



CIN: L28122DL1983PLC017141

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

Email: investor@amdindustries.com Website: www.amdindustries.com

## NOTICE OF 39<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 39<sup>th</sup> Annual General Meeting of the Members of AMD Industries Limited will be held on 28<sup>th</sup> Day of September 2022 at 2.30 p.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility to transact the following:

### ORDINARY BUSINESS

1. **To receive, consider and adopt the audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2022 and the reports of the Board and Auditor's thereon.**

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

**"RESOLVED THAT** the Audited Standalone & Consolidated Balance Sheet as at March 31, 2022 and Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the schedules and notes attached thereto, along with the Reports of Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted."

2. **To appoint a Director in place of Ms. Shubha Singh (DIN: 06926872), who retires by rotation, and being eligible, offers himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013, Ms. Shubha Singh (DIN: 06926872), who retires by rotation at this meeting be and is hereby appointed as Director of the Company liable to retire by rotation."

3. **To declare dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2022.**

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

**"RESOLVED THAT** Final Dividend at the rate of 7.5% i.e. Re. 0.75/- (Paisa Seventy Five Only) per equity shares of the face value of Rs.10/- (ten) each, on 1,91,66,749 equity shares of the Company be and is hereby declared to the shareholders of the Company whose name appear in the Register of Members / list of beneficial owners as on the record date fixed for the purpose of determining the eligibility of members for final dividend, which shall be paid out of the profits of the Company for the financial year ended on 31<sup>st</sup> March 2022.

4. **To appoint M/s K.N Gutgutia & Co., Chartered Accountants, New Delhi (FRN-304153E) as statutory auditors of the Company to hold office from the conclusion of 39<sup>th</sup> Annual General Meeting until the conclusion of the 44<sup>th</sup> Annual General Meeting and to fix their remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s)

or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s K.N Gutgutia & Co, Chartered Accountants, (Firm Registration No. 304153E) be and are hereby as Statutory Auditors of the Company for a period of Five (5) years from the conclusion of 39<sup>th</sup> Annual General Meeting until the conclusion of 44<sup>th</sup> Annual General Meeting at remuneration upto Rs. 6,00,000/- (Six Lakhs) plus applicable taxes and reimbursement of out of pocket, travelling and living expenses etc., for the financial year ended 31<sup>st</sup> March 2023 and the board of directors be and hereby further authorised to finalise the terms and conditions of appointment including remuneration of the remaining period based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** The Board of Directors (including its Committee thereof) and Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

### SPECIAL BUSINESS

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 Sections 196, 197, 198, 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, 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 1<sup>st</sup> April, 2023 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	: as per policy of the Company premium
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
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.

**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 and subject to approval of Central Government, 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 1<sup>st</sup> April, 2023 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** : as per policy of the Company premium

**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

**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 encased 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**

**Sd/-**

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

**Place: New Delhi**

**Date:**

**Regd. Office:**

18, Pusa Road, 1<sup>st</sup> Floor,  
Karol Bagh, New Delhi -05

## **NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/ AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/ AGM through VC/OAVM.
2. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Directors seeking appointment / re-appointment at the AGM is attached as Annexure forming part of this Notice in Annexure-I.
3. The deemed venue for thirty-ninth e-AGM shall be the Registered Office of the Company at Karol Bagh, New Delhi-110005.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the scrutinizer by email through its registered email address to [aggandassociates@gmail.com](mailto:aggandassociates@gmail.com) with a copy marked to [investor@amdindustries.com](mailto:investor@amdindustries.com).
6. Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, at their meeting held on 10<sup>th</sup>, August 2022, has decided that the special business set out under item nos. 5 & 6 being considered unavoidable, be transacted at the thirty-ninth e-AGM of the Company.
7. The Company has announced Book Closure from September 22, 2022 to September 28, 2022 (both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2021-22 if approved at the meeting, will be payable to those eligible members whose names appeared:
  - a. As Beneficial Owners, as on September 21,2022 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and
  - b. As Members in the Register of Members of the Company as on September, 21, 2022 in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agents (R&TA) on or before June on September, 21, 2022
8. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will remains open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 02.15 p.m to 02.45 p.m. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
9. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Institutional investors, who are members of the Company are encouraged to attend and vote at the thirty-ninth e-AGM of the Company.
11. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore,



requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Bigshare Services Private Limited.

13. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 13<sup>th</sup> May, 2022, Notice of thirty-ninth e-AGM along with the Annual Report for FY2022 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY2022 will also be available on the website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of AMD at [www.amdindustries.com](http://www.amdindustries.com)
14. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with Bigshare Services Private Limited by sending their request. Further, the Company had availed of services offered by NSDL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.
15. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for FY2022 and Notice of thirty-ninth e-AGM, may temporarily get themselves registered with Bigshare, by clicking the link: [www.bigshareonline.com/ForInvestor.aspx](http://www.bigshareonline.com/ForInvestor.aspx) for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
16. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
17. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialize their physical holdings.
18. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
19. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
20. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Karol Bagh, New Delhi
  - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
21. Any Member desirous of receiving any information on the Financial Statements of the Company are requested to write to the Company at least 7 working days prior to the AGM through e-mail on [investors@amdindustries.com](mailto:investors@amdindustries.com), The same shall be replied by the Company suitably.
22. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at <http://amdindustries.com/SH-13%20Nomination%20Form.pdf>) with Bigshare Services Private Limited. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
23. In terms of section 124(5) of the Act, dividend amount for FY2015 remaining unclaimed for a period of 7 years shall become due for transfer in September 2022 to the Investor Education and Protection Fund (IEPF) established by the Central Government.  
  
Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account.  
  
Members who have not claimed dividends from FY2015 onwards are requested to approach the Company/Bigshare for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
24. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
25. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
26. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e 26<sup>th</sup> August 2022 such person may obtain the user id and password from Bigshare/NSDL by email request on [investor.del@bigshareonline.com](mailto:investor.del@bigshareonline.com)
27. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [investor@amdindustries.com](mailto:investor@amdindustries.com) for obtaining the Annual Report and Notice of AGM.





28. The remote e-voting period will commence at 9.00 a.m. on Sunday, September, 25, 2022 and will end at 5.00 p.m. on Wednesday, September 27, 2022.
29. The Board of Directors have appointed Amar Gopal Gambhir, Practising Company Secretary (FCS No. 3668 CP No. 3653) as the Scrutiniser to the e-voting process, and voting at the e-AGM in a fair and transparent manner.
30. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the thirty-ninth e-AGM and announce the start of the casting of vote through the e-voting system of NSDL.
31. The Scrutiniser shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, to the Chairman or in his absence Managing Director of the Company, who shall countersign the same.
32. The scrutiniser shall submit his report to the Chairman or Vice-Chairman of the Company, as the case may be, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website <https://www.amdindustries.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company.
33. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
34. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
35. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
36. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
37. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
38. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
39. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.amdindustries.com](http://www.amdindustries.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September, 25 2022 at 09:00 A.M. and ends on September, 27, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September, 21, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September, 21, 2022.

## 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: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service</b></li> </ol>

Type of shareholders	Login Method
	<p><b>provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <p>   </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43

## B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.*

- 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***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- Now, you will have to click on "Login" button.

- After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".



3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:aggandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Narender Dev) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([investor@amdindustries.com](mailto:investor@amdindustries.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([investor@amdindustries.com](mailto:investor@amdindustries.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual**

## **meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH**

### **VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.





5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (invsestor@amdindustries.com) between Tuesday, September 20, 2022 (9:00 a.m. IST) and Friday, September 23, 2022 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Members who need assist ance before or during the AGM may contact NSDL on evoting@nsdl.co.in or 1800 224 430 or contact Mr Amit Vishal, Assistant Vice President – NSDL at amitv@nsdl.co.in or call on +91 22 2499 4360.

## ANNEXURE – 1 Details of Directors seeking appointment & re-appointments:

Name of Director	Mr. Ashok Gupta	Mr. Adit Gupta	Ms. Shubha Singh
Date of Birth	12.04.1953	24.12.1979	26.01.1976
Nationality	Indian	Indian	Indian
Date of Appointment in the Company	17.12.1983	14.11.2005	26.09.2014
Qualification	B.Sc.	B.Sc. (Chemicals) & MBA (Finance)	CS. CFA.
Expertise in specific functional areas	40 yrs(Business)	19 yrs(Business)	45 yrs(Profession)
No. of equity shares held in the Company	35,76,103	61,48,241	Nil
Other Directorship in listed company	Nil	Nil	Lords Chloro Alkali Limited
Resigned from listed company from last three financial year	Nil	Nil	Nil
Other Committee Membership	<b>AMD Industries Ltd.</b> 1. Management Committee -Member 2. Corporate Social responsibility Committee - Member <b>Other Companies</b> Nil	<b>AMD Industries Ltd.</b> 1. Audit Committee-Member 2. Management Committee-Member 3. Stakeholders Relationship Committee (erstwhile Shareholders / Investors 4. Corporate Social responsibility Committee -Member <b>Other Companies</b> Nil	<b>AMD Industries Ltd.</b> 1. Stakeholders Relationship Committee (erstwhile Shareholders/ Investors Grievance Committee) - Chairman 3. Nomination & Remuneration Committee – Member 3. Corporate Social responsibility Committee -Member <b>Other Companies</b> Nil

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

### Item Nos. 4

The Members of the Company at the 34th Annual General Meeting ('AGM') held on September 28, 2017, had approved the appointment of Goyal Nagpal & Co., Chartered Accountants (ICAI Firm Registration No. 018289C), as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 34<sup>th</sup> AGM until the conclusion of the 39<sup>th</sup> AGM. Accordingly, it will be completing the term of five year at the conclusion of this 39th AGM.

The Board of Directors, at its meeting held on August 10, 2022, based on the recommendation of the Audit Committee, approved the appointment of M/s K.N Gutgutia & Co, (KNG) Chartered Accountants,

(Firm Registration No. 304153E) for the a term of five years to hold office from the conclusion of the 39th AGM till the conclusion of the 44th AGM to be held in the year 2027, at a remuneration upto Rs. 6.00 Lakhs plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2023 and proposed the same for approval of the members.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations. The Board of Directors and the Audit Committee shall approve the revision in the remuneration of the statutory auditors, for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.



KNG has confirmed that they remain independent, as required by the relevant ethical /independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI, that are relevant to their audit of the standalone and consolidated financial statements, if any, under the provisions of the Act and the Rules made thereunder. They are not under a relationship that would be thought to influence their independence as auditors of the Company/Group.

KNG has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act. KNG has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. KNG has also furnished a declaration confirming its independence in terms of section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company. Based on the recommendation made by the Audit Committee, after assessing and considering the past experience and expertise of KNG, the Board recommends the appointment of KNG as Statutory Auditors for a term of 5 years, as set out in the Resolution no. 4, for approval of the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## Item Nos. 5 & 6

The Board of Directors of the Company, at its meeting held on 10.08.2022 have, subject to the approval of members and Central Government 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. 01.04.2023 for a period of three years.

Mr. Ashok Gupta aged about 69 years is a Chairman of AMD Industries. He is a Bachelor of Science and enriched with an experience of more than 40 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 43 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 and appointed as Managing Director further.

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	2022	2021
Sales	20963.66	11861.02
PBT	1,062.53	411.94
Taxes	242.74	101.41
PAT	819.79	310.53

### Capital structure

PARTICULARS	2022	2021
Equity Share Capital	1916.67	1916.67
Reserve & Surplus	12,095.69	11269.28
<b>Net worth</b>	<b>14,012.36</b>	<b>13185.95</b>

#### 5. Foreign investment or collaborators, if any

The company as on 30.06.2022 had 80 foreign shareholders holding 102764 equity shares in the company.