

NOTICE OF 30th ANNUAL GENERAL MEETING

Notice is hereby given that 30th Annual General Meeting of the Members of AMD Industries Limited will be held on Tuesday 24th September, 2013 at 10.30 AM. at Daffodils Hotels, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi – 110030 to transact the following businesses:

ORDINARY BUSINESSSES

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors' thereon.
2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2013.
3. To appoint a Director in place of Mr. Harswarup Gupta, who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Seshadri Ratnam, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint M/s Suresh & Associates, Chartered Accountants, New Delhi (FRN- 0003316N) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

RESOLVED THAT in supersession of the earlier resolution passed by the Board of Directors in its meeting held on 18th March, 2011 and in pursuant to the provisions of section 269, 198, 309, 310, and 311, read with Schedule XIII, of the Companies Act, 1956 including any statutory modification or re-enactment thereof for time being in force and other applicable provisions thereof, if any, and of listing agreement, and Articles of Association as applicable if any, and as approved by the Remuneration Committee & Board of Directors of the Company Mr. Harswarup Gupta is hereby reappointed as an Executive Chairman of the Company for a period of 3 years w.e.f. 1st April, 2013 on the following terms, conditions & remuneration:

BASIC SALARY:

Rs. 3,50,000/- per month.

PERQUISITES AND ALLOWANCES:

Housing:

Rent free furnished accommodation will be provided by the Company subject to maximum monthly rental of Rs. 3,50,000/- per month.

Medical Reimbursement:

Expenses actually incurred for self and family.

Leave Travel Concession:

For self and family once in a year upto one month basic.

Club Fees:

Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.

Medical Insurance premium: as per policy of the Company

Personal Accident Insurance:

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 one month of basic salary.

Commission:

Upto 5% of net profits per annum.

And 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 XIII to the Companies Act, 1956:

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

By Order of the Board of Directors
For AMD Industries Limited

Place : New Delhi
Date : 28.05.13

Ashok Gupta
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD HOWEVER REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. Corporate Members, intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books, in respect of Equity Shares of the Company, will remain closed from 19th September (Thursday) to 24th September (Tuesday) (both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio Numbers on the Attendance slip for attending the meeting.
7. In case of joint shareholders attending the Meeting, only such holder whose name appears first in the Register of Members will be entitled to vote.



8. Relevant documents referred to in the accompanying Notice are open for inspection at the registered office of the company on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
9. Members who hold shares in physical form in multiple folios, in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer agents, M/S Bigshare Services Private Limited for consolidation into a single folio.
10. Annual listing fee for the year 2013-14 has been paid to the Stock Exchanges wherein the shares of the Company are listed.
11. The Members please be informed that pursuant to the proposal of Ministry of Corporate Affairs, Government of India, New Delhi, vide draft circular no. F. No. 17/218/2011 CL. V dated July, 2011, and as a further step towards good corporate governance practices, no gifts, food coupons or gifts coupons shall be distributed at the Annual General Meeting.

For and on behalf of the Board
For AMD Industries Limited

Place : New Delhi
Date : 28.05.13

Ashok Gupta
Managing Director

EXPLANATORY STATEMENT IN PURSUANCE TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Mr. Harswarup Gupta, Executive Chairman of the Company is having more than 52 years of experience, knowledge and understanding

about the business of the Company and his regular involvement and guidance in the business of the Company is a factor in the growth of the business of the Company over the years. Mr. Harswarup Gupta, Executive Chairman of the Company helps to make the reputation of the Company in Indian Market.

Keeping in view the above, the terms of appointment along with that of remuneration has been revised and he has been reappointed for a term of 3 years w.e.f. 01st of April, 2013 by the Board of Directors of the Company in their meeting held on 28th May, 2013 after the approval of Remuneration Committee in its meeting held on 28th May, 2013.

Since in terms of Section 269, 309, 310, and 311, read with Schedule XIII of the Companies Act, 1956, reappointment of Mr. Harswarup Gupta, Executive Chairman of the Company requires the approval of Members of the Company and of the Central Government, your Board has recommended, in the interest of the Company, the resolution as a special resolution for your approval.

Except Mr. Ashok Gupta, Mr. Adit Gupta being relatives of Mr. Harswarup Gupta and Mr. Harswarup Gupta, none of the other directors of the Company are in any way concerned or interested in the resolution.

The General Information as per Schedule XIII Part C is enclosed herewith

The above shall be treated as an abstract under section 302 of the Companies Act, 1956.

GENERAL INFORMATION AS PER SCHEDULE XIII PART C TO BE ENCLOSED WITH THE EXPLANATORY STATEMENT

SL. NO.	PARTICULARS REQUIRED	INFORMATION SUBMITTED
I	GENERAL INFORMATION	
1.	NATURE OF INDUSTRY	Apart from the Packaging Business the company is also authorized to do business in Textile, Real Estates and other Businesses as appended in the Main Objects. The Company has not yet generated revenues from the Textile and Real Estates Businesses. 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	As per Annexure-I
5.	EXPORT PERFORMANCE AND NET FOREIGN EXCHANGE COLLABORATIONS	As per Annexure-II
6.	FOREIGN INVESTMENT OR COLLABORATORS, IF ANY	NIL
II	INFORMATION ABOUT THE APPOINTEES:	
B	MR. HARSWARUP GUPTA	EXECUTIVE CHAIRMAN
1	BACKGROUND DETAILS	Mr. Harswarup Gupta aged about 85 years is one of the founder promoters of the AMD Group. He is a director of the company. He is the chairman of AMD Industries Limited .
2	PAST REMUNERATION	As per annexure-III
3	RECOGNITION OF AWARDS	Mr. Harswarup Gupta have been awarded with Samman Patra by the Income Tax Department for being one of individual paying highest income Taxes for the assessment year between 1994-1995 to 1998-1999.



4	JOB PROFILE AND HIS SUITABILITY	He has been associated with the packaging industry for more than 50 years. He started his new glass bottles trading business in Calcutta in the year 1958 in name and style of Ashoka Sales Agency.
5	REMUNERATION PROPOSED	As per annexure-III
6	COMPARITIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY AND PROFILE OF THE POSITION AND PERSON	Information not available
7	PECUNIARY RELATIONSHIP DIRECTLY OR INDIRECTLY WITH THE COMPANY, OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY.	He is father of Managing Director, Mr. Ashok Gupta and grand father of Joint Managing Director, Mr. Adit Gupta
III	OTHER INFORMATION	
1	REASONS OF LOSS OR INADEQUATE PROFITS	The business of the Company is substantially dependent upon the growth of its main customers in the beverage industry because of which the margins of the Company are not up to the mark.
2	STEPS TAKEN OR PROPOSED TO BE TAKEN FOR IMPROVEMENT	Further the Company has initialized the process of venturing into other sectors such as textile, real estates and other business to generate more profits. The 5th Pet Preform Line at Neemrana, Rajasthan has been made operational and commercial products thereat has been commenced, and which will contribute towards increase in production and revenue of the Company.
3	EXPECTED INCREASE IN PRODUCTIVITY AND PROFITS IN MEASURABLE TERMS	As per annexure -IV
IV	DISCLOSURES	
1	THE SHAREHOLDERS OF THE COMPANY SHALL BE INFORMED OF THE REMUNERATION PACKAGE OF THE MANAGERIAL PERSON	REMUNERATION PACKAGE HAS BEEN GIVEN IN THE Annexure – III
2	THE FOLLOWING DISCLOSURES SHALL BE MENTIONED IN THE BOARD OF DIRECTOR'S REPORT UNDER THE HEADING 'CORPORATE GOVERNANCE', IF ANY ATTACHED TO THE ANNUAL REPORT:- (I) ALL ELEMENTS OF REMUNERATION PACKAGE SUCH AS SALARY, BENEFITS, BONUSES, STOCK OPTIONS, PENSION, ETC., OF ALL THE DIRECTORS (II) DETAILS OF FIXED COMPONENT AND PERFORMANCE LINKED INCENTIVES ALONG WITH THE PERFORMANCE CRITERIA (III) SERVICE CONTRACTS, NOTICE PERIOD, SEVERANCE FEES, (IV) STOCK OPTION DETAILS, IF ANY, AND WHETHER THE SAME HAS BEEN ISSUED AT A DISCOUNT AS WELL AS THE PERIOD OVER WHICH ACCRUED AND OVER WHICH EXERCISABLE	Are incorporated suitably in the Annual Report.

ANNEXURE- I The summary of the key working results and financial position for the past two years is given in hereunder:

FINANCIAL PERFORMANCE(Rs./Lacs)

FINANCIAL PERFORMANCE	(Rs./Lacs)	
PARTICULARS	2012	2013
Sales	18269.84	15826.37
Operating Profit	2872.88	2064.38
Financial Charges	1073.46	1010.32
Gross Profit	1799.42	1054.06
Depreciation	762.53	827.90
PBT	1036.89	226.16
Taxes	386.57	67.12
PAT	650.32	159.03
Earning Per Share (Rs.)	3.39	0.83
OPM (%)	15.72	13.04
NPM (%)	3.56	1.00

CAPITAL STRUCTURE

PARTICULARS	2012	2013
Equity Share Capital	1917	1917
Net worth	11588.23	11546.78
Current Assets	10602.92	11731.78
Current Liabilities	9076.92	8109.57
Long Term Liabilities	3824.49	6124.66
Net Fixed assets	8548.77	8771.09
Book Value (Rs)	60.46	60.24
Debt Equity Ratio	0.33	0.53
Current Ratio	1.17	1.54

ANNEXURE-II

EXPORT PERFORMANCE

EXPORT OF GOODS CALCULATED ON FOB VALUE

YEAR	AMOUNT
2011-12	RS. 349,439,908.21
2012-13	RS. 128,426,690.52

ANNEXURE-III

PAST AND PROPOSED REMUNERATION OF MR. HARSWARUP GUPTA

PAST REMUNERATION

BASIC SALARY

Rs. 2,75,000/- per month.

PERQUISITES AND ALLOWANCES:

Housing:

- 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.
- 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

For self and family once in a year upto one month basic.

Club Fees

Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.

Medical Insurance premium as per policy of the Company

Personal Accident Insurance

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 one month basic salary.

Commission

Upto 5% net profit per annum

And other benefit/amenity/facility 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 XIII to the Companies Act, 1956 :

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

PROPOSED REMUNERATION

BASIC SALARY:

Rs. 3,50,000/- per month.

PERQUISITES AND ALLOWANCES:

Housing:

Rent free furnished accommodation will be provided by the Company subject to maximum monthly rental of Rs. 3,50,000/- per month.

Medical Reimbursement:

Expenses actually incurred for self and family.

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ANNEXURE-IV

EXPECTED INCREASE IN PRODUCTIVITY AND PROFITS IN MEASUREABLE TERMS

(Rs./Lacs)

PARTICULARS	2013-14	2014-15
Expected Increase in Production	9-10%	10-11%
Expected Increase in Sales	4-5%	5-6%
Expected Increase in Gross Profit	11-12%	12-13%
Expected Increase in Net Profit	6-7%	7-8%

For and on behalf of the Board
of AMD Industries Limited

Place: New Delhi
Date: 28.05.13

Ashok Gupta
Managing Director