

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 36th ANNUAL GENERAL MEETING

Notice is hereby given that 36th Annual General Meeting of the Members of AMD Industries Limited will be held on Saturday, 28th September, 2019 at 10.00 a.m. at Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi – 110074 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, 2019 and the reports of the Board and Auditor's thereon.
2. To appoint a Director in place of Mr. Adit Gupta (DIN: 00238784), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Mr. Mahipal (DIN: 00588626), be and is hereby re-appointed as an Independent Director of the Company to hold office for a term upto 5(Five) consecutive years commencing from 28.09.2019.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Mr. Prabaht Krishna (DIN: 02569624), be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of one year commencing from 28.09.2019.”

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

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions of the Companies Act, 1956 and 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 to the appointment of Mr. Ashok Gupta (DIN: 00031630) as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st April, 2020 on following terms and conditions:

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 15 days' salary for each completed year of service to be calculated as per provisions of the Payment of Gratuity Act, 1972.
- 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.

AMD Industries Limited



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”.

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

“**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions of the Companies Act, 1956 and 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 to the appointment of Mr. Adit Gupta (DIN: 00238784) as Managing Director of the Company, for a period of 3 years with effect from 1st April, 2020 on following terms and conditions:

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.
Security Guards	Two Security Guards
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 15 days salary for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972.
- 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 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”.

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

**Place: New Delhi
Date: 13.08.2019**

**Radha Shakti Garg
Company Secretary
M. No. 26661**

Regd. Office:
18, Pusa Road, 1st Floor,
Karol Bagh,
New Delhi – 110005.

NOTES:

1. **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.
2. 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.



3. The Register of Members and Share Transfer Books will remain closed from Monday 23rd September 2019 to Saturday, 28th September 2019 (both days inclusive).
4. 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.
5. 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.
6. 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.
7. 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.
8. The Members of the Company had approved the appointment of Goyal Nagpal & Company., Chartered Accountants, as the Statutory Auditors in its 34th Annual General Meeting of the Company. The said appointment is for the period of 5 years till 39th Annual General Meeting of the Company subject to ratification in every Annual General Meeting. Vide Companies (Amendment) Act, 2017, and enforcement of relevant provisions on 7th May, 2018 by Ministry of Corporate Affairs, the provision with regard to ratification of appointment of Statutory Auditor has been abolished, so not covered in the agenda of this Annual General Meeting.
9. 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, 2012 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, 2012 are due for transfer to the "Investor Education & Protection Fund" on 4th November 2019.

Please be noted that the members who have not claimed their dividend in any financial year of last 7 consecutive years are requested to claim their dividend. In case of no-claim the shares in respect to those will be transferred to Investor Education and Protection Fund pursuant to the provision of section 124 of the Companies Act, 2013. Intimation in this regard has already been sent to the respective shareholders and the list of the same is also available on the website of the Company i.e. www.amdindustries.com.

In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical

copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

10. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company / Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant. SEBI has decided that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held in physical form.
11. 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.
12. **Members who have not registered their e-mail addresses are requested to register the same with their Depositories.**
13. 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.
14. 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.
15. 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. 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). The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2019.
17. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
18. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.



19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.amdindustries.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE and NSE.
22. 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 & Disclosure Requirement) 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. 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. 21st September, 2019 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 21st September, 2019. 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 25th September 2019 at 9.00 a.m. (IST) and ends on 27th September 2019 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 scrutinizing 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 NSDL 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. 28th September, 2017.

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating Remote e-voting for AGM. The instructions for Remote e-voting are as under:

The instructions for members for voting electronically are as under:-

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2019 (9.00 AM) and ends on 27th September, 2019 (5.00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.



Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aggandassociates@gmail.com <**Please mention the e-mail ID of Scrutinizer**> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in



Details of Directors seeking appointment & re-appointments:

Name of Director	Mr. Ashok Gupta	Mr. Adit Gupta	Mr. Mahipal Ahluwalia	Mr. Prabhat Krishna
Date of Birth	12.04.1953	24.12.1979	20.05.1951	06.11.1947
Nationality	Indian	Indian	Indian	Indian
Date of Appointment in the Company	17.12.1983	14.11.2005	07.08.2006	30.06.2009
Qualification	B.Sc.	B.Sc. (Chemicals) & MBA (Finance)	L.L.B.	B. Tech. (Chem)
Expertise in specific functional areas	40 yrs (Business)	19 yrs (Business)	40 yrs (Profession)	36 yrs (Service)
No. of equity shares held in the Company	35,76,103	61,48,241	Nil	Nil
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 Private Limited 	Nil	<ol style="list-style-type: none"> 1. ALPS Industries Ltd. 2. Sharda Spuntex Pvt. Ltd. 3. ALPS Energy Private Limited
Other Committee Membership	<p><u>AMD Industries Ltd.</u></p> <ol style="list-style-type: none"> 1. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) – Member 2. Management Committee -Member 3. Corporate Social responsibility Committee -Member <p><u>Other Companies</u></p> <p>Nil</p>	<p><u>AMD Industries Ltd.</u></p> <ol style="list-style-type: none"> 1. Audit Committee-Member 2. Management Committee-Member <p><u>Other Companies</u></p> <p>Nil</p>	<p><u>AMD Industries Ltd.</u></p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) - Chairman 3. Nomination & Remuneration Committee – Member 4. Corporate Social responsibility Committee -Member <p><u>Other Companies</u></p> <p>Nil</p>	<p><u>AMD Industries Ltd.</u></p> <ol style="list-style-type: none"> 1. Audit Committee-Chairman 2. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) -Member 3. Nomination & Remuneration Committee-Chairman 4. Corporate Social responsibility Committee -Chairman <p><u>ALPS Industries Ltd.</u></p> <ol style="list-style-type: none"> 1. Audit Committee-Chairman 2. Remuneration Committee-Chairman 3. Investor Grievance Committee-Chairman

AMD Industries Limited



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

Item Nos. 3 and 4

Mr. Mahi Pal Ahluwalia and Mr. Prabhat Krishna are Independent Directors of the Company and have held the positions as such for more than 10 (Ten) years. As per the provisions of Companies Act 2013, the Independent Directors shall be appointed for not more than two terms of upto five years each and shall not be liable to retire by rotation at every AGM. In terms of Companies Act, 2013 and amended Listing Regulation, these directors was appointed as a independent Director for a term of 5 years in the Annual General Meeting of the Company held on 26.09.2014 which is going to expire in ensuing Annual General Meeting.

Mr. Mahipal Ahluwalia aged about 68 years is a Lawyer and having more than 40 years of experience in handling Legal cases both in High Court as well as in Supreme Court.

Mr. Prabhat Krishna aged about 66 years, is a retired banker from State Bank of India. He is B. Tech (Chem) from IIT, New Delhi. He started his career with a Chemical Consultancy firm. He joined SBI as Probationary Officer in 1973. He kept on moving on different position within the Bank and handled Corporate Account with a minimum limit of Rs.50 Crores & above. Mr. Prabhat Krishna worked with the Bank for 35 years and retired in November 2007.

The aforesaid Independent Directors are eminent personalities in their respective fields. Your Board considers that their continued association with the company would be beneficial for the company. All the aforesaid Independent Directors have given declarations to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Mahi Pal Ahluwalia and Mr. Prabhat Krishna fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for being re- appointed as Independent Directors of the Company.

In line with the requirements & compliances of the Companies Act, 2013, it is therefore proposed to appoint Mr. Mahi Pal Ahluwalia for a term of five year and Mr. Prabhat Krishna, for a terms of one year as Independent Directors on the Board of the Company upto, commencing from 28th September, 2019, not liable to retire by rotation.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.amdindustries.com.

This Statement may also be regarded as a disclosure under the provisions of the SEBI (Listing Obligations & Requirement) Regulations with the Stock Exchanges.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than proposed Independent Directors for their appointment, are concerned or interested, financially or otherwise, in these Resolutions.

The Board recommends the Special Resolutions as set out at item no. 3 & 4 for approval of the Members.

Item Nos. 5 & 6

The Board of Directors of the Company, at its meeting held on 28.09.2016 have, subject to the approval of members and in compliance of section 198, 269, 309, 310, 311 and all the conditions set out in Schedule XIII of the Companies Act, 1956, appointed Mr. Ashok Gupta, as Whole time Director and Mr. Adit Gupta as Managing Director of the Company, w.e.f. 01.04.2017 for a period of three years. The Board also appointed Mr. Ashok Gupta as Chairman with effect from 03rd July, 2016. The Board again in its meeting held on 28.05.2016 revised the terms of the appointment in compliance with all the conditions set out Schedule V to the Companies Act, 2013 as also conditions set out under Section 196, 197, 198, 203 of the Companies Act, 2013.

Mr. Ashok Gupta aged about 66 years was Vice Chairman of AMD Industries Limited till 03.07.2016. He is a Bachelor of Science and enriched with an experience of more than 36 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 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's 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 40 years is Managing Director of AMD Industries Limited.. 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 after that re-appointed as Managing Director.

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 later went to Boston for his MBA degree course. He is one of the promoter directors 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 has 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./Lacs)

PARTICULARS	2019	2018
Sales	15572.06	15449.33
PBT	-39.27	-215.20
Taxes	-62.34	-141.10
PAT	23.07	-74.10

Capital structure

PARTICULARS	2019	2018
Equity Share Capital	1916.67	1916.67
Reserve & Surplus	10443.05	10423.87
Net worth	12359.72	12340.54

5. Foreign investment or collaborators, if any

The company as on 30.06.2019 had 41 foreign shareholders holding 89,036 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 36 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. 1,60,00,00/- (Approved by the Shareholders)	Rs. Rs.1,60,00,00/- (Approved by the Shareholders)
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 later went to Boston for his MBA degree course and during that MBA program he attended Kortec Seminar. He is one of the promoter directors of the company and 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. 1,60,00,000/- p.a. (As per the terms referred in the resolution item no. 5)	Maximum up to Rs. 1,60,00,000/- p.a. (As per the terms referred in the resolution item no. 6)
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 Late Mr. Harswarup Gupta, Executive Chairman and father of Mr. Adit Gupta, Managing Director.	Mr Adit Gupta is son of Mr. Ashok Gupta, Chairman and grandson of Late Mr. Harswarup Gupta, Executive Chairman.

III. Other Information

- 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.
- 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 operations of Ghaziabad unit has been shifted to its Neemarana Unit with a idea to reduce the cost of the production and also planning to diversify its business.
- Expected increase in productivity and profits in measurable terms
Since the company is working on diversification , 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.

IV. Disclosures

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

The terms and conditions of appointment and remuneration are duly considered and recommended by the Nomination & Remuneration Committee in their Meetings held on 13.08.2019.

Keeping in view, Mr. Ashok Gupta's vast experience and long association with your Company, it will be in the interest of your

Company to appoint him as Chairman and Whole-time Director on the Board of your Company.

Keeping in view, Mr. Adit Gupta's vast experience, performance and association with your company, it will be in the interest of the Company to appoint him as Managing Director on the Board of your Company.

Brief resume of Mr. Ashok Gupta & Mr. Adit Gupta, nature of their expertise in specific functional areas, names of companies in which they holds directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , are provided in this notice.

None of the Directors and key managerial personnels and their relatives, except Mr. Ashok Gupta & Mr. Adit Gupta, themselves, 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.

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

**Place: New Delhi
Date: 13.08.2019**

Regd. Office:
18, Pusa Road, 1st Floor,
Karol Bagh,
New Delhi – 110005.

**Radha Shakti Garg
Company Secretary
M. No. 26661**

Annual Report 2018-19



AMD Industries Limited



OUR VISION

To take on high growth track by establishing a strong and a supportive link in the total supply chain management of our associates.

QUALITY POLICY

We at AMD are committed to control and improve quality, cost and delivery performance through continual improvement of the quality management. We shall increase our market share year after year through improving customer satisfaction.

FINANCIAL INDICATORS FOR PAST 5 YEARS

(RS. IN LAKHS)

PARTICULARS	YEAR ENDED 31ST MARCH				
	2019	2018	2017	2016	2015
TOTAL INCOME	15921.75	15824.16	17668.32	17126.52	17217.84
PBDIT	1847.31	1705.55	2305.99	2579.33	2781.56
PBT	-39.27	-215.2	241.98	438.34	686.83
Provision for taxation					
Current	10.6	0	60	230	260
Deferred	-72.94	-168.67	-8.93	-74.93	-76.77
Tax for earlier years	0	27.57	-11.04	0	0
PAT	23.07	-74.1	201.95	268.93	536.54
Cash Profit [^]	1054.65	947.69	1362.31	1457.33	1671.06
Fixed Assets					
Gross Block	20,564.78	19,909.32	18,956.14	17,038.47	16,004.82
Net Block	9,556.34	9,820.53	9,873.59	9,196.89	9,515.92
Equity Share Capital	1916.67	1916.67	1916.67	1916.67	1916.67
Reserves & Surplus	10443.05	10423.87	10510.53	10377.15	10224.19
Networth	12359.72	12340.54	12427.21	12293.82	12140.86
EPS (Rs.) (Annualized)	0.12	-0.39	1.05	1.4	2.8
Cash EPS (Rs.) (Annualized)	5.50	4.94	7.11	7.60	8.72
Book Value per share (Rs)	64.48	64.38	64.84	64.14	63.34

[^]Net of Deferred Tax Liability

