



September 06, 2017

Ref. ATULAUTO/SEs/Notice/29thAGM

To,
The Department of Corporate Services,
BSE Limited, Mumbai

To,
The Listing Compliance Dept.
National Stock Exchange of India Ltd, Mumbai

BSE Script Code: 531795

NSE Script Symbol: ATULAUTO

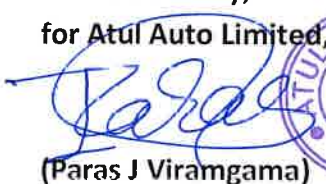
Sub: Notice of 29th Annual General Meeting to be held on 29th September, 2017

This is to inform the stock exchanges that the 29th Annual General Meeting (AGM) of the Members of Atul Auto Limited will be held on Friday, 29th September, 2017 at 11.00 am at registered office of the Company at Survey No. 86, Plot No. 1 to 4, 8B National Highway, Near Microwave Tower, Shapar (Veraval), District Rajkot, Gujarat, INDIA 360024.

The remote e-voting facility is provided for casting vote on all resolutions which will commence at 9.00 AM on Tuesday, 26th September, 2017 and will end at 5.00 PM on Thursday, 28th September, 2017.

The complete notice of the Annual General Meeting is attached.

Yours faithfully,
for Atul Auto Limited,


(Paras J Viramgama)



Company Secretary & Compliance Officer

ATUL AUTO LIMITED

(Corporate Identification Number: L54100GJ1986PLC016999)

Regd. Office & Factory: National Highway 8-B, Near Microwave Tower, Shapar (Veraval), Rajkot – 360024 (Gujarat)

Phone: 02827 666000 Fax: 02827 666029 Website: www.atulauto.co.in E-Mail: info@atulauto.co.in

Notice of AGM

Notice is hereby given that the Twenty Ninth Annual General Meeting (AGM) of the Members of Atul Auto Limited will be held on Friday, 29th September, 2017 at 11.00 am at registered office of the Company at Survey No. 86, Plot No. 1 to 4, 8B National Highway, Near Microwave Tower, Shapar (Veraval), District Rajkot, Gujarat, INDIA 360024 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements and the audited consolidated financial statements of the Company for the financial year ended 31st March, 2017, together with the Directors Report thereon and Auditors' Report thereto.
2. To declare a final dividend on equity shares.
3. To appoint a Director in place of Mr. Vijay K Kedia (DIN 00230480), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. Kamlesh Rathod & Associates, Chartered Accountants (ICAI Firm Registration No. 117930W), be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Maharishi & Co., Chartered Accountants (ICAI Firm Registration No. 124872W), to hold office for a period of five years, from the conclusion of this annual general meeting until the conclusion of the Thirty Forth annual general meeting of the Company, subject to ratification by shareholders at each annual general meeting to be held hereafter, on such remuneration as may be decided by the Board of Directors of the Company."

**By order of the Board of Directors,
for Atul Auto Limited**

**(Paras J Viramgama)
Company Secretary & Compliance Officer**

Shapar (Dist. Rajkot)
August 12, 2017

Registered Office:

ATUL AUTO LIMITED

Survey No. 86, Plot No. 1 to 4,
8B National Highway,
Near Microwave Tower,
Shapar (Veraval), District Rajkot,
Gujarat, INDIA 360024
Phone: 02827-666000
E-Mail: investorrelations@atulauto.co.in
Web: www.atulauto.co.in

Notes:

- A. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

- B. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for the purpose of Annual General Meeting and determining the shareholders who are entitled to receive dividend.
- C. The dividend as recommended by the Board of Directors if declared at the Annual General Meeting will be paid on or after 29th September, 2017 but before 28th October, 2017 to those shareholders who hold shares as on Friday, 22nd September, 2017.
- D. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars can not act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- E. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents (RTA), M/s Sharex Dynamic (India) Private Limited.
- F. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.

G. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary & Compliance Officer, at the Company's registered office address. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124(5) of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund ("IEPF").

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account.

H. Electronic copy of the Annual report is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent through the permitted mode.

I. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number. Members may also note that the Annual Report for FY 2016-17 will also be available on the Company's website www.atulauto.co.in for download.

J. Voting through Electronic Means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members through the remote e-voting platform provided by NSDL.

The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on closing of Friday, 22nd September, 2017 i.e. cut-off date only shall be entitled to avail the facility of remote e-voting as well as the voting in the Annual General Meeting. The members may cast their votes on electronic voting system from place other than the venue of the meeting ("remote e-voting").

The remote e-voting period will commence at 9.00 AM on Tuesday, 26th September, 2017 and will end at 5.00 PM on Thursday, 28th September, 2017. The Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM by Postal Ballot. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereunder.

(i) This Notice of Annual General Meeting is being sent to all the members. In addition, the members whose e-mail id is registered with the Company / Depository Participant(s), an e-mail containing user ID and Password for casting votes by remote e-voting shall be sent by NSDL at the registered e-mail address of the member(s).

(ii) The member(s) whose email ID is not registered with the Company/ Depository Participant(s), may obtain a login ID and password for casting his / her vote by remote e-voting by sending a request at evoting@nsdl.co.in or by contacting

NSDL at the toll free no.: 1800-222-990 mentioning your demat account no./folio no.

(iii) The member(s) who receives an email from NSDL is advised to take the following steps for casting his / her vote by remote e-voting:

- a) Open email and open PDF file viz; "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) Enter 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 "E-Voting Event Number" (EVEN) of "Atul Auto Limited" for casting your vote.
- 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 bunty.hudda@yahoo.com with a copy marked to evoting@nsdl.co.in.
- m) If a member is already registered with NSDL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote. If a member forgets the password, the password can be reset by using 'Forgot User Details / Password' option available on www.evoting.nsdl.com or by contacting NSDL at the toll free no.: 1800-222-990.
- n) 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.

Notice of AGM Contd.

The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Mr. Bunty Hudda, Practicing Company Secretary (ICSI Membership No. 31507) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot to be cast by the members at the meeting) in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the 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 employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report on the votes cast to the Chairman of the meeting.

- K. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours 09:00 AM to 05:00 PM on any working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
- L. The Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013 and the Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013 are open for inspection on all working days during business hours at Registered Office of the Company. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

ANNEXURE TO THE NOTICE

Item No. 3 of the Notice:

As regards re-appointment of Mr. Vijay Kedia referred to in Item No. 3 of the Notice, the following disclosures are made for the information of the shareholders:

Mr. Vijay Kedia (Born on 4th November, 1959) graduated in Commerce from Kolkata University. He has been bestowed Honorary causa of Doctor of Excellence for excellence in the field of management by the Confederation of International Accreditation Commission (CIAC) in co-operation with KEISIE International University in South Korea.

He started his career as a sub-broker with a Mumbai based broker M/s. Bharat C. Bagri. Later on, he became Director in few other stock broking companies in Mumbai. After gaining rich experience in stock broking, he decided to focus on research and tend to invest in a few listed companies.

He has been holding Directorship in many companies like Lykis Limited, Kedia Securities Private Limited, Three PL Services Private Limited etc.

He has not been holding membership of any Committees in Atul Auto Limited. He has not been holding any shares in the Company as on 31st March, 2017. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He is not related to any directors or key managerial personnel.

None of the directors or key managerial personnel or their relatives, is concerned or interested in the said resolution.

The Board commends the resolution for approval.

Item No. 4 of the Notice:

As regards appointment of statutory auditors referred to in Item No. 4 of the Notice, the following disclosures are made for the information of the shareholders:

As per the provisions of section 139 of the Companies Act, 2013, no listed company shall appoint an audit firm as auditors for more than two terms of five consecutive years. The Act also provided for an additional transition period of three years from the commencement of the Act i.e. 1st April 2014. The current auditors, M/s. Maharishi & Co., had completed a period of seven years at the commencement of the said Act. Hence, on their completing the transition period of three years provided under the Act, the term of the current auditors expires at the conclusion of the ensuing annual general meeting.

The Board of Directors at its meeting held on 12th August, 2017, based on the recommendation of the Audit Committee has recommended the appointment of M/s. Kamlesh Rathod & Associates, Chartered Accountants (ICAI Firm Registration No. 117930W) as the statutory auditors of the Company for approval by the members.

M/s. Kamlesh Rathod & Associates, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditors, in terms of section 143 of the Act.

M/s. Kamlesh Rathod & Associates would be appointed as the statutory auditors of the Company from the conclusion of this annual general meeting till the conclusion of the Thirty Fourth annual general meeting, subject to ratification of their appointment by the members at every intervening annual general meeting on a remuneration, out-of-pocket expenses etc., incurred in connection with the Audit as may be decided by the Board in consultation with the auditors from year to year.

Brief Profile of the proposed statutory auditors is as under:

- Mr. Kamlesh Rathod, a senior member of the Institute of Chartered Accountants of India having around two decades of experience in the field of Audit & Assurance Services, Advisory Services, Knowledge/ Business Process Outsourcing and Project Financing, established a firm M/s. Kamlesh Rathod & Associates in the year 1998 and Mrs. Trupti Rathod joined the firm in the year 2001.
- The firm has a valid peer review certificate from the Peer Review Board of the Institute of Chartered Accountants of India.
- The firm has three partners and a team of qualified experts.
- The firm has main office at Jamnagar (Gujarat).

None of the directors or key managerial personnel or their relatives are concerned or interested in the said resolution.

The Board commends the resolution for approval.

**By order of the Board of Directors,
for Atul Auto Limited**

**(Paras J Viramgama)
Company Secretary & Compliance Officer**

Shapar (Dist. Rajkot)
August 12, 2017