal components, wipers, spark plugs, mirrors, brake shoes, brake pads etc. and to manufacture, buy, sell, import, export or otherwise deal in their raw material, parts, spares, stores, etc
- (8) To carry on the business of manufacturing, buying, selling, importing, exporting or otherwise dealing in all types of paints, chemicals, warnish, adhesive, lacquer, coatings, rubber, rubber parts, plastic parts, etc. and to manufacture, buy, sell, import, export or otherwise deal in their raw material, parts, spares, stores, etc

Autolite (India) Limited

- (9) To carry on the business of manufacturing, buying, selling, importing, exporting or otherwise dealing in all types of accessories for automobile including Moto-Sport viz. Helmets, Jackets, Gloves, Shoes, Jump Starter, Cabin Fan, Air Purifier, Auto Sensors, Seat Covers, Body Covers, Inflatable beds, LCD Screens, Tyre Inflators, Vacuum Cleaner, Pressure Gauge, etc. and to manufacture, buy, sell, import, export or otherwise deal in their raw material, parts, spares, stores, etc
- (10) To carry on the business of manufacturing, buying, selling, importing, exporting or otherwise dealing in all types of Accessory Lights for Automotive viz. Day Time Running Lamps, Bar Lights, Mood Lights, Cabin Lights, Door Lights, etc using various light sources viz. Incandescent, HID, LED etc. and to manufacture, buy, sell, import, export or otherwise deal in their raw material, parts, spares, stores, etc
- (11) To carry on the business of manufacturing, buying, selling, importing, exporting or otherwise dealing in all types of Power Banks for charging of Electronic Gadgets, etc. and to manufacture, buy, sell, import, export or otherwise deal in their raw material, parts, spares, stores, etc
- (12) To carry on the business of manufacturing, buying, selling, importing, exporting or otherwise dealing in all types of Business Promotional Items viz. T-shirts, Trousers, Key chains, Purse, Pen, Gift Sets and any other similar items. and to manufacture, buy, sell, import, export or otherwise deal in their raw material, parts, spares, stores, etc
- (13) To carry on the business of manufacturing, buying, selling, importing, exporting or otherwise dealing in all types of Machines of every description and kind, viz Coating and Painting Lines, Assembly Lines, Automotive Components manufacturing machines, Processing Machines, Ultrasonic cleaning and pre-

treatment machines, etc. and all type of Dies, Moulds viz. for plastic parts, sheet metal parts for glass items, rubber parts, etc. and to manufacture, buy, sell, import, export or otherwise deal in their raw material, parts, spares, stores, etc

RESOLVED FURTHER THAT Shri Adarsh Mahipal Gupta, Whole-time Director and Shri Vishal Agarwal, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required for giving effect to this resolution.

2. TO APPROVE THE CONTINUATION OF SHRI MAHIPAL GUPTA AS MANAGING DIRECTOR AFTER ATTAINING AGE OF 70 YEARS

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

“RESOLVED THAT pursuant to Section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted for continuation of holding of office of Managing Director by Shri Mahipal Gupta (DIN: 00057619) upon attaining the age of 70 (Seventy) years on September 13, 2017 for the remaining term of his appointment expiring on December 31, 2019 on the terms and conditions as approved by the members at the time of appointment in the Annual General Meeting held on September 29, 2015, and which are reproduced in the Explanatory Statement to this resolution.

“RESOLVED FURTHER THAT Shri Adarsh Mahipal Gupta, Whole-time Director and Shri Vishal Agarwal, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient 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



Excellence in Lighting

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and the reasons for the proposed resolution is annexed to the notice.
2. The Company is pleased to offer e-voting facility, in terms of Section 108 of Companies Act, 2013 and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating e-voting to enable the members to cast their votes electronically.
3. The Company has appointed Mr. Jai Prakash Sharma, Practicing Company Secretary, Jaipur (C.P. No 5161), to act as the Scrutinizer, for conducting the Postal Ballot and e-voting process, in fair and transparent manner.
4. Voting rights in the Postal Ballot cannot be exercised by a proxy.
5. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice-versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall be considered and vote cast through physical postal ballot shall be treated as invalid.
6. The notice of the postal ballot is dispatched/ emailed to the members whose name appears on the register of member as on September 1, 2017 and voting rights shall be reckoned on the paid –up value of the shares registered in the name of the members as on the said date. A member whose email is registered and desirous of voting through postal ballot form, may write to the Company for obtaining physical postal ballot form along with pre-paid envelop.
7. **Instructions for exercising the voting right by postal ballot are printed on the back of form of postal ballot. Members are advised to go through all the instructions carefully before filling – up the form for postal ballot.**

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING AS UNDER:

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:

- (1) The e- voting facility is available at the link, <https://www.nsdl.com>
- (2) 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 1, 2017
- (3) **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 1, 2017 shall only be entitled to avail the facility of e-voting.**
- (4) **The e-voting facility will be available during the following period:**

Commencement of remote e-voting	End of remote e-voting
Wednesday, September 6, 2017 at 9.00 a.m.	Thursday, October 5, 2017 at 5.00 p.m.

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

- (5) The Scrutinizer will submit his report to the Chariman & Managing Director of the Company after completion of his scrutiny. The results of the Postal Ballot including E-voting will be announced on October 10, 2017 at 5.00 p.m.at Registered Office of the Company. The resolution will become effective on and from the date of announcement of result of the Postal Ballot.
- (6) The results declared along with the scrutinizer's report shall be placed on the website of the Company www.autopal.com and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- (7) **Instructions and other information relating to e-voting:**
 - (i) In case a Member receives an email from NSDL [for members whose email IDs are registered with the

Autolite (India) Limited

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 with a copy marked to evoting@nsdl.co.in
- (ii) In case a Member receives physical copy of the Notice or 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 bottom of the Postal Ballot Form.
 - b. EVEN(E-voting Event Number) User ID Password/PIN
 - c. Please follow all steps from SI. No. (b) to SI. No. (i) Of(i) above, to cast vote.
- (8) 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 or call on toll free no.: 1800-222-990.
- (9) 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).
- (10) 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 1, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or MCS Share Transfer Agent Limited.
- (11) 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 or contact NSDL at the following toll free no.: 1800-222-990.

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



Excellence in Lighting

Item no. 1

The Company has various plans for expansion and diversification of its business operations from the present level and accordingly it is proposed to add the business of manufacturing, buying, selling, assembling, importing, exporting or otherwise dealing in all types of vehicles including E-rickshaw, E-bikes, E-cars, E-scooters, wiring harness, sheet metal components, paints, lacquer, warnish, chemical, etc. as mentioned in Sl. No. (6) to (13) of Item No. 1. In order to commence the same, it is proposed to alter the Main Objects Clause of the Memorandum of Association by inserting the new clause after clause III A (5) as mentioned in item no 1 of notice

The Board of Directors of Company on February 14, 2017 approved the above mentioned alteration in the Main Objects Clause of the Memorandum of Association of the Company; Alteration in MOA by alteration in the Main Objects Clause requires approval of shareholders by passing the special resolution through postal ballot. Therefore item 1 of this notice is placed before the shareholders for their approval.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution by Postal Ballot.

Item no. 2

Shri Mahipal Gupta, Managing Director will attain the age of 70 years on September 13, 2017.

As per the provisions of Section 196(3) of the Companies Act, 2013 no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a Special Resolution. It is therefore proposed to continue the appointment of Shri Mahipal Gupta as Managing Director of the Company after attaining the age of 70 years for the remaining term expiring on December 31, 2019 and therefore the resolution as set out in Item No. 2 is put forth before the members for their approval.

The terms of appointment of Shri Mahipal Gupta as Managing Director, which was approved by members at the time of his appointment in the Annual General Meeting held on September 29, 2015, is as under:

Basic Salary: Rupees 350,000/- per month

Commission on Net Profit:

Two Percent of the Net Profit of the company for each financial year as computed under the provision of the Section 198 of the Companies Act, 2013.

Perquisites: in addition to the above, he shall be entitled to the perquisites as mentioned below, the value whereof will be restricted to an amount equal to 100% of annual Salary subject to the condition that the aggregate of salary and Perquisites shall not exceed Rs. 7,00,000/- per month.

PERQUISITES:

CATEGORY 'A'

Gas, Electricity, Water and Furnishing: the expenditure incurred by the company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 10% of salary.

Medical Reimbursement: Expenses incurred for self and his family member subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

Leave Travel Concession: For self and his family members once in a year incurred in accordance with the rules specified by the company.

Club Fees: fees of clubs subject to a maximum of two clubs; this will not include admission and life membership fees.

Personal Accident Insurance: Premium not to exceed Rs. 4,000/- per annum on any policy, if any, taken by the company or reimbursement to him in this behalf.

CATEGORY 'B'

The following perquisites shall also be allowed however they shall not be included in the computation of the ceiling on perquisites mentioned above and as permissible under existing law:

- i. Company's contribution to Provident Fund @ 12% of the salary or such higher amount as may be permissible under the law.
- ii. Company's contribution towards Superannuation Fund as

Autolite (India) Limited

per the rules of the company's superannuation scheme as may be applicable from time to time provided however that the company's contribution to the superannuation fund together with contribution to the Provident Fund shall not exceed 25% of the salary or any other higher amount that may be permissible under the law.

iii. Gratuity in accordance with the rules of the company as applicable to the senior executives of the company but not exceeding half a month's salary for each completed year of service.

iv. Encashment of leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Reimbursement of Expenses: Provision for reimbursement of expenses made towards the Company's Business, it includes expenses incurred towards Local conveyance, Guest Entertainment, Tour and Travel, Printing and Stationery, Legal expenses etc.

DATE : 29th August, 2017
REGISTERED OFFICE:
D-469, Road No. 9A, V.K.I
Area Jaipur- 302013 (Rajasthan)
CIN: L31506RJ1977PLC001738

Provision for car with driver and telephone at residence, provided that personal long distance calls on telephone and car for private use shall be recovered by the Company.

Keeping in view that Shri Mahipal Gupta has been involved in the operations of the Company over a long period of time and he has a great/varied experience in the operations, it would be in the interest of the Company to continue to hold the office of Managing Director by Shri Mahipal Gupta.

Except Shri Mahipal Gupta (the appointee), Shri Amit Mahipal Gupta and Shri Adarsh Mahipal Gupta, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution by Postal Ballot.

BY ORDER OF THE BOARD
FOR AUTOLITE (INDIA)LIMITED
Sd/-
(VISHAL AGARWAL)
COMPANY SECRETARY



Excellence in Lighting



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 | **Website:** www.autopal.com

CIN: L31506RJ1977PLC001738

POSTAL BALLOT FORM

(Please read the instructions before filling the form)

Name and Registered address of the Sole/First named Member (in BLOCK LETTER) :

Name(s) of the joint member(s), if any :

Registered Folio Number/DP ID No. /Client ID No*:
*(Applicable to investors holding shares in dematerialized Form)

Number of Share(s) held :

I/We hereby exercise my/ our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in Notice of Postal ballot dated August 29, 2017 issued by the Company by conveying my/our assent /dissent to the said Special Resolution by placing the tick (✓) mark at the appropriate box below.

S . No	Description	No. of shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution: To Alter the Main Object Clause of the Memorandum of Association of the Company.			
2.	Special Resolution: To approve the continuation of the office of Managing Director by Shri. Mahipal Gupta upon attaining the age of 70 years on September 13, 2017.			

Place:

Date:

Signature of the Member

.....X.....X.....X.....X.....

Autolite (India) Limited

E-VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

INSTRUCTIONS FOR EXERCISING THE VOTING RIGHT BY POSTAL BALLOT

1. A Member desiring to exercise vote by Postal Ballot shall complete the Postal Ballot Form with assent (for) or dissent (against) and send it to Mr. Jai Prakash Sharma, M/s JPS & Associates, Practicing Company Secretary, the Scrutinizer in the enclosed self addressed prepaid postage Envelop. Postage charges will be borne and paid by the Company. However, in case a Member send the postal ballot by courier or registered post or delivers it in person at his expense, such Postal Ballot will also be accepted.
2. The self addressed envelopes bears name and postal address of the Scrutinizer appointed by the board.
3. The Postal Ballot Form should be completed and signed by the Member. Any unsigned Postal Ballot Form will be rejected.
4. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participant). In case of joint holding, the Form should be completed and signed by the first named Member and in his absence, by the next named Member. A Member may sign the Postal Ballot Form through an attorney. In such case certified true copy of the power of attorney should be attached to the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on October 5, 2017 All Postal Ballot Forms received after this date will be invalid and strictly treated as if the reply postal ballot from such member has not been received.
6. There will be only one Postal Ballot Form for every Folio/ Client ID irrespective of number of the joint Member(s).
7. Assent or dissent to be proposed resolution may be recorded by placing a tick (✓) mark in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
8. In case of shares held by the Companies, Trusts, Societies etc., they duly completed Postal Ballot Form should be accompanied by certified true copy Board Resolution/Authority Letter.
9. A member may request the Company/Company's registrars MCS Share Transfer Agent Limited, Sri Venkatesh Bhawan, F-65 Okhla Industrial Area Phase-1, New Delhi-110020 for duplicate Postal Ballot Form, if required. However, duly completed duplicate form should reach the scrutinizer not later than the last date of receipt of postal ballot form, close of working hours i.e. 5.00 p.m. on October 5, 2017
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on cut-off date i.e. September 1, 2017.
11. Shareholders are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed business envelop, as such envelops will be sent to the scrutinizer and any extraneous paper found in such envelop would be destroyed by the scrutinizer.
12. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. Incomplete, unsigned or incorrect postal ballot forms will be rejected.