

STATUTORY SECTION

NOTICE is hereby given that the 31st Annual General Meeting of the Members of AUTOPAL INDUSTRIES LIMITED will be held on Friday, 29th September, 2017 at 12.30 P.M. at its registered office at E-195(A), RIICO Industrial Area, Mansarovar, Jaipur-302020, (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017, including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and cash flow statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Dharam Pal Gupta (holding DIN : 00058225) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. To ratify the appointment of Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting (AGM) and to fix their remuneration and in this regard, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT in terms of the provisions of Sections 139 and other applicable provisions and pursuant to the resolution passed by the Members at the Twenty ninth Annual General Meeting held on 30th September, 2015 appointing M/s. RAJVANSHI & ASSOCIATES, Chartered Accountants (Firm Registration No. 005069C), as statutory auditors to hold office from the conclusion of the 29th AGM till conclusion of the 33rd AGM, the appointment of M/s. RAJVANSHI & ASSOCIATES, Chartered Accountants (Firm Registration No. 005069C), is ratified by the Members in this meeting i.e. 31st AGM, for the F. Y. 2017-18 and the remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in connection with the audit of the accounts of the Company for the year ending March 31, 2018.”

SPECIAL BUSINESS:

4. To fix the managerial remuneration:

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as an Ordinary Resolution:

“**RESOLVED THAT**, in pursuit of Section 197 of Companies Act, 2013 and rules made there under in respect of Managerial Remuneration payable by a Company to its Directors in case of inadequate profits. The Board of Directors decided to fix the Managerial Remuneration for all the Directors, with a maximum amount of Rs. Thirty Lakhs (30,00,000) for the Financial Year 2017-18, as profits for the Financial Year 2016-17 were inadequate.”

5. To Regularize Appointment of Chief Financial Officer:

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as an Ordinary Resolution:

“**RESOLVED THAT** Pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended or re-enacted from time to time the Board of Directors as per recommendation of the Audit Committee in their meeting held on 30/05/2017 appoints Mr. Arvind Kumar Tiwari as Chief Financial Officer of the Company with effect from 03/05/2017 subject to the approval of shareholders and upon such terms and conditions including terms of remuneration as recommended by Nomination and Remuneration Committee.

RESOLVED FURTHER THAT remuneration be paid to said appointee as minimum remuneration in the event of loss or inadequacy of profits in any year of tenure of his appointment.

RESOLVED FURTHER THAT Board of Director of the Company be and are hereby severally authorized to do all acts, deed and things as may be required in this matter including filing of forms/returns with the Registrar of Companies.”

**By Order of the Board
AUTOPAL INDUSTRIES LIMITED
CIN: L31501RJ1985PLC003427**

**Place: JAIPUR
DATE:-02/09/2017**

**S/d
ANUP GUPTA
DIN: 01132624
(Managing Director)**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXY SHOULD BE DULY STAMPED COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.

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

3. All documents referred to in the accompanying Notice and Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive).

5. Members requiring information on the accounts are requested to write to the Company at least seven days before the date of the meeting to enable the company to furnish the information.

6. Electronic Copy of the Annual Report for 2016-17 along with Notice of the 31st Annual General Meeting inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the same are being sent in the permitted mode.

7. Members may also note that the Notice of the 31st Annual General Meeting will also be available on the Company's website www.autopal.org for their download.

8. Members are requested to intimate immediately, change in their address, lodge the instrument of transfer / transmission of shares at the registered office of the company or at the office of Registrar and Share Transfer Agent viz.

M/s, BEETAL FINANCIAL & COMPUTER SERVICES (P) Ltd.
Beetal house, 3rd floor, 99 Madangir,
Behind local shopping centre,
New Delhi, 110062
Ph: 011-29961281,83; Fax:011-29961284
E-mail-beetal@beetalfinancial.com

10. Voting through electronic means:

a. Members may note that pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement the Company is providing e-voting facility for voting on the resolutions proposed to be passed at the Annual General Meeting of the members.

b. These details and instructions form integral part of the Notice dated 2nd September, 2017 for the Annual General Meeting to be held on 29th September, 2017.

c. Mr. Mahendra Khandelwal, Company Secretary in Practice, 202, Prism Tower, Opp. Old Lal Kothi Sabji Mandi Main Gate, Tonk Road, Jaipur(Rajasthan) has been appointed as the Scrutinizer of voting (including e-voting) in the said Annual General Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2017 and ends on 28th September, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the the first two letter of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on envelop of Annual Report with notice on Share holder address slip. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Autopal Industries Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 22nd September, 2017 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
11. Mr. Mahendra Prakash Khandelwal, a Practicing Company Secretary, (Membership No. 6266; Certificate of Practice No. 4459) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

ANNEXURE TO THE NOTICE

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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. :- 4

In pursuit of Section 197 of Companies Act, 2013 and rules made there under in respect of Managerial Remuneration payable by a Company to its Directors in case of inadequate profits. The Board of Directors decided to fix the Managerial Remuneration for all the Directors, with a maximum amount of Rs. Thirty Lakhs (30,00,000) p.a. for the Financial Year 2016-17, as profits for the same year were inadequate.”

Item no. :-5

The Board of Directors as per recommendation of the Audit Committee hereby appoint Mr. Arvind Kumar Tiwari as Chief Financial Officer of the Company with effect from 03/05/2017 in accordance with the provisions of Section 203 of the Companies Act, 2013 subject to the approval of shareholders in Annual General Meeting.

The Board feels that presence of Mr. Arvind Kumar Tiwari on the Key Managerial Personnel is desirable and would be beneficial to the company and hence recommend this resolution for adoption

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Arvind Kumar Tiwari are in any way financially or otherwise, concerned or interested in this resolution.

The Board accordingly recommends the Ordinary Resolution for your approval

By Order of the Board
AUTOPAL INDUSTRIES LIMITED
CIN: L31501RJ1985PLC003427

Place: JAIPUR
DATE:-02/09/2017

S/d
ANUP GUPTA
DIN: 01132624
(Managing Director)



AUTOPAL INDUSTRIES LIMITED

Regd. Office & Works :

E-195(A), RIICO Industrial Area, Mansarovar, JAIPUR-302 020

Telefax : +91-141- 2396862, 4232900-906

E-mail : info@autopal.net.in Website : www.autopal.net.in, www.autopal.org

CIN No. L31501RJ1985PLC003427

Ref. No.....

Date.....

ATTENDANCE SLIP

(Please complete this form and hand it over at the entrance)

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*FOLIO NO.	
DIP ID NO. /CLIENT ID NO.	
NO. OF SHARES HELD	
NAME OF PROXY (IN BLOCK LETTERS) TO BE FILLED IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I hereby record my presence at the 31st Annual General Meeting of the company at E-195(A), RICO Industrial Area, Mansarovar, Jaipur-302020(Raj.) at 12:30 P.M. on Friday, 29th day of September 2017
Signature of the shareholder/proxy/authorized representative.....

NOTE:

1. Shareholder/Proxy holders wishing to attend the meeting must bring this attendance slip, duly signed, to the meeting and hand it over at the entrance
 2. Shareholder(s) present in person or through registered proxy shall only be entertained.
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AUTOPAL INDUSTRIES LIMITED

Regd. Office & Works :

E-195(A), RIICO Industrial Area, Mansarovar, JAIPUR-302 020

Telefax : +91-141- 2396862, 4232900-906

E-mail : info@autopal.net.in Website : www.autopal.net.in, www.autopal.org

CIN No. L31501RJ1985PLC003427

Ref. No.....

Date.....

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	
FOLIO NO. /DIP ID-CLIENT ID	
EMAIL ID	

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

1.Name:.....Address:.....

.....Email

Id:.....

Signature....., or failing him

2.Name:.....Address:.....

.....Email

Id:.....

Signature.....

as my/our proxy to attend and vote form/our and on my behalf at the 31st Annual General Meeting of the company to be held on Friday, the 29th day of September 2017 at 12:30 P.M. and at any adjournment thereof.

Signed this.....day of.....2017

Signature of the Member(s).....

Signature of the proxy holder(s).....

Please Affix Re. 1/- Revenue Stamp

Notes:

1. A member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself
2. A proxy need not be a member
3. This form in order to be effective must be duly stamped. Completed and signed and must be deposited at the registered office of the company, not later than 48 hours before the commencement of the meeting.