

BOARD OF DIRECTORS

Sri P Veerananarayana	Chairman and Managing Director
Sri P Madhuprathap	Executive Director & CFO
Sri P. Ravichandra	Executive Director
Sri K Subbaiah	Director
Sri Ramachandra Chowdary Amineni	Director
Smt. P. Sugunamma	Director
Sri B.P. Jetty	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 & Associate

Company Law Adviser
 # 5-8-352, No. 17, 1st Floor
 Raghavendra Towers, Abids
 Hyderabad - 500 001.

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

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

LISTING

The Stock Exchange, Mumbai

33rd ANNUAL GENERAL MEETING

Date: Monday, 19th September, 2016

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 33rd Annual General Meeting of the Members of Sibar Autoparts Limited will be held on Monday, 19th September, 2016 at 3.00 p.m. at the Registered Office at 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 as at 31st March, 2016, including the Balance Sheet as at 31st March, 2016, statement of Profit and Loss for the year ended on that date together with the Reports of Directors and Auditors thereon.

2. Appointment of Director retiring by rotation

To appoint a Director in place of Mrs. Sugunamma Pemmasani (holding Director Identification Number 07128299), who retires by rotation and being eligible, offers herself 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 29th 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 31st March, 2017 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 Mr. P. Ravichandra as an Executive 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 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 Pemmasani Ravichandra (holding Director Identification Number 00627413), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th August, 2016 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. Pemmasani Ravichandra as a candidate for the office of a director of the Company, be and is hereby appointed an Executive Director of the Company.”

5. Approval of Remuneration of Mr. P. Ravichandra , Executive Director of the Company

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

RESOLVED THAT, that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to any other applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment of Mr. P.Ravichandra (DIN 00627413) as Executive Director of the Company for a period of five years commencing from 01.09.2016 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice"

RESOLVED FURTHER, that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr.Pemmasani Ravichandra, Executive Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

By the Order of the Board

For Sibar Autoparts Limited

P. Veerananarayana

Chairman & Managing Director

DIN: 00644259

Place : Tirupati

Date : 12 August, 2016

RESOLVED FURTHER, that any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

6. Approval of expenses of delivery of the documents through a particular mode

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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 10percent 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 shareholder.
3. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the AGM along with the Annual Report for 2015-16 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 13th September, 2016 to 19th September 2016(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 shareholders 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 33rd Annual General Meeting and the Annual Report for the financial period ended on 31.03.2016 will also be available on the Company's website 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 33rd 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 OF DIRECTORS SEEKING APPOINTMENT/
RE - APPOINTMENT AT THE**

Particulars	Mrs. Sugunamma Pemmasani	Mr. Pemmasani Ravichandra
Date of Birth	01.07.1953	20.11.1977
Qualifications	-	B.Tech in Chemical Engineering
Experience in Specific area	In the line of business field	About 16 years of experience in production, marketing and nickel plating technology
Directorships held in other Public Limited Companies (Except foreign and Section 8 companies)	-	-
Membership/Chairmanship of Membership/Chairmanship of Committees of other Public Companies (includes audit committee and Stakeholders Relationship committee only)	-	-
Number of shares held in the company	2378680	2310000

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

Item No. 4 & 5

Mr. Pemmasani Ravichandra was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th August, 2016.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Pemmasani Ravichandra holds office as an Additional Director only up to the date of the forthcoming 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 Mr. Pemmasani Ravichandra as an Executive Director.

Mr. Pemmasani Ravichandra is not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013 and have given his 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.

Mr. Pemmasani Ravichandra is a B.Tech Graduate in Chemical Engineering from SRM University, Chennai and He joined the Company as Manager –planning & Development in 2002 and was subsequently promoted as General Manager - Planning & Development and Marketing in 2005. He has varied experience in all major departments such as Planning, Production, and project execution of the

Company. Besides this he has expertise in nickel plating technology . He is overseeing the automation and process up gradation in all processes of manufacturing activity. Thus operated as overall in charge of Production until his elevation as Executive Director with effect from 1 st September, 2016.

The Board is of the opinion that the company should utilise his services Company to achieve better results , by appointing him as Executive Director as mentioned in the resolution, subject to the approval of share holders. Taking into consideration the duties and responsibilities of the Executive Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 12.08.2016 approved the remuneration, terms and conditions of appointment of Mr. Pemmasani Ravichandra, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

1. Salary: Rs.60,000 (Rupees Sixty thousand only) per month
- 2.i) In addition to the above , he shall also be entitled to perquisites and allowance like accommodation(Furnished or otherwise) or house rent allowances in lieu thereof; reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings; medical reimbursement; club fees and leave travel concession for himself and his family; personal accident insurance and such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Remuneration and Nomination Committee; such perquisites or allowances and

allowances in accordance with the Rules of the company or as may be agreed to by the Remuneration and Nomination Committee; such perquisites and allowances shall be restricted to an amount equal to the annual salary.

- ii) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-tax Rules, wherever applicable. In absence of any such Rules, perquisites shall be evaluated at actual cost.
- iii) Company's contribution to Provident Fund and Superannuation or Annuity fund, to the extent these neither singly or together are not taxable under the Income-tax Act. Gratuity payable as per the rules of the Company and encashment of leave at the end of tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- iv) Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephones and the use of car for private purpose shall be billed by the Company

Explanation : For the above purpose family means spouse, dependent children and dependent parents.

- v) As the terms of appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this appointment

None of the Directors, Key Managerial Personnel and relatives other than Mrs.Sugunamma Pemmasani, Mr. P.

Veeranarayana, Mr. P. Madhupratap and Mr.P.Ravichandra are concerned or interested in the Resolution at Item Nos. 4 & 5 of the Notice.

The Board of Directors recommends the Resolution at Item Nos. 4 & 5 of this Notice for your approval.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 11th May 2015 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of 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 DP ID Followed by 8 Digits Client ID	Folio Number Registered with the company
	For CSDL: 18 Digits beneficiary ID	Folio Number Registered with the company
PAN	PAN* Enter your 10 digit alpha-numeric *PAN issued by 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 at a in the company records for the said demat account or folio 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 wherein they are required to mandatorily enter their

login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For members holding 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** 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.
- (C) The voting period begins on 16th September, 2016 (10.00 am) and ends on 18th September, 2016 (5.00 pm)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 12th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- E) The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- F) M.M.Gopalachari FCA, a Practicing Chartered Accountant , Partner , MMGS AND ASSOCIATES, Tirupati (Member ship No 025376)has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- G) 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 favour 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.
- H) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
- I) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting.

By Order of Board of Directors

For Sibar Auto Parts Limited

P. Veerananarayana

Chairman & Managing Director

DIN:00644259

Place : Tirupati

Date : 12 August, 2016