AUTOPAL
Excellence in Lighting

AUTOLITE (INDIA) LIMITED

D-469, Road No. 9A, V.K.I. Area, Jaipur - 302013, INDIA
Ph: 91-141-2333994/95/96, Fax: 91-141-2330426
E-Mail: info@autopal.com, Web: www.autopal.com
CIN : L31506RJ1977PLC001738

NO. AIL/SECR/2016-17/ 12
September 7, 2016

The Manager,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E) Mumbai - 400053

Stock Id: AUTOLITIND

The Manager,
DCS – CRD,
Bombay Stock Exchange Limited,,
P.J. Towers, Dalal Street,
Mumbai – 400001

Stock Id: 500029

Dear Sir,

Sub : Notice of 39th Annual General Meeting to Shareholders

Pursuant to Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith notice of 39th Annual General Meeting sent to the shareholders of the Company.

This is for your necessary reference and records.

Thanking you,

Yours faithfully,
For Autolite (India) Limited,

(VISHAL AGARWAL)
Company Secretary

AUTOLITE (INDIA) LIMITED JAIPUR

Excellence in Lighting

AUTOLITE (INDIA) LIMITED
Regd. Office: D-469, Road No 9A, V.K.I Area, Jaipur- 302013, Rajasthan
E-mail: investors@autopal.com | **Website:** www.autopal.com
CIN: L31506RJ1977PLC001738

Notice of the 39th Annual General Meeting

NOTICE is hereby given that the **39th Annual General Meeting** of the members of **AUTOLITE (INDIA) LIMITED** will be held on Friday, 30th day of September, **2016**, at 11.00 A.M. at the Registered Office of the Company situated **at D- 469, Road No. 9A, V.K.I Area, Jaipur – 302013 (Rajasthan)** to transact the following business :

ORDINARY BUSINESS:

1 To receive, consider and adopt:

a. the Audited Standalone financial statements of the Company for the financial year ended on 31st March, 2016, together with the Report of Board of Directors and Auditors' Report thereon.

b. the Audited Consolidated financial statements of the Company for the financial year ended on 31st March, 2016, together with the Auditors' Report thereon.

2 To appoint a Director in place of Shri Kuldeep Kumar Gupta (DIN: 01591373), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3 To appoint M/s. Madhukar Garg & Co., Chartered Accountants (Firm Registration No. 000866C) as statutory auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to provision of Section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) and other applicable provision of the Companies Act 2013 and considering the recommendations made by the Audit Committee, M/s Madukar Garg & Co., Chartered Accountants (Firm Registration No. 000866C) be and is hereby appointed as the statutory auditor of the company for the period of five (5) consecutive years commencing from the conclusion of 39th Annual General Meeting till the conclusion of 44th Annual General Meeting, in place of erstwhile auditors M/s H.C. Garg & Co. who have tendered their resignation vide their letter dated August 24, 2016 and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-17 as recommended by the Audit Committee in consultation with the Auditors."

"RESOLVED FURTHER THAT appointment of the statutory auditor shall be subject to the ratification at each

Annual General Meeting held after forthcoming Annual General Meeting."

"RESOLVED FURTHER THAT Mr. Vishal Agarwal, Company Secretary of the Company be and is hereby authorized to file Form ADT-1 with the Registrar of Companies within the prescribed time."

SPECIAL BUSINESS:

4 **To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

5 **To ratify the remuneration of Cost Auditor and in this regard 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 Section 148 of the Companies Act, 2013, the remuneration payable for the year ending 31st March, 2017 to M/s PRJ & Associates, Cost Accountants, Jaipur, having Registration No. 101998, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company, amounting to Rs.25,000/- (Rupees Twenty Five Thousand only) and service tax as applicable be and is hereby ratified and confirmed."

6 **To approve prospective Related party Transactions and in this regard to consider and if thought fit, to pass the following resolution, with or without modifications, as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and in terms of applicable provisions of Uniform Listing Agreement executed with the Stock Exchange(s) including any statutory modification (s) or re- enactment(s) thereof, for the time being in force, consent of the shareholders of the Company be and is hereby accorded to the contracts / arrangements / transactions to be

entered into with any of the related parties on the terms as mentioned in the explanatory statement hereto."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to finalise and approve the necessary contracts / arrangement/transactions with related parties and to do all the acts, deeds and things as may be necessary for this purpose."

7 **To approve fee for service of documents through specified mode requested by any shareholder of the Company and in this regard to consider and if thought fit, to pass the following resolution, with or without modifications, as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a specified mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

8 **To approve disposal upto 100% shares of Wholly Owned Foreign Subsidiary Company and in this regard to consider and if thought fit, to pass the following resolution, with or without modifications, as a Special Resolution:**

"**RESOLVED THAT** pursuant to Regulation 24(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and Foreign Exchange Management Act, 1999, consent of the members be and is hereby accorded for the disposal of shares at fair market value upto 100% holding of Autopal Inc., USA, which is at present

Wholly Owned Foreign Subsidiary Company of Autolite (India) Limited, to the prospective buyers.

- **RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to negotiate with the prospective buyers and to complete all the formalities prescribed under Foreign Exchange Management Act, 1999 or under Rules, Regulations, Notifications, etc. issued by Reserve Bank of India or any other law for the time being in force."

BY ORDER OF THE BOARD
FOR AUTOLITE (INDIA)LIMITED
Sd/-
(VISHAL AGARWAL)
COMPANY SECRETARY

DATE : 31st August, 2016
REGISTERED OFFICE:
D-469, Road No. 9A, V.K.I
Area Jaipur- 302013 (Rajasthan)
CIN: L31506RJ1977PLC001738

NOTES :-

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself. The proxy need not be a member of the company. A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than 10 percent of the total share 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.

2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 13.

4. Members/Proxies are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.

5. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. The Board has notified closure of Register of members and Share Transfer Books from Friday, September 23, 2016

to Friday, September 30, 2016 (both days inclusive) for the purpose of 39th Annual General Meeting.

7. Relevant documents referred to in the accompanying notice or the statutory registers, as applicable to the Company, are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the date of the AGM.

8. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc, from the Company electronically.

9. In line with the **'Green Initiative in the Corporate Governance'** launched by the Ministry of Corporate Affairs, Electronic copy of the Notice of the 39th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the *Company/Depository Participants(s)* and have given their positive consent to receive the same through electronic means. Members other than above, physical copies of the Notice of the 39th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) to the RTA/ Company in the following cases viz., transfer of shares, deletion of name, transmission of shares and transposition of shares held in physical form. Shareholders are requested to furnish copy of PAN for all the above transactions.

11. Members are requested to lodge the instruments of transfer/ transmission of shares at the registered office of the Company or at the office of Registrars & Transfer Agent, viz., M/s MCS Share Transfer Agent Limited, Sri Venkatesh Bhavan, F- 65 Okhla Industrial Area Phase- 1, New Delhi- 110020 and to inform the Company/ Registrars & Transfer agents, any change in their address immediately so as to enable the Company to dispatch any future communication at their correct address.

12. The Company's equity shares are compulsorily traded in dematerialized form. Members holding equity shares in physical form are requested to consider *converting their holding to* dematerialized form to eliminate all risks associated with physical shares and for the ease of portfolio management.

13 Information and other instructions relating to remote e-voting are as under:

(i) Pursuant to the provisions of Section

108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

(ii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

(iii) The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide remote e-voting facility.

(iv) The remote e- voting facility is available at the link, https://www.nsdl.com

(v) The Board of Directors of the Company has appointed Sh. J.P. Sharma, a Practicing Company Secretary, Jaipur (C.P. No 5161) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

(vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 23, 2016.

(vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2016 shall only be entitled to avail the facility of e-voting.

(viii) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	End of remote e-voting
Tuesday, September 27, 2016 at 9.00 a.m. (IST)	**Thursday, September 29, 2016 at 5.00 p.m. (IST)**

The remote e-voting will not be allowed beyond the aforesaid date and time.

(ix) The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the vote cast at the AGM and thereafter unlock the votes cast through remote e-voting in the presence of atleast two witnesses not in employment of the Company and make, not later than forty eight hours of conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favor and against, if any, to the Chairman or any Director authorized by the Board of Directors of the Company,

who shall countersign the same and shall declare the results of the voting forthwith.

(x) The results declared along with the scrutinizer's report shall be placed on the website of the Company www.autopal.com and on the website of NSDL https://evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges.

(xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2016.

(xii) Instructions and other information relating to remote e-voting:

I. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
   a. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
   b. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
   c. Click on Shareholder – Login
   d. Put user ID and password as initial password/PIN noted in step (a) above. Click Login
   e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
   f. Home page of remote e-voting opens. Click on remote e-voting: *Active Voting Cycles.*
   g. Select "EVEN" of "Autolite (India) Limited".
   h. Now you are ready for remote e-voting as Cast Vote page opens.
   i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
   j. Upon confirmation, the message "Vote cast successfully" will be displayed.
   k. Once you have voted on the resolution, you will not be allowed to modify your vote.
   l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are

authorized to vote, to the Scrutinizer through e-mail to jpsassociates@hotmail.com with a copy marked to evoting@nsdl.co.in

(II) In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:

a. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
b. **EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**
c. Please follow all steps from Sl. No. (b) to Sl. No. (l) of (I)above, to cast vote.

14. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

15. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

16. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

17. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or MCS Share Transfer Agent Limited.

18. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

19. **Those shareholders who have not casted their votes through remote e-voting, will be given the ballot papers duly authenticated by the Scrutinizer appointed by the Company to vote at the venue of Annual General Meeting.**

20. **The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on September 23, 2016.**

21. The Explanatory Statement pursuant to Section 102 (1) of the Companies

Act, 2013 in respect of the special Business is annexed hereto.

22. Details required under the provisions of the SEBI (Listing Obligations and Other Disclosure Requirements) Regulations, 2015 in respect to the directors seeking appointments/re-appointments at the Annual General Meeting forms an integral part of the notice. The directors have furnished the requisite consents/declarations for their appointment/ re-appointment.

BY ORDER OF THE BOARD
FOR AUTOLITE (INDIA)LIMITED
Sd/-
(VISHAL AGARWAL)
COMPANY SECRETARY

DATE : 31st August, 2016
REGISTERED OFFICE:
D-469, Road No. 9A, V.K.I
Area Jaipur- 302013 (Rajasthan)
CIN: L31506RJ1977PLC001738

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 4

The Articles of Association ("AoA") of the Company as presently in force are as per the provisions of the Companies Act, 1956 as the Company was incorporated in 1977. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

In view of the above, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

a. Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
b. The nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
c. New provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
d. New provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
e. Existing articles have been streamlined and aligned with the Companies Act, 2013;
f. The statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to

do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and

g. Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

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

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

The Board of Directors of the Company on recommendation of the Audit Committee approved the Appointment and remuneration of M/s PRJ & Associates, Cost Accountants as Cost Auditor to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2017.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the Consent of the Members is sought for ratification of remuneration payable to the Cost Auditor for the financial year ending on March 31, 2017 as set out in the resolution.

The Board recommends the Resolution a set out under item no. 5 for ratification by Members.

None of the directors, Key Managerial Personnel or their relatives is interested in the resolution.

Item No. 6

During the normal course of business the company needs to enter into various transactions with certain related parties. Although the management of the company endeavor to undertake the transactions at Arm's Length Price, however, at times it may happen that establishing the Arm's Length Price is very difficult or not possible because of peculiar nature of transactions and under such circumstances, these kind of transactions may attract the provisions of Section 188 of the Companies Act, 2013.

Further, since the paid-up capital of the company exceeds Rs.10 crores, therefore in terms of provisions of first proviso to sub section (1) of Section 188 read with Rule 15(3)(i) of the Companies (Meetings of Board and Committees) Rules, 2014, the company required to obtain prior approval of the shareholders of the company for undertaking any related party

transaction / arrangements.

In view of the above, approval of shareholders is being sought for following probable related party transactions on estimated basis:

S. No.	Name of the related Party	Name of the Director or Key Managerial Personnel who is related if any	Nature of relationship	Nature, material terms, estimated monetary value per year and particulars of the contract or arrangement (Value Rs. In Lacs)
1	M/s Autolite Manufacturing Limited	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Direct	Purchase: 4000 Sales: 3000
2	M/s Tanishka Auto-Components Private Limted	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta Sh. I.B. Soni	Direct	Purchase: 360 Sales: 150
3	M/s Mamraj Sons (Auto) Limited	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Indirect	Purchase: 300 Sales: 150
4	M/s Autopal Inc, USA	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Direct	Sales: 200
5	M/s Palsoft Infosystems Limited	Sh. Mahipal Gupta Sh. Amit Mahipal Gupta Sh. Adarsh Mahipal Gupta	Direct	Lease of office Space Rent: 01
6	M/s Anusika Industries Limited	Sh. Mahipal Gupta	Indirect	Job work charges : 250
7	M/s Autopal MPG Marketing Private Limited	Sh. I. B. Soni	Indirect	Sales: 6000

Therefore the Resolution placed at item no. 6 is proposed for consideration of shareholders and if thought fit to be passed as Special resolution.

Item No. 7

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter alia to the members of the Company. The proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, the member shall pay fees as may be determined by the Board as authorized by the members in its Annual General Meeting.

As the fee/charges will be determined by the mode and place of delivery of the document sought, it is not possible to quantify the amount, and hence it is appropriate that the Board of Directors be authorized to determine the fee.

The Board of Directors accordingly commends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the members.

No Director / Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution, except as a

member of the Company.

Item No. 8

Autolite (India) Limited owns Six [6] Equity Shares of USD 10,000/- each of Autopal Inc. USA as its Wholly Owned Foreign Subsidiary Company operating in Texas, USA since 1992.

Due to operational inconvenience and lower business volume and margins, the Board of Directors has decided to dispose off the shares upto 100% holding of Autopal Inc., USA at fair market value to the prospective buyers. It will result in cost reduction which in turn will lead to increase in the profits of the Company.

No Director / Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution, except to the extent if any of the shares of Autopal Inc. are purchased by any of them.

BY ORDER OF THE BOARD
FOR AUTOLITE (INDIA)LIMITED

Sd/-
(VISHAL AGARWAL)
COMPANY SECRETARY

DATE : 31st August, 2016
REGISTERED OFFICE:
D-469, Road No. 9A, V.K.I
Area Jaipur- 302013 (Rajasthan)
CIN: L31506RJ1977PLC001738

Brief details of Director's seeking appointment/ re-appointment as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	**Sh. Kuldeep Kumar Gupta**
Date of Birth and Age	DOB: June 08, 1962 Age: 54 Years
Date of First Appointment	December 11, 2007
Qualification	• Fellow Chartered Accountant • Associate Company Secretary • Associate Cost Management Accountant
Experience & Expertise	Shri Kuldeep Kumar Gupta is a Chartered Accountant (CA), Cost Accountant (ICWA) & Company Secretary (CS). He has wide experience in financial sector in different companies. He is having his own practice of Chartered Accountancy since more than 20 years and is associated with loan syndication with bank/ financial institutions. Experience in years: 31
Name of the Public Companies in which Directorship other than Autolite (India) limited	None
Chairman/Member of the Committee of the Board of Public Companies other than Autolite (India) limited	None
Relationship with Directors Interse	Not related
No. of shares held in the Company	NIL

Excellence in Lighting

AUTOLITE (INDIA) LIMITED

Regd. Office: D-469, Road No 9A, V.K.I Area, Jaipur- 302013, Rajasthan

E-mail: investors@autopal.com | **Website:** www.autopal.com

CIN: L31506RJ1977PLC001738

ATTENDANCE SLIP

I/We hereby record my/our presence at the 39th Annual General Meeting of the Company held at D- 469, Road No. 9A, V.K.I Area, Jaipur 302013 at 11.00 A.M. on Friday, the 30th day of September 2016.

Name and Address of the Shareholder(s):		
If shareholder(s), please sign here	If proxy, please mention name and sign here	
	Name of Proxy	Signature

Notes:

(1) Shareholder / Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.

(2) Members are requested to advise the change of their address, if any, to Autolite (India) Limited, at the above address.

Excellence in Lighting

AUTOLITE (INDIA) LIMITED

Regd. Office: D-469, Road No 9A, V.K.I Area, Jaipur- 302013, Rajasthan

E-mail: investors@autopal.com | **Website:** www.autopal.com

CIN: L31506RJ1977PLC001738

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:

I/We, being the member (s) of _____shares of the above named company, hereby appoint

1. Name: .....
   Address: .....
   E-mail Id: ..... Signature: .....

   or Failing him

2. Name: .....
   Address: .....
   E-mail Id: ..... Signature: .....

   or Failing him

3. Name: .....
   Address: .....
   E-mail Id: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **39th Annual General Meeting** of the Company to be held at D- 469, Road No 9A, V.K.I Area, Jaipur 302013 at 11.00 A.M. on Friday, the 30th **day of September, 2016** and at any adjournment thereof in respect of such resolutions as are indicated below:

AUTOPAL®

Excellence in Lighting

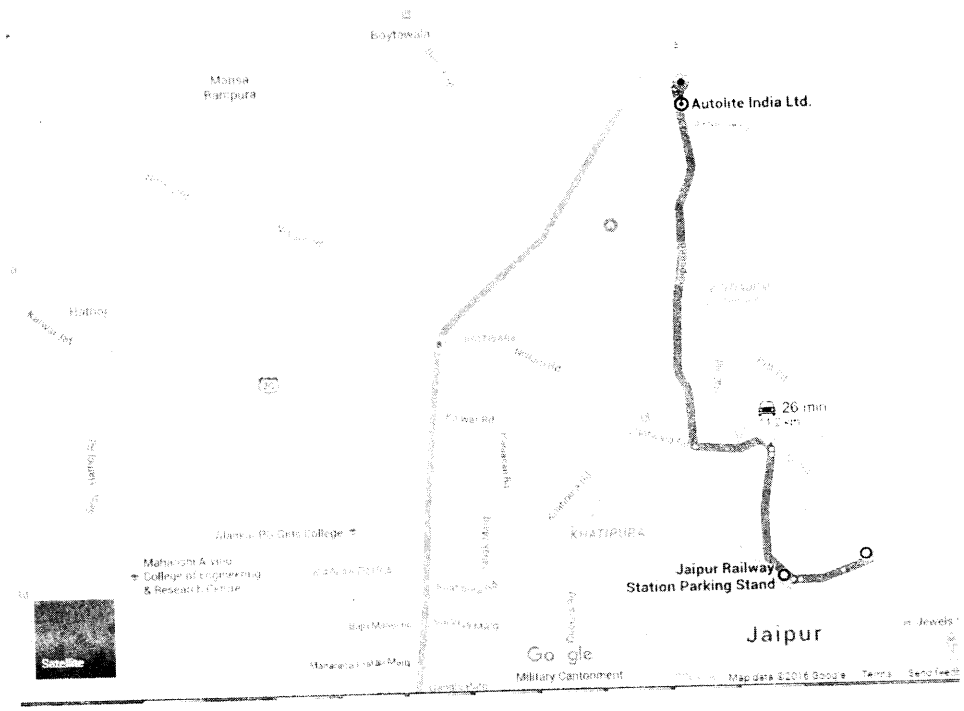
	Resolutions	For	Against
Ordinary Business:			
1	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2016 and the Reports of the Directors' and Auditors' thereon.		
	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2016 and Auditors' thereon.		
2	Reappointment of Shri Kuldeep Kumar Gupta who retires by rotation.		
3	Appointment of Statutory Auditors and to fix their remuneration.		
Special Business:			
4	Adoption of new set of Articles of Association.		
5	Ratification of remuneration of Cost Auditor.		
6	Approval of Prospective Related Party Transactions.		
7	Approval of fee for service of documents to Shareholders of the Company.		
8	Approval for the disposal of 100% Wholly Owned Foreign Subsidiary Company		

Autolite (India) Limited

Signed this .....day of 2016

Signature of shareholder.....

Signature of Proxy holder(s).....

AFFIX
Re 1
Revenue
Stamp

ROUTE MAP TO REACH THE VENUE OF 39TH ANNUAL GENERAL MEETING