

## BOARD OF DIRECTORS

<b>Sri P Veerananarayana</b>	Vice Chairman and MD
<b>Sri P Madhupratap</b>	Technical Director & CFO
<b>Sri K Subbaiah</b>	Director
<b>Sri K. Rajendra Prasad</b>	Director
<b>Sri Ramachandra Chowdary Amineni</b>	Director
<b>Smt. P. Sugunamma</b>	Director
<b>Sri B.P. Jetty</b>	Director

### REGISTERED OFFICE

D4 & D5  
 Industrial Estate  
 Renigunta Road  
 Tirupati - 517 506

### FACTORY

D4, D5, D11 & Shed No.3  
 Industrial Estate  
 Renigunta Road  
 Tirupati - 517 506

### AUDITORS

SPC & Associates  
 Chartered Accountants,  
 Plot No.252A, 2nd Floor,  
 MLA Colony, Lotus Pond Road,  
 Road No.12, Banjara Hills,  
 Hyderabad - 500 034.

### REGISTRAR & SHARE TRANSFER AGENTS

Bigshare Services Pvt Ltd (H.O.)  
 E-2, Ansa Industrial Estate,  
 Sakivihar Road, Saki Naka,  
 Andheri (E), Mumbai - 400 072.

A. J. Sharma & Associates,  
 Practicing Company Secretary  
 # 5-9-796, 103, Pavani Kamal Complex  
 Gun foundry, Abids, Hyderabad - 500 001.

### M/s. Bigshare Services (P) Ltd (B.O.)

306, 3rd Floor, Right Wing, Amrutha Ville,  
 Opp. Yasoda Hospital, Somajiguda,  
 Raj Bhavan Road, Hyderabad - 500 082

### LISTING

The Stock Exchange, Mumbai

### 32<sup>nd</sup> ANNUAL GENERAL MEETING

Date: Thursday, 10th September, 2015

Time: 3.00 P.M.

**VENUE:** Registered Office  
 D4 & D5, Industrial Estate  
 Renigunta Road  
 Tirupati - 517 506

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**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Sibar Autoparts Limited will be held on Thursday, 10<sup>th</sup> September, 2015 at 3.00 p.m. at the Registered Office, D4 & D5, Industrial Estate, Tirupati – 517501 to transact the following business:

**ORDINARY BUSINESS:****1. Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, the Reports of Directors and Auditors thereon.

**2. Appointment of Director retiring by rotation**

To appoint a Director in place of Mr K. Rajendra Prasad, (holding Director Identification Number 00143653), who retires by rotation and being eligible, offers himself for re-appointment.

**3. Ratify the appointment of Auditors**

To ratify the appointment of Auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

**"RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the

members at the Annual General Meeting held on 29<sup>th</sup> September 2014, the appointment of SPC & Associates (Firm Registration No. 005685S), Chartered Accountants as the Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31<sup>st</sup> March, 2016 as may be determined by the audit committee in consultation with the Auditors plus applicable service tax and reimbursement of out-of-pocket expenses incurred for the purpose."

**SPECIAL BUSINESS:****4. Appointment of Mrs. Sugunamma Pemmasani as a Non-Executive Director liable to retire by rotation**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 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) Mrs. Sugunamma Pemmasani (holding Director Identification Number 07128299), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30<sup>th</sup> March, 2015 and who holds office till the date of the Annual General Meeting, in terms

of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Sugunamma Pemmasani as a candidate for the office of a director of the Company, be and is hereby appointed as a Non-Executive Women Director of the Company liable to retire by rotation in accordance with the provisions of the Companies Act, 2013."

#### **5. Appointment of Mr. B.P. Jetty as Independent Director**

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

**"RESOLVED THAT**, pursuant to Section 149, 152, Schedule IV and 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), Mr B.P Jetty (Director Identification Number 02661069), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30<sup>th</sup> March, 2015 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr B.P. Jetty as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company with

effect from 30<sup>th</sup> March, 2015 for a period of 5 years upto 29<sup>th</sup> March, 2020 not liable to retirement by rotation."

#### **6. Appointment of Mr. K Subbaiah as Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to 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), Mr. K Subbaiah (holding Director Identification Number 02586177), a Non-Executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. K Subbaiah as a candidate for the office of a director of the Company be and is hereby appointed as an Independent Director of the Company with effect from 27<sup>th</sup> July, 2015 for a period of 5 years upto 26<sup>th</sup> July, 2020 not liable to retirement by rotation."

#### **7. Adoption of new set of Articles of Association**

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



**"RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board of Director (hereinafter referred to as the "Board", which term shall include any of its duly authorised Committees or one or more

Directors) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mr. P. Veerananarayana, Managing Director and Mr P. Madhupratap, Technical Director and CFO of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

By Order of Board of Directors

**P. Veerananarayana**  
Vice Chairman & Managing Director

Place: Tirupati  
Date: 27<sup>th</sup> July, 2015



**NOTES:**

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A member entitled to attend and vote at the Meeting may appoint a proxy to attend and, to vote instead of himself/herself. A Proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited with the Company not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be accompanied by appropriate resolution/authority as applicable, issued on behalf of the nominating organization.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or share holder.
3. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the AGM along with the Annual Report for 2014-15 are 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.
4. The Register of Members and Transfer Books of the Company will remain closed from 4<sup>th</sup> September, 2015 to 10<sup>th</sup> September, 2015 (both days inclusive).
5. Shareholders are requested to notify change in address, if any immediately to the Company's Registered Office.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
7. Shareholders are requested to bring their copies of Annual Reports to the Meeting. Copies of the Annual Report will not be available for distribution to share holders at the Meeting hall.
8. Shareholders attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting hall.
9. Shareholders intending to require information about accounts to be explained in the meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
10. Members are requested to note that all shares related transactions i.e., transfer, transmission, transposition, nomination, change of name etc., are being handled by the Company/ through share registrars.
11. Members may also note that the Notice of the 32<sup>nd</sup> Annual General Meeting and the Annual Report for the financial period ended on 31.03.2015 will also be available on the Company's website [www.sibarauto.com](http://www.sibarauto.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Tirupati for inspection during normal business hours on working days. For any



communication, the shareholders may also send requests to the Company's investor email id.

12. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 32<sup>nd</sup>

Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through them carefully.

**DETAILS OF DIRECTORSHIPS SEEKING APPOINTMENT /RE-APPOINTMENT AT THE AGM**

Particulars	Mr. K. RAJENDRA PRASAD	Mrs.SUGUNAMMA PEMMASANI	Mr. B.P. JETTY	Mr. K. SUBBAIAH
Date of Birth	30-08-1957	01-07-1953	09-06-1948	01-07-1955
Qualifications	M.Com., LLB	----	Bachelor of Engineering (Mechanical)	-----
Experience in Specific area	About 31 Years of experience in line of finance field in various capacities	In the line of business field	About 45 Years of experience in manufacturing Industry in areas such as Quality Control/ Assurance Production, Mfg. Engineering, Material Management Manufacturing, Corporate Planning and Execution	About 15 Years experience in execution of contract works
Directorships held in other Public Limited Companies (Except foreign and Section 8 companies)	1. Andhra Pradesh Heavy Machinery & Engineering Limited 2. Andhra Pradesh Petrochemicals Ltd. 3. Vista Pharmaceuticals Ltd. 4. Sagar Cements Ltd. 5. Restile Ceramics Ltd 6. Rassi Refractories Limited.	----	----	----
Membership/Chairmanship of Committees of other Public Companies (includes audit committee and share holders Relationship committed only)	----	----	----	----
Number of shares held in the company	----	23,78,680	----	----

**EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the  
Companies Act, 2013)**

**Item No. 4**

Mrs. Sugunamma Pemmasani, was appointed as an Additional Director of the Company, by the Board of Directors with effect from 30<sup>th</sup> March, 2015.

In terms of Section 161(1) of the Companies Act, 2013, Mrs. Sugunamma Pemmasani, holds office as an Additional Director only up to the date of the forth coming Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from one of the members signifying his intention to propose the appointment of Mrs. Sugunamma Pemmasani as a Director.

Mrs. Sugunamma Pemmasani is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as Director.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel and relatives other than Mrs. Sugunamma Pemmasani, Mr. P. Veeranarayana and Mr. P. Madhupratap are concerned or interested in the Resolution set out in Item No. 4 of this Notice.

The Board of Directors recommends the Resolution set out in Item No. 4 of this Notice for your approval.

**Item No. 5 & 6**

Mr. B.P. Jetty, was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors with effect from 30<sup>th</sup> March, 2015 and in terms of Section 161(1) of the Companies Act, 2013, Mr. B.P. Jetty holds office as an Additional Director only up to the date of the forth coming Annual General Meeting. Pursuant to Section(s) 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the shareholders approval is being sought for the appointment of Mr. B. P. Jetty as Non-Executive Independent Director of the Company, with effect from 30<sup>th</sup> March, 2015 for a period of 5 years upto 29<sup>th</sup> March, 2020 and during his term he shall not be liable to retirement by rotation.

Further Pursuant to Section(s) 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr K. Subbiah being an existing Non-Executive Director of the Company, is proposed to be appointed as Non-Executive Independent Director pursuant to the requirement of the Companies Act, 2013, with effect from 27<sup>th</sup> July, 2015 for a period of 5 years, upto 26<sup>th</sup> July, 2020 and during his term he shall not be liable to retirement by rotation.

Both, Mr B.P. Jetty & Mr. K Subbaiah, are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received notices in writing from members along with deposits of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of each of Mr. B. P. Jetty & Mr. K. Subbaiah for the office of Directors of the Company.

The Company has also received declarations from Mr. B.P. Jetty & Mr. K. Subbaiah that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and the Listing Agreement.

The Nomination and Remuneration Committee has recommended the appointment of Mr. B. P. Jetty & Mr. K. Subbaiah as Independent Directors. In the opinion of the Board, Mr. B. P. Jetty & Mr. K. Subbaiah fulfil the conditions for appointment as independent directors as specified in the Companies Act 2013 and the Listing Agreement. Mr. B. P. Jetty & Mr. K. Subbaiah are independent of the management.

Copy of the draft letters for respective appointments of Mr. B. P. Jetty & Mr. K. Subbaiah as independent directors setting out terms and conditions are available for inspection by members at the registered office of the Company.

The brief profile of all the Directors is mentioned in the Notes forming part of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors seeking their respective appointment, are in any way concerned or interested in the Resolutions, as set out at Item nos. 5 & 6 of the Notice.

The Board of Directors recommends the Resolutions as set out in Item Nos. 5 & 6 of this Notice for the approval of the Members.

#### **Item No. 7**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and the substantive sections of Companies Act, 2013 which deal with the general working of companies has been notified. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer

in full conformity with the Companies Act, 2013. In view of the same, several articles of the existing Articles of Association of the Company require alteration / deletions to be in line with the provisions of the Companies Act, 2013.

Given this position, it is considered expedient to wholly replace the existing Articles of Association with a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on 27 July 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek members approval for the same. In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 5.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out the Item No. 7 of this Notice.

The Board of Directors recommends the Special Resolution as set out in Item No. 7 of this Notice for approval by the members.





**Annexure "A" to the Notice**

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM Information and other instructions relating to e-voting are as under:

**A) In case of members receiving e-mail from CDSL (for Members whose e-mail address are registered with the company/depository participants.**

(i) Log on to the e-voting website  
www.evotingindia.com.

(ii) Click on "Shareholders" tab to cast your votes.

(iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "**Sibar Autoparts Limited**" from the drop down menu and click on "SUBMIT".

(iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

(v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical form
USER ID	For NSDL : 8 Character DPID Followed by 8 digits Claint ID For CDSL : 18 digits beneficiary ID	Folio Number registered with the company
PAN	PAN* Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department, when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio no in dd/mm/yyyy format.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234F> in the PAN Field.

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

(vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu where in they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For members holdings shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the relevant EVSN on which you choose to vote.

(x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "Resolutions File Link" if you wish to view the entire Resolution.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system \* Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

\* They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to **helpdesk.evoting@cdslindia.com**.

\* After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

\* The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

\* They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**(B) In case of members receiving the physical copy of Notice of AGM** [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]: Please follow all steps from Sl. no. (i) to Sl.no. (xiv) above, to cast vote.