



Ref. ATULAUTO/SEs/Reg.30/NoticeOfAGM

September 04, 2018

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: SUBMISSION OF NOTICE OF THIRTY FIRST ANNUAL GENERAL MEETING UNDER REGULATION 30 OF THE SEBI (LODR) REGULATIONS, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Notice of Thirty First Annual General Meeting (AGM) of the Members of Atul Auto Limited which will be held on Monday, September 30, 2019 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.

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 235500 Website: www.atulauto.co.in E-Mail: info@atulauto.co.in

NOTICE OF THIRTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty First Annual General Meeting (AGM) of Members of Atul Auto Limited will be held on Monday, September 30, 2019 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, Shapur (Veraval), District Rajkot, Gujarat, INDIA 360024 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019, together with Board's Report thereon and Auditors' Reports thereto.
2. To declare a final dividend on equity shares for financial year 2018-19.
3. To appoint a Director in place of Mr. Jayantibhai J Chandra (DIN: 00057722), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Ms. Aarti J Juneja (DIN: 06872059) as Independent Director

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Aarti J Juneja (DIN: 06872059), who was appointed as an Additional Director of the Company with effect from February 09, 2019 pursuant to Section 161 of the Act and provisions of Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years with effect from February 09, 2019 to February 08, 2022."

5. Appointment of Mr. Mohanjit Singh Walia (DIN: 08535435) as Independent Director

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mohanjit Singh Walia (DIN: 08535435), who was appointed as an Additional Director of the Company with effect from August 10, 2019, pursuant to Section 161 of the Act and provisions of Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of whom the

Company has received a notice in writing from a shareholder under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years with effect from August 10, 2019 to August 09, 2022."

6. Appointment of Mr. Jaichander Swaminathan (DIN: 08537472) as Independent Director

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jaichander Swaminathan (DIN: 08537472), who was appointed as an Additional Director of the Company with effect from August 26, 2019, pursuant to Section 161 of the Act and provisions of Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years with effect from August 26, 2019 to August 25, 2022."

7. Ratification of Appointment of Mr. Hasmukh H Adhvaryoo (DIN: 06456067)

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Listing Amendment Regulations") as effective from April 01, 2019 and in compliance with provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act, the appointment of Mr. Hasmukh H Adhvaryoo (DIN: 06456067) as Independent Director (who has already attained the age of seventy five years at the time of his reappointment for second term with approval of shareholders with ordinary resolution and whose resignation has been accepted by the Board of Directors with effect from July 17, 2019), be and is hereby ratified for a period from April 01, 2019 to July 17, 2019."

8. Creation of charge/ providing of security while borrowing money

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company for creation of such mortgage, charge and/ or hypothecation on assets of the Company, both present and future in favour of banks, financial institutions or other bodies corporate (hereinafter referred to as the "Lending Agencies"), as the Board in its absolute discretion thinks fit so as to secure the borrowings by the Company together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys

payable by the Company to the Lending Agencies under their respective Agreements/Loan Agreements entered/ to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company."

9. Increase in remuneration of Mr. Jayantibhai J Chandra, Chairman and Managing Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V, other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in Articles of Association of the Company and in pursuance of recommendation of Board of Directors of the Company and also recommended by Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to increase the remuneration of Mr. Jayantibhai J Chandra (DIN: 00057722), Chairman and Managing Director of the Company as under:

I. The remuneration of Mr. Jayantibhai J Chandra is increased to Rs.13,41,000/- (Rupees Thirteen Lacs Forty One Thousands Only) per month with effect from June 01, 2019 with authority to the Board of Directors to revise the same from time to time in accordance with limits specified in Schedule V to the Companies Act, 2013 subject to the approval of shareholders at the General Meeting.

II. Other Facilities (In addition to above remuneration):

- He shall be provided with company maintained car with driver for performance of his official duties.
- He shall be provided with telephone and other communication facilities at his residence including cell phone to be used for performance of his official duties.
- The Company shall pay premium of health insurance of Mr. J J Chandra and his family for not more than Rs.40,000/- on yearly basis.
- The Company shall pay the premium of not more than Rs.30,000/- on yearly basis for the personal accident cover for Mr. J J Chandra.

"RESOLVED FURTHER THAT the draft supplementary service agreement to be executed by the Company with Mr. J J Chandra setting out the aforesaid modification in the remuneration, initialed by Whole-time Director & CFO of the Company for the purpose of identification be and is hereby approved."

"RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. J J Chandra, the above referred remuneration shall be paid to him as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may

arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

10. Increase in remuneration of Mr. Mahendra J Patel, Whole-time Director & CFO

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V, other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in Articles of Association of the Company and in pursuance of recommendation of Board of Directors of the Company and also recommended by Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to increase the remuneration of Mr. Mahendra J Patel (DIN: 00057735), Whole-time Director & CFO of the Company as under:

I. The remuneration of Mr. Mahendra J Patel is increased to Rs.11,64,000/- (Rupees Eleven Lacs Sixty Four Thousands Only) per month with effect from June 01, 2019 with authority to the Board of Directors to revise the same from time to time in accordance with limits specified in Schedule V to the Companies Act, 2013 subject to the approval of shareholders at the General Meeting.

II. Other Facilities (In addition to above remuneration):

- He shall be provided with company maintained car with driver for performance of his official duties.
- He shall be provided with telephone and other communication facilities at his residence including cell phone to be used for performance of his official duties.
- The Company shall pay premium of health insurance of Mr. M J Patel and his family for not more than Rs.40,000/- on yearly basis.
- The Company shall pay the premium of not more than Rs.30,000/- on yearly basis for the personal accident cover for Mr. M J Patel.

"RESOLVED FURTHER THAT the draft supplementary service agreement to be executed by the Company with Mr. M J Patel setting out the aforesaid modification in the remuneration, initialed by Chairman and Managing Director of the Company for the purpose of identification be and is hereby approved."

"RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. M J Patel, the above referred remuneration shall be paid to him as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

11. Increase in remuneration of Mr. Niraj J Chandra, Whole-time Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197,

Schedule V, other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in Articles of Association of the Company and in pursuance of recommendation of Board of Directors of the Company and also recommended by Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded to increase the remuneration of Mr. Niraj J Chandra (DIN: 00065159), Whole-time Director of the Company as under:

- I. The remuneration of Mr. Niraj J Chandra is increased to Rs.6,50,000/- (Rupees Six Lacs Fifty Thousand Only) per month with effect from June 01, 2019 with authority to the Board of Directors to revise the same from time to time in accordance with limits specified in Schedule V to the Companies Act, 2013 subject to the approval of shareholders at the General Meeting.
- II. Other Facilities (In addition to above remuneration):
 - He shall be provided with company maintained car with driver for performance of his official duties.
 - He shall be provided with telephone and other communication facilities at his residence including cell phone to be used for performance of his official duties.
 - The Company shall pay premium of health insurance of Mr. Niraj J Chandra and his family for not more than Rs.40,000/- on yearly basis.
 - The Company shall pay the premium of not more than Rs.30,000/- on yearly basis for the personal accident cover for Mr. Niraj J Chandra.

“RESOLVED FURTHER THAT the draft supplementary service agreement to be executed by the Company with Mr. Niraj J Chandra setting out the aforesaid modification in the remuneration, initialed by Whole-time Director & CFO of the Company for the purpose of identification be and is hereby approved.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Niraj J Chandra, the above referred remuneration shall be paid to him as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

By order of the Board of Directors of
Atul Auto Limited

(Paras J Viramgama)
Company Secretary & Compliance Officer

Place : Shapar (Dist. Rajkot)
Date : August 26, 2019

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 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

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, must be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

- B. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 4 to 11 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings in respect of Directors seeking appointment/reappointment at the Annual General Meeting is furnished as annexure to the Notice.
- C. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting and determining the shareholders who are entitled to receive dividend.
- D. The dividend as recommended by the Board of Directors if declared at the AGM will be paid on or after September 30, 2019 but before October 29, 2019 to those persons or their mandates:
 - a. whose names appear as Beneficial Owners as at the end of the business hours on Monday, September 23, 2019 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b. whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Monday, September 23, 2019 after giving effect to requests of transfer/ transmission/ transposition lodged with the Company/its Registrar & Share Transfer Agents on or before Monday, September 23, 2019.
- E. The attention of Members is particularly drawn to the relevant para of the Corporate Governance Report forming part of the Board's Report in respect of unclaimed and unpaid dividends and transfer of dividends/shares to Investor Education and Protection Fund (IEPF).
- F. With effect from May 18, 2019, the operations of Registrar and Share Transfer Agent ("RTA") of the Company namely Sharex Dynamic (India) Private Limited has been shifted to its new office at C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083. The e-mail address has also been changed to support@shareindia.com.

- G. SEBI has vide its Notifications dated June 08, 2018 and November 30, 2018 mandated that securities of listed companies can be transferred only in dematerialized form from April 01, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members are also requested to update their KYC including specimen signature before applying for dematerialization to reduce the possibilities of rejection of demat request.
- H. 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.
- I. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account alongwith the original cancelled cheque bearing the name of the Member to RTA / Company to update their Bank Account details.

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 Registrar 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.

- J. 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 at its new address.
- K. Pursuant to sections 101 and 136 of the Act read with the Rules framed thereunder, Notice calling Annual General Meeting along with Annual Report 2018-19 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.

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 2018-19 and previous years will also be available on the Company's website www.atulauto.co.in for download.

- L. 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 AGM and the copies thereof shall be available for inspection in physical or electronic form.
- M. Members desiring any information as regards to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
- N. 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 AGM and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

- O. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rules issued thereunder and the SEBI Listing 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 Central Depository Services (India) Limited ("CDSL").

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 Monday, September 23, 2019 i.e. cutoff date only shall be entitled to avail the facility of remote voting as well as the voting in AGM. The members may cast their votes on electronic voting system from place other than the venue of the meeting ("remote e-voting"). The Members attending AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM by Ballot. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.

Procedure for remote e-voting

- (I) The remote e-voting period will commence at 9.00 AM on Thursday, September 26, 2019 and will end at 5.00 PM on Sunday, September 29, 2019. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is sent through separate communication in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (IV).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Atul Auto Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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 or investorrelations@atulauto.co.in
- P. 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.
- Q. Mr. Bunty Hudda, Practicing Company Secretary (ICSI Membership No. A31507) 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.
- The Chairman or a person authorized by him in writing shall declare the result of voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.atulauto.co.in and on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 4 to 6:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Aarti J Juneja (DIN: 06872059), Mr. Mohanjit Singh Walia (DIN: 08535435) and Mr. Jaichander Swaminathan (DIN: 08537472) as Additional Independent Directors of the Company with effect from February 09, 2019, August 10, 2019 and August 26, 2019 respectively under Sections 149, 150, 152 of the Companies Act, 2013 and provisions of the Articles of Association of the Company. All three Directors shall hold office upto the date of forthcoming Annual General Meeting and are eligible to be appointed as an Independent Director.

The Company has received notices under Section 160 of the Companies Act, 2013 from shareholders of the Company proposing their candidatures as Independent Directors of the Company. The Company has also received a declaration of independence from the Directors. In the opinion of the Board, all three Directors fulfill the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Director.

They are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

A brief profile of all three Directors including nature of his expertise and the details required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard are provided as annexure to this Notice of AGM.

The remuneration to these Directors in form of sitting fees shall be

governed by the Remuneration Policy of the Company. The Board considers that their association would be of immense benefit to the Company and it is desirable to avail services of these experts as Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of Ms. Aarti J Juneja, Mr. Mohanjit Singh Walia and Mr. Jaichander Swaminathan for period of 3 (three) consecutive years for the approval by the members of the Company at item no. 4, 5 and 6 respectively.

Except appointees him/herself, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4, 5 and 6 of the Notice.

The Board recommends the passing of the Resolutions as an Ordinary Resolutions.

Item No. 7:

Mr. Hasmukh Adhvaryoo (DIN: 06456067) was reappointed as an Independent Director of the company at 28th Annual General Meeting held on September 16, 2016 for his second term as Independent Director upto August 11, 2019 wherein he has already attained age of seventy five years on the date of reappointment. The said reappointment of Mr. Adhvaryoo was made by passing an Ordinary Resolution with voting of promoter and promoter group by 100%, Public-Institution by 98.24% and Public Non-Institution by 98.75%.

On July 17, 2019, the Company has received the letter from NSE asking for the clarification in respect of compliance of regulation 17 of the Listing Regulations mentioning the reason that "Age of the Non-Executive Director Mr. Hasmukh Adhvaryoo is more than 75 years." On appraising the above facts with the said letter of NSE to Mr. Adhvaryoo, he has voluntarily tendered his resignation with a request to accept it with immediate effect i.e. from July 17, 2019 with a reason that there would not be any further non-compliance with the regulation 17, if it is there.

Consequently, the meeting of Board of Directors of the Company was called and the Board at its meeting held on July 20, 2019 and the Board has accepted the resignation of Mr. Hasmukh Adhvaryoo from Directorship of the Company with effect from July 17, 2019. The Board has also decided to ratify continuance of directorship of Mr. Adhvaryoo for the period from April 01, 2019 to July 17, 2019 by passing special resolution in this AGM.

Considering the rich experience, fine and fit health, long association with the Company, the Board had found it proper to continue the appointment of Mr. Hasmukh Adhvaryoo even if his age was more than seventy five years. Mr. Adhvaryoo fulfills the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations for appointment as Independent Director. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Except appointee himself, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the passing of the Resolution as a Special Resolution.

Item No. 8:

The Company enjoys the debt-free status since 2012 till closing of last financial year. Now, the Company has budgeted expenditure like capital investment to set-up Greenfield production facility at Bhayla, Ahmedabad, to make technological upgradation to meet with BS VI norms, to develop electric auto, 200+ cc engines and financing working capital requirement. The Company needs to borrow money to take the

leverage of creditability of the Company which in turn increases the profitability. The provisions of section 179(3)(d) of the Companies Act, 2013 ("the Act") confers powers to the Board of Directors to borrow money upto Rs.258.06 Crore (aggregate amount of paid-up share capital, free reserves and securities premium) without approval of shareholders under section 180(1)(c) of the Act.

While borrowing money, the Company requires securing the borrowings by creating mortgage/ charge on all or any of the movable or immovable properties of the Company in favour of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole, of any such undertaking requires the approval of the Members by way of an Special Resolution.

Accordingly, the consent of the Members is being sought for securing the borrowings by mortgage/ charge on any of the movable and/ or immovable properties and / or the whole or any part of the undertaking(s) of the Company as set out in the Special Resolution at Item No. 8 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of the Resolution as a Special Resolution.

Item No. 9:

Mr. Jayantibhai J Chandra, Chairman and Managing Director of the Company is one of the promoters of the Company and is associated with the Company since its inception. Mr. J J Chandra has, through his foresight and visionary approach, coupled with sound understanding of the automobile industry, has led the Company to the path of growth.

The remuneration is in consonance with the remuneration being paid by Companies of similar size in the Industry with respect to experience of the appointee. Further, details such as financial performance, operational performance of the Company, components of the remuneration package of Directors, are given in Directors' Report as well as in Report on Corporate Governance.

The Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on May 25, 2019 have approved the increase in remuneration payable to Mr. J J Chandra at fifteen percent to Rs.13,41,000/- per month and the benefit of premium of personal accident cover to Rs.30,000/- per annum with effect from June 01, 2019.

The draft supplementary service agreement to be executed by the Company with Mr. J J Chandra setting out the aforesaid modification in the remuneration is available at the registered office of the Company for inspection by any member of the company without payment of any fee as required under section 190 of the Companies Act, 2013.

Except Mr. J J Chandra, being the proposed beneficiary and Mr. Niraj J Chandra, being son of Mr. J J Chandra, none of the Directors or Key Managerial Personnel including their relative is concerned and/or interested in this Resolution set out at Item No. 9 of the Notice.

The Board recommends the passing of the Resolution as a Special Resolution.

Item No. 10:

Mr. Mahendra J Patel, Whole-time Director & CFO of the Company has been associated with the Company since long. Mr. M J Patel is the key person in managing financial matters of the Company. He is also supervising the production facility of the Company and has great

management skill. The Company has benefited a lot from the expertise and vision of Mr. M J Patel.

The remuneration is in consonance with the remuneration being paid by Companies of similar size in the Industry with respect to experience of the appointee. Further, details such as financial performance, operational performance of the Company, components of the remuneration package of Directors, are given in Directors' Report as well as in Report on Corporate Governance.

The Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on May 25, 2019 have approved the increase in remuneration payable to Mr. M J Patel at fifteen percent to Rs.11,64,000/- per month the benefit of premium of personal accident cover to Rs.30,000/- per annum with effect from June 01, 2019.

The draft supplementary service agreement to be executed by the Company with Mr. M J Patel setting out the aforesaid modification in the remuneration is available at the registered office of the Company for inspection by any member of the company without payment of any fee as required under section 190 of the Companies Act, 2013.

Except Mr. M J Patel, being the proposed beneficiary, none of the Directors or Key Managerial Personnel including their relative is concerned and/or interested in this Resolution set out at Item No. 10 of the Notice.

The Board recommends the passing of the Resolution as a Special Resolution.

Item No. 11:

Mr. Niraj Chandra, Whole-time Director of the Company has been taking care of Human Resource and Industrial Relations of the Company. With implementation of strategies led by him resulted in good numbers in export sales. He has recently taken over the charge of strengthening the domestic market of the Company.

The remuneration is in consonance with the remuneration being paid by Companies of similar size in the Industry with respect to experience of the appointee. Further, details such as financial performance, operational performance of the Company, components of the remuneration package of Directors, are given in Directors' Report as well as in Report on Corporate Governance.

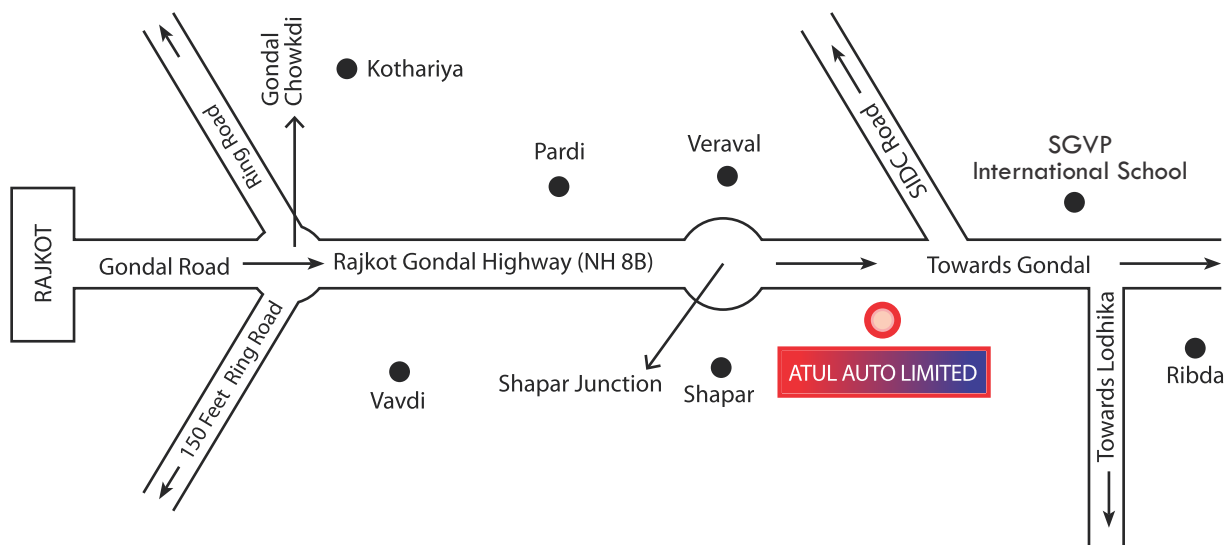
The Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on May 25, 2019 have approved the increase in remuneration payable to Mr. Niraj J Chandra at thirty percent to Rs.6,50,000/- per month the benefit of premium of personal accident cover to Rs.30,000/- per annum with effect from June 01, 2019.

The draft supplementary service agreement to be executed by the Company with Mr. Niraj Chandra setting out the aforesaid modification in the remuneration is available at the registered office of the Company for inspection by any member of the company without payment of any fee as required under section 190 of the Companies Act, 2013.

Except Mr. Niraj Chandra, being the proposed beneficiary and Mr. J J Chandra, being father of Mr. Niraj Chandra, none of the Directors or Key Managerial Personnel including their relative is concerned and/or interested in this Resolution set out at Item No. 11 of the Notice.

The Board recommends the passing of the Resolution as a Special Resolution.

ROUTE MAP



PROFILE OF DIRECTORS BEING APPOINTED/ RE-APPOINTED/ RATIFICATION OF APPOINTMENT

Name of Director	Mr. J J Chandra	Ms. Aarti J Juneja	Mr. Mohanjit Singh Walia	Mr. Jaichander Swaminathan	Mr. Hasmukh Adhvaryoo
DIN	00057722	06872059	08535435	08537472	06456067
Date of Birth	20/10/1956	11/03/1983	09/01/1959	24/03/1991	30/08/1940 (78 Years)
Date of Appointment	18/06/1986	09/02/2019	10/08/2019	26/08/2019	27/12/2012
Expertise in specific field	Mr. J J Chandra has wide experience in Automobile Industry of more than four decades. He has a far reaching vision with a keen insight to help Company to emerge as one of the leading manufacturers of small commercial vehicles.	Ms. Aarti J Juneja has vast experience in the field of finance, risk management, debt market, ECBs, Cross-country investment transactions, trading in currency and interest rates etc.	Mr. Walia has over 34 years of rich experience and quantifiable achievements in decisive leadership, business channel development & management, strategic planning etc. He has expertise in strategic technology planning, streamlining new product development cycle with key focus on first time right and design to cost, and reduced product development cycle.	Mr. Jaichander has expertise in the field of thermodynamics and heat and mass transfer, applied to energy efficient water treatment and recycling. He has received four US patents and won several international awards for his contribution.	Mr. Adhvaryoo possess the rich experience of managing human resources, administration of the corporates, liaisoning with government authorities and resolving legal matters related to labour law.
Academic Qualification	Under Graduate	Master in Management Studies (Finance)	B.E. (Mech) M.B.A.	B. Tech. M.S. Ph.D.	B.A. (Economics, Political Science, Psychology), B.Com. (Banking)
Name of other Companies in which he/she holds Directorship*	Nil	Nil	Nil	Nil	Nil
Name of other companies in which he/she holds Chairmanship/ Membership of Committees of Board	Nil	Nil	Nil	Nil	Nil
No. of Shares held in Atul Auto Limited	13,51,742	Nil	Nil	Nil	Nil
Relationship with other directors	Father of Mr. Niraj J Chandra	None	None	None	None

* Details in this regard exclude directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies, Companies under Section 8 of Companies Act, 2013.

ATTENDANCE SLIP**ATUL AUTO LIMITED**

CIN: L54100GJ1986PLC016999

Survey No. 86, Plot No. 1 to 4, 8B National Highway, Near Microwave Tower, Shapar (Veraval), Dist. Rajkot, Gujarat, INDIA 360024
31st Annual General Meeting - Monday, September 30, 2019

Name of Member(s) : _____
Registered Address : _____
Folio No./DP Id Client Id : _____
No of shares : _____

I hereby record my presence at the 31st Annual General Meeting of the Company on Monday, September 30, 2019 at 11:00 a.m. at the 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.

.....
Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

**PROXY FORM**

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 read with rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ATUL AUTO LIMITED

CIN: L54100GJ1986PLC016999

Survey No. 86, Plot No. 1 to 4, 8B National Highway, Near Microwave Tower, Shapar (Veraval), Dist. Rajkot, Gujarat, INDIA 360024
31st Annual General Meeting - September 30, 2019

Name of Member(s) : _____
Registered Address : _____
Folio No./DP Id Client Id : _____
E-Mail Address : _____

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

Name:	Address:
E-mail:	Signature:

Or falling him

Name:	Address:
E-mail:	Signature:

Or falling him

Name:	Address:
E-mail:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 11:00 a.m. at the Registered Office of the Company at Survey No. 86, Plot No. 1 to 4, 8-B National Highway, Near Microwave Tower, Shapar (Veraval), Dist. Rajkot, Gujarat, INDIA 360024 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution/ Item No.	Resolution Particulars	Vote (Optional see note 4) (Please mention no of shares)		
		For	Against	Abstains
Ordinary Business				
1	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the year ended on March 31, 2019 and the reports of the Board of Directors thereon and Auditors thereto.			
2	Declaration of Final Dividend at Rs. 1.25 per equity share for the financial year ended March 31, 2019			
3	Reappointment of Mr. Jayantibhai J Chandra, who retires by rotation			
Special Business				
4	Appointment of Ms. Aarti J Juneja as Independent Director			
5	Appointment of Mr. Mohanjit Singh Walia as Independent Director			
6	Appointment of Mr. Jaichander Swaminathan as Independent Director			
7	Ratification of Appointment of Mr. Hasmukh H Adhvaryoo			
8	Creation of charge/ providing of security while borrowing money u/s. 180(1)(a)			
9	Increase in remuneration of Mr. Jayantibhai J Chandra, Chairman and Managing Director			
10	Increase in remuneration of Mr. Mahendra J Patel, Whole-time Director & CFO			
11	Increase in remuneration of Mr. Niraj J Chandra, Whole-time Director			

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
of Re.1/-

Notes:

1. This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.