



AUSTIN ENGINEERING COMPANY LIMITED

CIN: L27259GJ1978PLC003179

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

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ADDENDUM TO THE NOTICE OF THE 41st ANNUAL GENERAL MEETING

Addendum to the Notice dated 29th May, 2019 convening the 41st Annual General Meeting of the members of **AUSTIN ENGINEERING COMPANY LIMITED** scheduled to be held on **Thursday, 26th September, 2019 at 11.00 a.m.** at the Registered Office of the Company at Village: Patla, Taluka: Bhesan, Dist: Junagadh 362030.

Notice is hereby given that the following items of business is added in the aforesaid Notice as

SPECIAL BUSINESS:

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

Item 7: Re-Appointment of Mr. B.R. Sureja as Non- Executive Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 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. B.R. Sureja holding (DIN:00169883)** who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019.

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

For and on behalf of the Board of Directors

**SD/-
R .R. Bambhania
Managing Director**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Brief profile and other required information about the Director proposed to be appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.
3. This Addendum to the Notice of 41st AGM is available along with the Notice of 41st AGM on the websites of the Company. The revised Proxy Form including the resolution proposed hereinabove is annexed hereto.
4. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 4th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice of 41st AGM.

Furthermore, the Scrutinizers appointed for the ensuing 41stAGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 41st AGM.

For and on behalf of the Board of Directors

**SD/-
R .R. Bambhania
Managing Director**

**Date : 03rd September, 2019
Place : Patla, Junagadh**

**RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AND DIRECTORS APPOINTED SINCE LAST A.G.M**

Particulars	Mr. B.R. Sureja
Date of Birth	27.10.1968
Appointed on	01.04.2014
Qualifications	M.D.
Expertise in Specific Functional Areas	Doctor
Administration Directorships held in other Public Companies (excluding foreign companies)	No
Membership/ Chairmanship of Committees across public Companies	No
Shareholding	No

Item No. 7:

At the Annual General Meeting held on September, June 12, 2015, the members of the Company had appointed **Mr. B.R. Sureja, holding DIN: 00169883** as an Independent Director of the Company, to hold office up to the 31st March, 2019 ("first term").

The Nomination and Remuneration Committee (the NR Committee') of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of **Mr. B.R. Sureja**, as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NR committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of **Mr. B.R. Sureja**, would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint **Mr. B.R. Sureja**, as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. B.R. Sureja, is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

The Company has also received declaration from **Mr. B.R. Sureja**, that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, **Mr. B.R. Sureja**, fulfils the conditions for appointment as an independent Director as specified in the Act and the Listing Regulations.

Mr. B.R. Sureja, is independent of the management.

Mr. B.R. Sureja, is interested in the resolution set out at Item above of the Addendum to the Notice with regard to his re-appointment. Relatives of **Mr. B.R. Sureja** may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item above of the Addendum to the Notice for approval by the members.