

AMALGAMATIONS REPCO LIMITED

CIN: U35999TN1967PLC005566

**NOTICE TO THE SHAREHOLDERS FOR THE
FIFTY THIRD ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Fifty Third Annual General Meeting of the Company will be held on the Wednesday, the 29th September, 2021 at 11.30 A.M through video conferencing ("VC")/ other audio visual means ("OAVM), to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2021 and the Directors Report and the Auditor's Report thereon and to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT (i) the Audited Balance Sheet as at 31st March 2021,(ii) the Audited Profit & Loss Account for the year ended on that date,(iii) the Cash Flow Statement for the financial year ended on that date, (iv) Statement of changes in Equity, (v) an Explanatory Note annexed to, or forming part of, the documents referred to in (i) to (iv) above and the Reports of Board of Directors and the Auditors thereon be and are hereby received and adopted."

2. To consider declaration of Dividend on Equity Shares and to consider and if thought fit to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT a Dividend of Rs.5/- per share (50%) on the Equity Shares be declared and paid for the year ended 31st March 2021"

3. To elect a Director in the place of Shri N Gowrishankar (DIN: 00124441), who retires by rotation, and being eligible, offers himself for re-election and to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri N Gowrishankar (DIN: 00124441), who retires by rotation from the Board pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-elected as a Director of the Company."

4. To elect a Director in the place of Shri N Sivasailam (DIN: 00528690), who retires by rotation, and being eligible, offers himself for re-election and to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri N Sivasailam (DIN: 00528690), who retires by rotation from the Board pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-elected as a Director of the Company."

Special Business:

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 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) remuneration of INR 50,000/- (Rupees Twenty five thousand only) in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses, payable to M/s. Ramachandran, Practicing Cost Accountant, holding Membership No.4341, allotted by the Institute of Cost Accountants of India, who was appointed as Cost Auditor for the year 2021-22 by the Board of Directors of the Company, as recommended by the Audit Committee be and is hereby approved.”

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 [Including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and further to the MCA Notification No. S.O.1256 (E) Dt.18th March 2021, approval is accorded to the Board of Directors (with due recommendation of the Nomination and Remuneration Committee) for the payment of minimum remuneration to the Non-executive Directors specified in Schedule V to the Companies Act, 2013 for each of the Non-Executive Directors for a period of 3 (Three) years from 1st April 2021, in the event of inadequacy of profits in a financial year.”

(By Order of the Board)

**N SIVASAILAM
DIRECTOR
DIN: 00528690**

PLACE: CHENNAI

DATE: 01st September 2021

STATEMENT OF MATERIAL FACTS (EXPLANATORY STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

As recommended by the Audit Committee, the Board at its meeting dated 01st September 2021, appointed M/s. Ramachandran, practicing Cost Accountant, having membership no. 4341 as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013, and fixed a sum of Rs.50,000/- (Rupees Twenty Five thousand only) as remuneration payable to him for the financial year 2021-22, subject to ratification by the shareholders of the Company.

In terms of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the shareholders of the Company, at the ensuing AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item 5 of this Notice.

The Directors, therefore, recommend the ordinary resolution, as set out in Item No.5 for ratification of remuneration payable to the Cost Auditor of the Company.

Item No. 6

The Board of Directors at their meeting held on 01st September 2021 decided to seek the approval of the shareholders authorizing the Board of Directors for the payment of remuneration to the Non-Executive Directors in the event of inadequacy of profits in a financial year calculated as per the provisions of Notification No. S.O. 1256(E) issued by the MCA on 18th March 2021 for a period of 3 (Three) years from 1st April 2021. The quantum of remuneration payable to Non-Executive Directors in the event of inadequacy of profits in a financial year shall be in accordance with Schedule V to the Companies Act, 2013 for each of the Non-Executive Directors duly recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

Hence the necessary resolutions are placed before the members for their consideration and approval as a Special Resolution.

The Board of Directors recommend the resolution at Item No. 6 of the accompanying notice as a Special Resolution.

All the Non-Executive Directors of the Company/their relatives are interested in the resolution set out at Item No. 6 of the Notice. Other than this none of the directors, key managerial personnel or any of their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The relevant information required to be furnished under Section II of Part II of Schedule-V to the Act are furnished hereunder:

I. General Information

1. Nature of Industry	Auto Ancillary	
2. Date of Incorporation	December 15, 1967	
3. Date of Commencement of Business	July 18, 1968	
4. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
5. Financial Performance based on given indicators:		
	[Rs. In Lakhs]	
	March 31,	March 31,
Particulars	2021	2020
Revenue from Operations (Net)	15,923.86	13,959.50
Other Income	52.81	94.41
Total	15,976.67	14,053.91
Profit Before Tax	628.11	329.12
Profit After Tax	437.56	233.57
Dividend Percentage	50%	50%
Earnings Per Share	46.12	24.62
Share Capital	94.87	94.87
Reserves (Other equity)	2,567.59	2,227.26
Net Worth	2,662.46	2,322.63

6. Foreign Investments / Collaborations if any	
Foreign Investments	Nil

II. Information about the recipients of remuneration:

1. **Back-ground details:** After getting the resolution passed by the Share-holders, in the event of inadequacy of profits in future in the next 3 years, based on the recommendation of the Nomination and Remuneration committee the Board may decide to remunerate the non executive Directors pursuant to schedule V of the companies Act 2013.
2. **Past remuneration:** Details of remuneration paid for the non-executive Directors are furnished in the Annual Return for the year ended 31st March 2021”.
3. **Job profile and their suitability:** The non-executive Directors have been drawn from different back-grounds viz, legal, Risk management, soft-ware, engineering, taxation etc. Their contribution at the Board level will guide the company in its overall performance.
4. **Remuneration Proposed:** As stated in the resolution and in the statement of material facts provided under Section 102 of the Act respectively, the Company will pay the non-executive Directors on annual basis (pursuant to Schedule V to the Companies Act, 2013) based on recommendations of the Nomination and Remuneration committee.
5. **Comparative remuneration with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be with reference to the country of their origin):** The remuneration currently paid is comparable in the industry and commensurate with the responsibilities handled by non-executive Directors.
6. **Pecuniary Relationship:** NIL

III. Other Information:

1. **Reason for Loss or inadequacy:** The resolution is primarily to facilitate the payment of remuneration to the non-executive Directors due to inadequacy of profit during their tenure which could be on account of economic slow-down and increase in input cost coupled with market competition.
2. **Steps taken or proposed to be taken for improvement:** As mentioned, it is only an enabling resolution.

NOTES:

1. In view of the global outbreak and continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA), the Government of India, has vide its General Circular No. 14/ 2020 dated 8 April, 2020, General Circular No.17/ 2020 dated 13 April, 2020 and General Circular No. 20/ 2020 dated 5 May, 2020 and Circular No.02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("ACT") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional /Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to participate in the Annual General Meeting through VC/OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to tsam58@gmail.com (Scrutinizer email id) and investor@cameoindia.com (RTA email id) with copy marked to the Company at maheshcb@amrep.in not later than three days before the date of the meeting, i.e., on or before 4.00 p.m. on 22nd November, 2020.
3. The Register of Members and the Share Transfer Book of the Company will remain closed between Thursday, the 23rd September 2021 to Wednesday, the 29th September, 2021 both days inclusive for the purpose of Annual General Meeting.
4. If the Dividend, as recommended by the Board of Directors, is approved at the Annual General Meeting, payment of such dividend will be made after 29th September, 2021. In respect of Shares held in Physical form, dividend will be paid to beneficial owners of the Shares, whose name shall appear in the Register of Members of the Company at the end of business hours on 29th September, 2021. In case of Electronic form, dividend will be paid to the Beneficial Owners, as per the details furnished by National Securities Depositories Limited (NSDL) /Central Depository Services (India) Limited (CDSL), as at the close of business hours on 29th September, 2021.

5. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Company / Registrar and Share Transfer Agent (in case of shares held in Physical mode) and Depository Participant (in case of shares held in Dematerialized mode).
6. A Resident individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form 15G/H, to avail the benefit of non-deduction of tax at source by email to investor@cameoindia.com (RTA). Shareholders are requested to note that, in case their PAN is not registered, tax will be deducted at a higher rate of 20%. The aforesaid declarations and documents from the Shareholders should reach the said e-mail address on or before 23rd September, 2021.
7. Members holding Shares in dematerialized form are requested to intimate all changes pertaining to their Bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail-id, address, contact numbers, etc., to their Depository Participant (DP) ONLY. Members holding Shares in physical form are requested to intimate such changes to M/s. Cameo Corporate Services Ltd, (RTA) Club House Road, Anna Salai, Chennai – 600 002.
8. Members holding Shares in electronic form are requested to submit their Permanent Account Number (PAN) to their Depository Participants, with whom they maintain their demat accounts. Members holding Shares in physical form should submit their PAN to the Company.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Members who have not registered their e-mail address are requested to forward their e-mail addresses to the Registrar and Share Transfer Agent, investor@cameoindia.com to receive the Annual Report & other communication.
11. All Beneficial Owners whose names are recorded in the Register of Members of the Company, as on the cut-off date, i.e. 22nd September, 2021 are eligible to cast their vote, by availing the facility of remote e-voting.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013, to be read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, the company is pleased to provide remote e-voting through Central Depository Services (India) Limited (CDSL), in respect of agenda items for all shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 53rd Annual General Meeting of the company to be held on 06th September, 2021. The Company has appointed Mr. T Sampath Kumar, Practicing Company Secretary, Chennai, who have consented to act as Scrutinizer to conduct and scrutinize the remote e-voting process as well as the remote e-voting process on the date of the AGM in a fair and transparent manner.
13. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

- The voting period begins on 26th September, 2021 at 10.00 A.M and ends on 28th September, 2021 till 5 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e.22nd November, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI / EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

		For Shareholders holding shares in Demat Form and Physical Form
PAN		Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details		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.
OR Date of Birth		If both the details are not recorded with the depository or company please enter

(DOB)	the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
-------	--

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.
- Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

13A. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical Shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned

copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA - investor@cameoindia.com.

2. For Demat shareholders-Please provide Demat account details (CDSL-16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to RTA - investor@cameoindia.com.

13B INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least on or before 19th November, 2020 mentioning their name, demat account number/folio number, email id, mobile number at maheshcb@amrep.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at maheshcb@amrep.in on or before 23rd November 2020. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

13C INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at tsam58@gmail.com and to the Company at the email address viz; maheshcb@amrep.in and investor@cameoindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

14. Mr. T Sampath kumar has been appointed by the Board of Directors as the Scrutinizer for voting at 52nd Annual General Meeting to scrutinize both e-voting during AGM and remote e-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for conducting the remote e-voting process and remote e-voting on the day of the AGM, in accordance with the law and in a fair and transparent manner.
15. The Scrutinizers shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any. The consolidated report will be submitted to the Chairman / Sr. General Manager - Finance not later than three days of the conclusion of the meeting.
16. The Chairman / Sr. General Manager - Finance will declare the results of voting forthwith upon receipt of report from Scrutinizer and the same shall be immediately placed on the Company's website www.amrep.in
17. Any documents referred to in this Notice of Annual General Meeting and the Statement of Material Facts shall be open for inspection by electronic mode only upto the date of the 52nd Annual General Meeting of the Company.

By order of the Board

A KRISHNAMOORTHY
Chairman

Place: Chennai
Date: 01st September 2021