

AMD Industries Limited



CIN: L28122DL1983PLC017141

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

E-mail : investor@amdindustries.com, Website : www.amdindustries.com

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NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that 32nd Annual General Meeting of the Members of AMD Industries Limited will be held on Tuesday, 29th September, 2015 at 10.00 a.m. at Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi – 110030 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended on 31st March, 2015 and the reports of the Board and Auditor's thereon.
2. To declare dividend on equity shares for the financial year ended on 31st March, 2015.
3. To appoint a Director in place of Mr. Harswarup Gupta (DIN: 00034406), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s Suresh & Associates, Chartered Accountants, New Delhi (FRN-0003316N) as statutory auditors of the Company

to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force, the approval of the Company be and is hereby accorded for variation of the terms of remuneration of Mr. Ashok Gupta (DIN: 00031630), Whole-time Director of the Company, for the period from 01.04.2015 to 31.03.2017, as follows:

Basic Salary	Rs. 6,00,000/- per month.
Perquisites And Allowances	
Housing	a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 30% of the basic salary on monthly basis. b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two month basic salary
Commission	5% of net profit per annum
Other Benefit/amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V of the Companies Act, 2013:

- Contribution by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Ashok Gupta shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the overall consolidated remuneration payable to Mr. Ashok Gupta shall not exceed Rs. 1,20,00,000/- per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variations of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force, the approval of the Company be and is hereby accorded for variation of the terms of remuneration of Mr. Adit Gupta (DIN: 00238784), Managing Director of the Company, for the period from 01.04.2015 to 31.03.2017, as follows:

Basic Salary	Rs. 6,00,000/- per month.
Perquisites And Allowances	
Housing	a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 30% of the basic salary on monthly basis. b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two months basic salary
Commission	5% of net profit per annum
Other Benefit / amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V to the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Mr. Adit Gupta shall be entrusted with substantial powers of the management of the affair of the company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the overall consolidated remuneration payable to Mr. Adit Gupta shall not exceed R. 1,20,00,000/- per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variations of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force and subject to approval of Central Government, if any, the consent of the Company be and is hereby accorded for increasing & variation of terms of remuneration of Mr. Ashok Gupta (DIN: 00031630), Whole-time director of the Company for the period from 01.04.2016 to 31.03.2017, as follows:

Basic Salary	Rs. 7,50,000/- per month.
Perquisites And Allowances	
Housing	a. Rent Free furnished and or unfurnished accommodation will be provided by the company. b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling of 30% of basic salary on monthly basis.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two month basic salary
Commission	5% of net profit per annum
Other Benefit / amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Ashok Gupta shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the overall consolidated remuneration payable to Mr. Ashok Gupta shall be Rs.1,60,00,000/- per annum excluding rent free accommodation, if provided by the company.

Basic Salary	Rs. 7,50,000/- per month.
Perquisites And Allowances	
Housing	a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 30% of the basic salary on monthly basis. b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above.
Medical Reimbursement	Expenses actually incurred for self and family.
Leave Travel Concession	Two months basic salary for self and family once in a year for any destination in India.
Club Fees	Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical Insurance premium	as per policy of the Company
Personal Accident Insurance	as per the policy of the company
Entertainment Expenses	Reimbursement of entertainment expenses on actual basis incurred during the course of the business
Facilities	Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.
Bonus	Bonus equivalent to two month basic salary
Commission	5% of net profit per annum
Other Benefit/amenity / facility / ex-gratia	as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

Other terms:

Mr. Adit Gupta shall be entrusted with substantial powers of the management of the affair of the company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force and subject to approval of Central Government, if any, the consent of the Company be and is hereby accorded for increasing & variation of terms of remuneration of Mr. Adit Gupta (DIN: 00238784), Managing Director of the Company for the period from 01.04.2016 to 31.03.2017, as follows:

RESOLVED FURTHER THAT the overall consolidated remuneration payable to Mr. Adit Gupta shall be Rs.1,60,00,000/- per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the



time being in the force, the approval of the Company be and is hereby accorded to consider and appoint Mr. Harswarup Gupta (DIN: 00034406), having age of more than 70 years, as Whole-time director of the company after expiry of current term as whole-time director on 31.03.2016.”

**By Order of the Board of Directors
For AMD Industries Limited**

**(Adit Gupta)
Managing Director
DIN-00238784**

Place: New Delhi
Date: 05.08.2015

Regd. Office:

18, Pusa Road,
1st Floor, Karol Bagh,
New Delhi – 110005

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- Corporate Members, intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- The Register of Members and Share Transfer Books will remain closed from Tuesday, 22nd September 2015 to Tuesday, 29th September 2015 (both days inclusive).
- Members are requested to bring their attendance slip along with their copy of annual report to the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio Numbers on the Attendance slip for attending the meeting. All proxy holders are requested to bring their identity proof for verification and to attend the meeting.
- In case of joint shareholders attending the Meeting, only such holder whose name appears first in the Register of Members will be entitled to vote.
- Relevant documents referred to in the accompanying Notice are open for inspection at the registered office of the company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual general Meeting.
- Members who hold shares in physical form in multiple folios, in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's

Registrar and Transfer agents, Bigshare Services Private Limited for consolidation into a single folio.

- The Dividend for the financial year ended 31st March, 2015, as recommended by the Board, if approved by the Members, will be paid on or after 6th October, 2015 to those Members whose names appear in the Register of Members of the Company as on the book closure dates.
- Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Company's Registrars & Transfer Agent i.e. Bigshare Services Private Limited immediately.
- Members who have not received their dividend paid by the Company in respect of earlier years, are requested to check with the Company's Registrars & Transfer Agent. Members are requested to note that in terms of Section 124 of the Companies Act, 2013, any dividend unpaid/unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Investor Education & Protection Fund.

Members who have not yet encashed their dividends for the financial year ended 31st March, 2008 onwards are requested to make their claims to the Company's Registrars & Transfer Agents accordingly, without delay. It may be noted that the unclaimed dividend for the financial year ended 31st March, 2008 are due for transfer to the "Investor Education & Protection Fund" on 26th October 2015.
- The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Annual Report is also available on Company's website www.amdindustries.com. Members who have not registered their e-mail addresses are requested to register the same with their Depositories.
- The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited / Secretarial department of the Company.
- Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office, so as to reach at least 7 days before the date of the Meeting, so that the required information can be made available at the Meeting.
- The Members please be informed that as a matter of good corporate governance practices, no gifts, food coupons or gifts coupons shall be distributed at the Annual General Meeting.

16. 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 Clause 35B of the Listing Agreement, 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. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('Remote e-voting').

The Company has appointed Mr. Amar Gopal Gambhir, Proprietor of M/s A.G.G. & Associates, Company Secretaries, New Delhi, to act as the Scrutinizer, for conducting the e-voting and voting process in a fair and transparent manner. The Scrutinizer will submit his report to Chairman of the company within three working days after the conclusion of meeting.

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. 22nd September, 2015 only shall be entitled to avail the facility of remote e-voting. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 22nd September, 2015. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The e-voting period begins on 26th September 2015 at 9.00 a.m. (IST) and ends on 28th September 2015 at 5.00 p.m. (IST). At the end of Remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. 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.

The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person

authorised by him in writing who shall countersign the same. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.amdindustries.com and on the website of CDSL immediately after the result is declared. The results shall simultaneously be communicated to the Stock Exchanges.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th September, 2015.

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating Remote e-voting for AGM. The instructions for Remote e-voting are as under:

(A) In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com.
- ii) Click on "Shareholders" tab.
- iii) Now, select the 'Company Name-**AMD Industries Limited**' from the drop down menu and click on "SUBMIT".
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing login id and password are to be used.
- vii) 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 first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot/mail) in the PAN field. 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 serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id / folio number in the Dividend Bank details field.

viii) After entering these details appropriately, click on "SUBMIT" tab.

- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts

for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for AMD Industries Limited to vote.



- xii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy

Please follow all steps from s. no. (i) to s. no. (xvii) above, to cast vote.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 5 & 6

The shareholders in their meeting held on 26.09.2014 had appointed both Mr. Ashok Gupta, as Whole-time director and Mr. Adit Gupta as Managing Director of the Company, with effect from 01.04.2014 for a period of three years at a remuneration of Rs.1.20 crore each per annum effective from 01.04.2014. For smooth and in convenient way to remunerate these executive directors your Board has recommended to re-structure their remuneration by amending the basic salary and perquisites/allowances as proposed in the respective resolution keeping the overall remuneration at Rs.1.20 crore for each of the abovementioned executive directors. However the Board, subject to approval of Central Government, has recommended for increasing the remuneration of Mr. Ashok Gupta & Mr. Adit Gupta from Rs.1.20 crore to Rs.1.60 crore each, the details of which are given in resolutions no. 7 & 8 respectively & explanatory statement thereof of this Notice.

Mr. Ashok Gupta aged about 62 years was Managing Director of AMD Industries Limited till 31.03.2014. He is a Bachelor of Science and enriched with an experience of more than 37 years in Industrial and Commercial activities. Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusseldorf, Germany, Pet Exhibition- Munich. He has also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the Worlds' most read PET magazines. Mr. Ashok Gupta looks after the day-to-day operations of the Company since its inception. He is a founder promoter of the Company.

Mr. Adit Gupta aged about 36 years was Joint Managing Director of AMD Industries Limited till 31.03.2014. He is a B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14.11.2005 as the Director of the Company & further subsequently appointed as Whole Time Director with effect from 14.06.2006. He was reappointed as Joint Managing Director w.e.f. 01st June 2012.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He is one of the promoter directors of the company.

Keeping in view, Mr. Ashok Gupta's vast experience, expertise, performance and long association with your Company, it will be in the interest of your Company to restructure the remuneration of Mr. Ashok Gupta within same remuneration of Rs.1.20 crores.

Keeping in view, Mr. Adit Gupta's vast experience, performance and association with your company, it will be in the interest of your Company to restructure the remuneration of Mr. Adit Gupta within same remuneration of Rs.1.20 crore per annum.

The variation of terms of remuneration are duly considered and recommended by the Nomination & Remuneration Committee in their Meeting held on 10.02.2015.

Brief resume of Mr. Ashok Gupta & Mr. Adit Gupta, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in this notice.

None of the directors and key managerial personnels and their relatives, except Mr. Ashok Gupta & Mr. Adit Gupta, themselves, Mr. Harswarup Gupta, being relative, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 5 & 6.

The Board recommends the Special Resolutions set out at Item No. 5 & 6 of this Notice for approval by the members of the Company.

Item Nos. 7 & 8

AMD Industries Limited is the growth story of three generations Gupta Family who have put in all their best efforts to pull the Company to the present level. These are continuous efforts of Mr. Harswarup Gupta as the Chairman, Mr. Ashok Gupta as Whole-time director & Vice Chairman and Mr. Adit Gupta as Managing Director that the company has able to grow and sustain its turnover of more than Rs.170 crore despite severe & stiff competitions from organized and unorganized competitors across the country.

AMD Industries Limited



The shareholders in their meeting held on 26.09.2014 had appointed Mr. Ashok Gupta, as Whole-time director of the Company with effect from 01.04.2014 for a period of three years at a remuneration of Rs.1.20 crore per annum effective from 01.04.2014 to 31.03.2017.

Mr. Ashok Gupta aged about 62 years was Managing Director of AMD Industries Limited till 31.03.2014. He is a Bachelor of Science and enriched with an experience of more than 37 years in Industrial and Commercial activities. He commenced business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof aluminum caps mainly used by liquor industry. Mr. Ashok Gupta is a founder promoter Director of the Company and looks after the day to day operation of the Company and by reason of his valuable suggestions, extreme efforts, the Company has able to sustain the stiff competition from organized & unorganized companies/firms.

Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusserdolf, Germany, Pet Exhibition- Munich. He has also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the Worlds' most read PET magazines. Mr. Ashok Gupta looks after the day-to-day operations of the Company since its inception. He is a founder promoter of the Company.

Mr. Ashok Gupta has been awarded with Samman Patra by the Income tax department for being one of the individual paying highest individual income tax for the assessment year between 1994-1995 to 1998-1999. This shows that Mr. Ashok Gupta not only a good business man but also a good citizen of the Country.

The shareholders in their meeting held on 26.09.2014 had appointed Mr. Adit Gupta as Managing Director of the Company with effect from 01.04.2014 for a period of three years at a remuneration of Rs.1.20 crore per annum effective from 01.04.2014 to 31.03.2017.

Mr. Adit Gupta aged about 36 years, is one of the promoter directors of the company, was Joint Managing Director of AMD Industries Limited till 31.03.2014. He is a B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14.11.2005 as the Director of the Company & further subsequently appointed as Whole Time Director with effect from 14.06.2006. He was reappointed as Joint Managing Director w.e.f. 01st June 2012.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003.

He is actively involved in day to day business of the Company and to deal with the beverages company not only in India but also worldwide, to grow the business globally. He is the key official of the Company in planning marketing and selling strategies and the promotion of company's product in the market. Mr. Adit Gupta exploring new ideas to fuel the growth of the company to different geographies of India.

Keeping in view, Mr. Ashok Gupta's vast experience, expertise, performance and long association with your Company, it will be in the interest of your Company to increase the remuneration of Mr. Ashok Gupta, Whole-time director of the company from Rs.1.20 crore to Rs.1.60 crore for the period 01.04.2016 to 31.03.2017. In terms of provisions of the Companies Act, 2013 readwith Schedule V to the Act, approval of Shareholders and Central Government are necessary to increase the remuneration.

Keeping in view, Mr. Adit Gupta's vast experience, performance and association with your company, it will be in the interest of your Company to increase the remuneration of Mr. Adit Gupta, Managing Director of the company from Rs.1.20 crore to Rs.1.60 crore for the period 01.04.2016 to 31.03.2017. In terms of provisions of the Companies Act, 2013 readwith Schedule V to the Act, approval of Shareholders and Central Government are necessary to increase the remuneration.

The increase in remuneration are duly considered and recommended by the Nomination & Remuneration Committee in its Meeting held on 05.08.2015.

Brief resume of Mr. Ashok Gupta & Mr. Adit Gupta, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in this notice.

None of the directors and key managerial personnels and their relatives, except Mr. Ashok Gupta & Mr. Adit Gupta, themselves, Mr. Harswarup Gupta, being relative, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 7 & 8.

The Board recommends the Special Resolutions set out at Item No. 7 & 8 of this Notice for approval by the members of the Company.

STATEMENT AS PER SCHEDULE V PART II SECTION II

I. GENERAL INFORMATION

1. Nature of industry

Apart from the Packaging Business, the company is also authorized to do business in Real Estates and other Businesses as appended in the Main Objects. The packaging business of the Company is a seasonal business.

2. Date or expected date of commencement of commercial production

The company started commercial production in the year 1985.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

Financial Performance (Rs./Lac)

PARTICULARS	31.03.2015	31.03.2014
Sales	17170.58	18295.86
PBT	686.83	929.67
Taxes	150.29	315.06
PAT	536.54	614.61

Capital structure

PARTICULARS	31.03.2015	31.03.2014
Equity Share Capital	1916.67	1916.67
Reserve & Surplus	10224.19	10044.22
Net worth	12140.86	11960.89

5. Foreign investment or collaborators, if any

The company as on 31.07.2015 had 41 of foreign shareholders holding 1,47,318 equity shares in the company.

II. INFORMATION ABOUT THE APPOINTEES:

Particulars	MR. ASHOK GUPTA	MR. ADIT GUPTA
Background details	Mr. Ashok Gupta is a Graduate in Bachelor of Science and possesses an experience of more than 37 years in industrial and commercial activities.	Mr. Adit Gupta has completed his B.Sc. in Chemical Engineering stream from Virginia, USA and MBA from Boston, USA. Mr. Adit Gupta has been involved with business development and promotion function of the Company since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing.
Past remuneration	Rs. 1,20,00,000/- per annum	Rs. 1,20,00,000/- per annum
Recognition of awards	Mr. Ashok Gupta have been awarded with Samman Patra by the Income Tax Department for being one of individual paying highest income Taxes for the assessment years between 1994-1995 to 1998-1999.	N.A.
Job profile and his suitability	Mr. Ashok Gupta commenced the business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof Aluminum caps mainly used by liquor industry. Under his leadership and guidance, the company has attained this height.	Mr. Adit Gupta was actively involved as a team leader for implementation of company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He looks after business development function of the company. Mr. Adit has contributed a lot in initializing the process of diversification into Real Estates businesses.
Remuneration proposed	Maximum up to Rs. 1,20,00,000/- p.a. (As per the terms referred in the resolution item no. 5) Maximum up to Rs. 1,60,00,000/- per annum & Rent Free accommodation (As per the terms referred in the resolution item no. 7)	Maximum up to Rs. 1,20,00,000/- p.a. (As per the terms referred in the resolution item no. 6) Maximum up to Rs. 1,60,00,000/- per annum (As per the terms referred in the resolution item no. 8)
Comparative remuneration profile with respect to industry, size of the company and profile of the position and person	Information on comparative remuneration profiles with respect to industry, size of the company are not available.	Information on comparative remuneration profiles with respect to industry, size of the company are not available.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ashok Gupta is son of Mr. Harswarup Gupta, Executive Chairman and father of Mr. Adit Gupta, Managing Director.	Mr Adit Gupta is son of Mr. Ashok Gupta, Vice-Chairman and grandson of Mr. Harswarup Gupta, Executive Chairman.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits

The business of the Company is substantially dependent upon the growth of its main customers in the beverage industry because of which the margins of the Company are not up to the mark.

2. Steps taken or proposed to be taken for improvement

The Company has initialized the process of venturing into other sectors such as, real estates business to generate more profits. The 6th Pet Preform Line at Neemrana, Rajasthan has been made operational and commercial production thereat has been commenced. The company is exploring to expand its business in different geographies of India.

3. Expected increase in productivity and profits in measurable terms

Since the company is working on expansion, it will add up the production & revenue and the company is expected to perform better than the last year yet the improvement can not be quantified in measurable term as our business is of a seasonal nature and market remains uncertain.

II. DISCLOSURES

The Corporate Governance report which forms part of the Boards' Report contains details of remuneration being paid to Mr. Ashok Gupta and Mr. Adit Gupta.

Item No. 9

Shareholders have appointed Mr. Harswarup Gupta as Chairman and Whole-time director of the company since 01.04.2013. His term will expire on 31.03.2016. Mr. H S Gupta is the senior most founder promoter and director of the company. He has been associated with the packaging industry for more than 53 years. He started the glass bottles trading business in Kolkatta in the year 1958 in the name of Ashoka Sales Agency.

AMD Industries Limited



In terms of clause (c) of Part I of Schedule V to the Companies Act 2013, where a person proposed to be appointed as Managing Director or Whole-time director of a company, has attained the age of 70 years, the appointment of such person is subject to shareholder's approval by way of a special resolution. Mr. Harswarup Gupta is around 86 years old. He is active and contributes to the growth of the company. Considering his vast experience and long association with your Company, your Board considers, his continuation to the office of Whole-time director after completion of current term will benefit the company.

None of the Directors and key managerial personnels and their relatives, except Mr. Harswarup Gupta, himself, Mr. Ashok Gupta & Mr. Adit Gupta, being relatives, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 9.

The Board recommends the Special Resolution set out at Item No. 9 of this Notice for approval by the members of the Company.

Details of Directors seeking appointment & re-appointment:

Name of Director	Mr. Ashok Gupta	Mr. Adit Gupta	Mr. Harswarup Gupta
Date of Birth	12.04.1953	24.12.1979	25.05.1928
Nationality	Indian	Indian	Indian
Date of Appointment in the Company	17.12.1983	14.11.2005	30.07.2003
Qualification	B.Sc.	B.Sc. (Chemicals) & MBA (Finance)	Graduate
Experience / Expertise in specific functional areas	37 yrs(Business)	16 yrs(Business)	53 yrs(Business)
Terms & Conditions of appointment & reappointment	As proposed in the resolution	As proposed in the resolution	Retiring by rotation, being eligible, offers himself for re-appointment
Number of Board Meetings attended during the year	2	4	3
No. of equity shares held in the Company	3598793	4142637	2605604
Relationship with other Directors, Manager and KMP	Son of Mr. Harswarup Gupta, Father of Mr. Adit Gupta	Grandson of Mr. Harswarup Gupta, Son of Mr. Ashok Gupta	Father of Mr. Ashok Gupta Grandfather of Mr. Adit Gupta
Other Directorship	<ol style="list-style-type: none"> 1. AMD Textiles Ltd. 2. Hindustan Beverages & Snacks Ltd. 3. Chitra Buildtech Pvt. Ltd. 4. AMD Financial Services Pvt. Ltd. 5. AMD Foods & Hotels Pvt. Ltd. 6. Manglam Buildtech Pvt. Ltd. 7. AMD Estates & Developers Pvt. Ltd. 8. Aditya Infrabuilt Pvt. Ltd. 9. Prime Techno Build Pvt. Ltd. 10. Ashoka Productions & Communications Pvt. Ltd. 	<ol style="list-style-type: none"> 1. AMD Textiles Ltd. 2. AMD Financial Services Pvt. Ltd. 3. AMD Estates & Developers Pvt. Ltd. 4. Prime Techno Build Pvt. Ltd. 5. Ashoka Productions & Communications Pvt. Ltd. 6. Kadam Trees Properties Pvt.Ltd. 7. AMD Foods & Hotels Pvt. Ltd. 	<ol style="list-style-type: none"> 1. AMD Textiles Ltd. 2. AMD Foods & Hotels Pvt. Ltd. 3. AMD Estates & Developers Pvt. Ltd. 4. Kadam Trees Properties Pvt.Ltd
Other Committee Membership	<p>AMD Industries Ltd.</p> <ol style="list-style-type: none"> 1. Management Committee -Member 2. Corporate Social responsibility Committee -Member <p>Other Companies</p> <p>Nil</p>	<p>AMD Industries Ltd.</p> <ol style="list-style-type: none"> 1. Audit Committee-Member 2. Management Committee-Member 1. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) – Member <p>Other Companies</p> <p>Nil</p>	Nil

By Order of the Board of Directors
For AMD Industries Limited

Place: New Delhi
Date: 05.08.2015

(Adit Gupta)
Managing Director
DIN- 00238784

ROUTE MAP

AGM VENUE

Radiance Motel, Tania Farms Complex,
Chattarpur Mandir Road, Satbari Village,
New Delhi – 110030

