



## NOTICE

**NOTICE** is hereby given that the **Thirty Ninth Annual General Meeting** of the Company will be held on **Tuesday, 19th September, 2017 at 11.00 a.m.** at the Registered Office of the Company at Village: Patla, Taluka: Bhesan, Dist: Junagadh 362030 to transact the following business:

### ORDINARY BUSINESS :

- To receive, consider, and adopt
  - The Audited standalone financial statement of the Company for the financial year ended on **March, 2017** together with report of the Board of Directors and Auditors thereon and
  - The Audited consolidated financial statement of the Company for the financial year ended on **31st March, 2017** together with report of Auditors thereon
- To appoint a Director in place of **Mr. Rajan R. Bambhania** who, retires by rotation and being eligible offers himself for re- appointment.
- To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), **M/S B. H. Advani & Associates, Chartered Accountants, Junagadh (Firm Registration No. 117127W)**, be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS :

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Jagdishchandra B. Jagani** holding **DIN 07645671** who was appointed as an Additional Director in independent capacity with effect from **25th October, 2016** on the Board of Directors of the Company in terms of section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution** :

**"RESOLVED THAT** pursuant to section 188(1) of the Companies Act, 2013 read with Companies Rules 2014 and other applicable provisions if any of the "act", the consent of the members of the Company be and is hereby accorded to enter into the transactions for sale of bearings and/or components for the value not exceeding **Rs. 50 Crores per annum** for the period of 5 years with effect from 01st October, 2017 to **AUSTIN ENGINEERING COMPANY (Formerly known as Accurate Engineering Inc.), the wholly owned subsidiary of the Company.**

**RESOLVED FURTHER THAT** that Board of directors of the Company be and is hereby authorized to do any acts, deeds etc for the said purpose."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution** :

**"RESOLVED THAT** pursuant to section 188(1) of the Companies Act, 2013 read with Companies Rules 2014 and other applicable provisions if any of the "Act", the consent of the members of the Company be and is hereby accorded to enter into the transactions as detailed below for the period of 5 years with effect from 01st October, 2017 with MAX PRECISION BEARINGS PRIVATE LIMITED, a Company incorporated under the erstwhile Companies Act, 1956.

  - For **purchase** of bearings and/or components for the value not exceeding **Rs. 300 lakhs per annum.**
  - For **Sale** of bearings and/or components for the value not exceeding **Rs. 100 lakhs per annum.**
  - For **getting the job work done** on the material supplied by the Company (AECL) for the value not exceeding **Rs 500 lakhs per annum.**
  - For **doing the job work** by the Company (AECL) for the value not exceeding **Rs 50 lakhs per annum.**

**RESOLVED FURTHER THAT** that anyone of the Whole time directors of the Company be and is hereby authorized to enter into the said agreement on behalf of the Company."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution** :

**"RESOLVED THAT** pursuant to section 188(1) of the Companies Act, 2013 read with Companies Rules 2014 and other applicable provisions if any of the "Act", the consent of the members of the Company be and is hereby accorded to enter into the transactions for sale of bearings and/or components for the value not exceeding **Rs. 150 lakhs per annum** for the period of 5 years with effect from 01st October, 2017 to **AUSTIN TRADERS, a partnership firm registered under the Indian Partnership Act, 1932.**

**FURTHER RESOLVED THAT** anyone of the whole time directors of the company be and is hereby authorized to enter into the said agreement."





8. To Consider and if thought fit to pass the following resolution with or without modification(s) as **Special Resolution** :  
**"RESOLVED THAT** pursuant to section 188(1) of the Companies Act, 2013 read with Companies Rules 2014 and other applicable provisions if any of the "Act", the consent of the members of the Company be and is hereby accorded to enter into the transactions for **getting job work done** for the value not exceeding **Rs. 600 lakhs per annum** for the period of 5 years with effect from 01st October, 2017 from **ACCORD PRECISION PRODUCTS, a partnership firm registered under the Indian Partnership Act, 1932.**  
**FURTHER RESOLVED THAT** anyone of the whole time directors of the company be and is hereby authorized to enter into the said agreement."
9. To Consider and if thought fit to pass the following resolution with or without modification(s) as **Special Resolution** :  
**"RESOLVED THAT** pursuant to section 188(1) of the Companies Act, 2013 read with Companies Rules 2014 and other applicable provisions if any of the "Act", the consent of the members of the Company be and is hereby accorded to enter into the transactions as detailed below for the period of 5 years with effect from 01st October, 2017 with **OPTIMUM SERVICES INC., a partnership firm registered under the Indian Partnership Act, 1932.**
- For **purchase** of bearings and/or components for the value not exceeding **Rs. 700 lakhs per annum.**
  - For **Sale** of bearings and/or components for the value not exceeding **Rs. 50 lakhs per annum.**
  - For **getting the job work** done on the material supplied by the Company (AECL) for the value not exceeding **Rs 100 lakhs per annum.**
  - For **doing the job work** by the Company (AECL) for the value not exceeding **Rs 25 lakhs per annum.**
- FURTHER RESOLVED THAT** anyone of the whole time directors of the company be and is hereby authorized to enter into the said agreement."
10. To Consider and if thought fit to pass the following resolution with or without modification(s) as **Special Resolution** :  
**"RESOLVED THAT** pursuant to section 188(1) of the Companies Act, 2013 read with Companies Rules 2014 and other applicable provisions if any of the "Act", the consent of the members of the Company be and is hereby accorded to enter into the transactions for sale of bearings and/or components for the value not exceeding **Rs. 900 lakhs per annum** for the period of 5 years with effect from 01st October, 2017 to **SNR ENTERPRISES, a partnership firm registered under the Indian Partnership Act, 1932.**  
**FURTHER RESOLVED THAT** anyone of the whole time directors of the company be and is hereby authorized to enter into the said agreement."
11. To Consider and if thought fit to pass the following resolution with or without modification(s) as **Special Resolution** :  
**"RESOLVED THAT** pursuant to section 188(1) of the Companies Act, 2013 read with Companies Rules 2014 and other applicable provisions if any of the "Act", the consent of the members of the Company be and is hereby accorded to enter into the transactions for getting job work done for the value not exceeding **Rs. 100 lakhs per annum** and for sale of scrap not exceeding Rs. 15 lakhs per annum for the period of 5 years with effect from 01st October, 2017 by **ACCUMAX ENGINEERING COMPANY, a partnership firm registered under the Indian Partnership Act, 1932.**  
**FURTHER RESOLVED THAT** anyone of the whole time directors of the company be and is hereby authorized to enter into the said agreement."
12. To consider and if thought fit to pass the following resolution with or without modification(s) as a **Special Resolution** :  
**"RESOLVED THAT,** pursuant to section 188(1) of the Companies Act, 2013 read with Companies Rules 2014 and other applicable provisions if any of the "Act", the consent of the members of the Company be and is hereby accorded to enter into the transactions for **sale** of bearings and/or components for the value not exceeding **Rs. 500 lakhs per annum** for the period of 5 years with effect from 01st October, 2017 to **EMINENT TRADING (INDIA) LLP, a partnership firm registered under the Limited Liability Partnership Act, 2008**  
**FURTHER RESOLVED THAT,** the Board of directors of the Company be and is hereby authorized to enter into the said agreement."
13. To consider and if thought fit to pass the following resolution with or without modification(s) as a **Special Resolution** :  
**"RESOLVED THAT,** pursuant to section 188(1) of the Companies Act, 2013 read with Companies Rules 2014 and other applicable provisions if any of the "Act", the consent of the members of the Company be and is hereby accorded to enter into the transactions for **sale** of bearings and/or components for the value not exceeding **Rs. 500 lakhs per annum** for the period of 5 years with effect from 01st October, 2017 to **UNITED TRADING CO., a Partnership Firm registered under Indian Partnership Act, 1932**  
**FURTHER RESOLVED THAT,** the Board of directors of the Company be and is hereby authorized to enter into the said agreement."

By order of the Board of Director

Sd/-

R.R. Bambhania  
 Managing Director

Place: Patla, Dist. Junagadh  
 Date: 27<sup>th</sup> May, 2017





**Notes :**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM SELF/ HER SELF 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 10% of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority and under its seal as may be applicable
- The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
- A proxy form is sent herewith.

2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to **Special Business** to be transacted at the meeting, is annexed hereto.

3. The Register of Members and Share Transfer books of the Company will remain closed from **Tuesday, 12th September, 2017 to Tuesday, 19th September, 2017 (Both days inclusive).**

4. Any change in bank particulars and /or address are required to intimate to their depository participant in case of holding of shares in electronic form or to the Company's Registrar and Share Transfer agents, Link In Time India Pvt. Ltd C-101 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 in case of holding of shares in physical mode.

5. Item No.3 of the Notice has been passed by Board of Directors at their meeting held on Thursday, 27th July, 2017.

6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained periodically from the concerned Depository Participant and the same should be verified.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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.

8. Details under **Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

9. Electronic copy of the Annual Report for the financial year ended on 31st March, 2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes 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 for the financial year ended on 31st March, 2017 is being sent in the permitted mode.

10. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for the financial year ended on 31st March, 2017 will also be available on the Company's website [www.aec.com](http://www.aec.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

11. Members holding shares in physical mode may also send the request to the Company or its Registrar by letter or by email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) to receive the soft copy of the Annual Report by email instead of hard copy. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

12. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.

13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 (Ten) days before the date of the Meeting so that the information required may be made available at the Meeting.

14. Relevant documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Friday and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of the meeting.

15. (a) The Company has transferred the unpaid or unclaimed dividends declared upto the financial year 2008-09 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of the unclaimed and unpaid dividends amounts lying with the Company as on 29th September, 2016 (date of previous Annual General Meeting) on the website of the Company. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: [www.mca.gov.in](http://www.mca.gov.in).

**(b) Attention of the members is also drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.**

**In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2008-09 or earlier financial years which has not been paid or claimed by the members for 7 (seven) consecutive years or more.**

**Members are advised to visit the web-link: [www.aec.com](http://www.aec.com) to ascertain details of shares liable for transfer in the name of IEPF Authority.**

16. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company. The Nomination form can be downloaded from the Company's website ([www.aec.com](http://www.aec.com)) under the section "Investor Relations".





**AUSTIN ENGINEERING COMPANY LIMITED.**

24. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
25. 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.
26. 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.
27. 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.
28. 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](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

**(B) OTHERS :**

- i. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company
- ii. **PCS Kaushik Shah of M/s K J Shah & Company, Practicing Company Secretary FCS 2420; CP No: 1414** of 305, Hrishikesh II, Opp. Municipal School, Near Navrangpura Bus Stop, Navrangpura, Ahmedabad 380009 has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- iii. The Scrutinizers shall, immediately after the conclusion of voting at the general meeting first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- iv. The results declared along with the scrutinizer's report shall be placed on the Company's website [www.aec.com](http://www.aec.com) and on the website of CDSL <https://www.evotingindia.com> within three working days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

**Company's Details :****AUSTIN ENGINEERING COMPANY LIMITED**

Village: Patla, Taluka: Bhesan, Dist: Junagadh 362 030, Gujarat, India

CIN: L27259GJ1978PLC003179

Phone : 02873 – 252223 / 252267 / 252268, Fax : 0285-2661505 &amp; 02873-252225

E-mail ID: [info@aec.com](mailto:info@aec.com)**Registrar and Transfer Agent :****LINK INTIME INDIA PRIVATE LIMITED**

C-101 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083

Phone No.: 91 22 49186000

Fax No.: 91 22 49186060

Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)**E-Voting Agency: Central Depository Services (India) Limited**E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**Scrutinizer: CS Kaushik Shah of K J Shah & Company**

Practicing Company Secretary

E-mail ID: [kjshahco@gmail.com](mailto:kjshahco@gmail.com)**RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AND DIRECTORS APPOINTED SINCE LAST A.G.M**

Particulars	Mr. R. R. Bambhanian	Mr. J. B. Jagani
Date of Birth	29.08.1976	01.01.1963
Appointed on	01.02.2008	25.10.2016
Qualifications	D. M. E.	M.Com, LL.B
Expertise in Specific Functional Areas	Engineering	Accounts & Finance
Directorships held in other Public Companies (excluding foreign companies)	YES	NO
Membership/ Chairmanship of Committees across public Companies	NO	NO
Shareholding	60300	NIL

By order of the Board of Director

Place : Patla, Dist. Junagadh

Date : 27<sup>th</sup> May, 2017

Sd/-

R.R. Bambhanian  
Managing Director

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 :**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

**Item No. 4 :**

The Board of Directors at its meeting held on 25th October, 2016 appointed Mr. Jagdishchandra B. Jagani as an Additional Director in Independent capacity on the Board of Directors of the Company pursuant to section 161 of the Companies act, 2013.

Pursuant to the provisions of the Companies Act, 2013, he holds office up to the date of ensuing Annual General Meeting. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a members, along with the deposits of Rs.100,000/- proposing his candidature for the office of director, under the provision of section 149 and 152 of the Companies Act, 2013.

The Company has obtained the declaration from Mr. Jagdishchandra B. Jagani in respect of independence while appointing him as an additional director on the Board in independent capacity

None of the directors, key managerial personnel or their relatives except Mr. Jagdishchandra B. Jagani is concerned or interested in the said resolution. The Board recommends the said resolution for your approval.

**Item No. 5 to 13 :**

Pursuant to the proviso of section 188 (1) of the Companies Act, 2013 read with the Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to be effective from

1st October, 2017, no contract or arrangement can be entered into with a related party for any item specified in the said proviso except with the prior approval in the General Meeting by way of Special Resolution.

The Company always enters into the transactions with all related parties as mentioned in Item No. 5 to 13 at prevailing market rate.

The Company places all such transactions before Audit Committee at the first instance which is to be always reviewed by them and then recommended the said transactions.

The Company had earlier obtained the approval for the said transactions from the competent authority along with the members at the Annual General Meeting held on 9th September, 2014. There are not any material transactions.

The details along with the relationship, nature and volume of the transactions are summarized below :

Name of the party	Nature of relation/ interest	Nature of transaction	Value of transaction per annum
Austin Engineering Company-USA	Wholly owned subsidiary	Sales	Rs. 50 Crores
Max Precision Bearings Private Limited	Relative of director	Purchase	Rs. 300 Lakhs
		Sales	Rs. 100 Lakhs
		Getting Job work done	Rs. 500 Lakhs
		Doing Job work	Rs. 50 Lakhs
Austin Traders	Relative of director	Sales	Rs. 150 Lakhs
Accord Precision Products	Relative of director	Getting Job work done	Rs. 600 Lakhs
Optimum Services Inc.	Relative of director	Purchase	Rs. 700 Lakhs
		Sales	Rs. 50 Lakhs
		Getting Job work done	Rs. 100 Lakhs
		Doing Job work	Rs. 25 Lakhs
SNR Enterprises	Relative of director	Sales	Rs. 900 Lakhs
Accumax Engineering Co.	Relative of director	Getting Job work done	Rs. 100 Lakhs
		Sale of Scrap	Rs. 15 Lakhs
Eminent Trading(India) LLP	Relative of Director	Sales	Rs.500 Lakhs
United Trading Co.	Relative of Director	Sales	Rs. 500 Lakhs

The Company proposed to seek your approval as good corporate governance.

Your directors recommend the resolution for your approval.

None of the directors and their "Relatives" except Mr. N C Vadgama and Mrs. A.S. Thanki is concerned or interested in Item No. 6, 12 and 13 of the proposed resolution.

None of the directors and their "Relatives" except Mrs. A.S. Thanki is concerned or interested in Item No. 7 of the proposed resolution.

None of the directors and their "Relatives" except Mr. N C Vadgama, Mrs. A.S. Thanki and Mr. R. R. Bambhania is concerned or interested in Item No. 5 and 8 to 10 of the proposed resolution.

None of the directors and their "Relatives" except Mr. N C Vadgama is concerned or interested in Item No. 11 of the proposed resolution.

