

GULF ASHLEY MOTOR LIMITED

Regd. Office : No.1, Sardar Patel Road, Guindy, Chennai -600 032
Phone : 2220 6000; Fax 2220 6001
Email : info@gamltrucks.com; Website: www.gamltrucks.com
CIN : U34102TN2004PLC052489



ASHOK LEYLAND

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twelfth Annual General Meeting(AGM) of Gulf Ashley Motor Limited will be held at No.1, Sardar Patel Road, Guindy, Chennai - 600 032 on Thursday, September 1, 2016 at 10.30 am to transact the following business:

Ordinary Business

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

"RESOLVED that the audited standalone and consolidated balance sheet as at March 31, 2016, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date together with the Boards' report and the auditors' report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted."

2. To appoint a Director in place of Mr. K. Adhinathan (**DIN:** 06979443), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that, M/s N. Venkataraman and Co, Chartered Accountants, Chennai (Registration No.008399S), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix such remuneration as may be mutually agreed between the auditor and the Board of Directors."

Special Business

4. Appointment of Ms. Madhavi Deshmukh as Director

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

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Madhavi Deshmukh (DIN: 02920629), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on May 7, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing her candidature for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. Appointment of Mr. Anuj Kathuria as Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Anuj Kathuria (DIN: 05164333) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on August 5, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Registered Office:
No.1, Sardar Patel Road,
Guindy, Chennai- 600 032

Chennai
August 5, 2016

By the Order of the Board



K Priya
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE SCHEDULED COMMENCEMENT OF THE MEETING. ONLY DULY COMPLETED, SIGNED AND STAMPED PROXY WILL BE CONSIDERED VALID.**
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case of a Member who is holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Route Map for the venue of the AGM is enclosed.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of details relating to Special Business is given herein below.
5. Details regarding appointment and re-appointment of the Directors as required under Secretarial Standards-2 are given as an annexure.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the businesses mentioned under item Nos. 4 and 5 of the accompanying Notice.

Item No 4:

The Board of Directors at their meeting held on May 7, 2016 appointed Ms. Madhavi Deshmukh (DIN: 02920629), as an Additional Director of the Company. In terms of Section 161(1) of the Companies Act, 2013 (Act), Ms. Madhavi Deshmukh holds office upto the date of this Annual General Meeting (AGM) but is eligible for the appointment as a Director. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of the Director.

Ms. Madhavi Deshmukh aged 46 years, holds a Bachelors of Engineering (in Automobile) and Masters in Management Studies (in Marketing) from University of Bombay. She has attended 2 tier-program and 3 tier-program at Indian Institute of Management (IIM) Ahmedabad and Bangalore respectively.

Ms. Madhavi started her career with M/s Ashok Leyland Limited (AL) and has to her credits more than two decades of experience in the automobile field. She is currently the Regional Manager- Vehicle sales at AL.

The Board recommends passing of an ordinary resolution as set out in Item no.4 of the Notice for appointment of Ms. Madhavi Deshmukh as a Director, liable to retire by rotation.

Except Ms. Madhavi Deshmukh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no.4.

Item No. 5

The Board of Directors at their meeting held on August 5, 2016 appointed Mr. Anuj Kathuria (DIN: 05164333), as an Additional Director of the Company. In terms of Section 161(1) of the Companies Act, 2013 (Act), Mr. Anuj Kathuria holds office upto the date of this Annual General Meeting (AGM) but is eligible for the appointment as a Director. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of the Director.

Mr. Anuj Kathuria is an Alumni of BITS, XLRI, Jamshedpur and Harvard Business School. He brings with him years of rich experience having handled a whole gamut of functions including Manufacturing, Sourcing, Mergers and Acquisitions and Program Management. He has also had an overseas stint for two years as Head of Global Sourcing.

With the holding company, Ashok Leyland Limited (AL) since 2010, he was Head of Strategic Sourcing and was responsible for the entire Supply Chain activities. Later he assumed the role of President - Operations steering the entire Manufacturing Operations of 7 Plants, Strategic Sourcing & Supply Chain & Project Planning as well. Currently he is heading Global Truck business of AL as President-Global Trucks.

The Board recommends passing of an ordinary resolution as set out in Item no.5 of the Notice for appointment of Mr. Anuj Karthuria as a Director, liable to retire by rotation.

Except Mr. Anuj Kathuria, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no.5.

Registered Office:
No.1, Sardar Patel Road,
Guindy, Chennai- 600 032

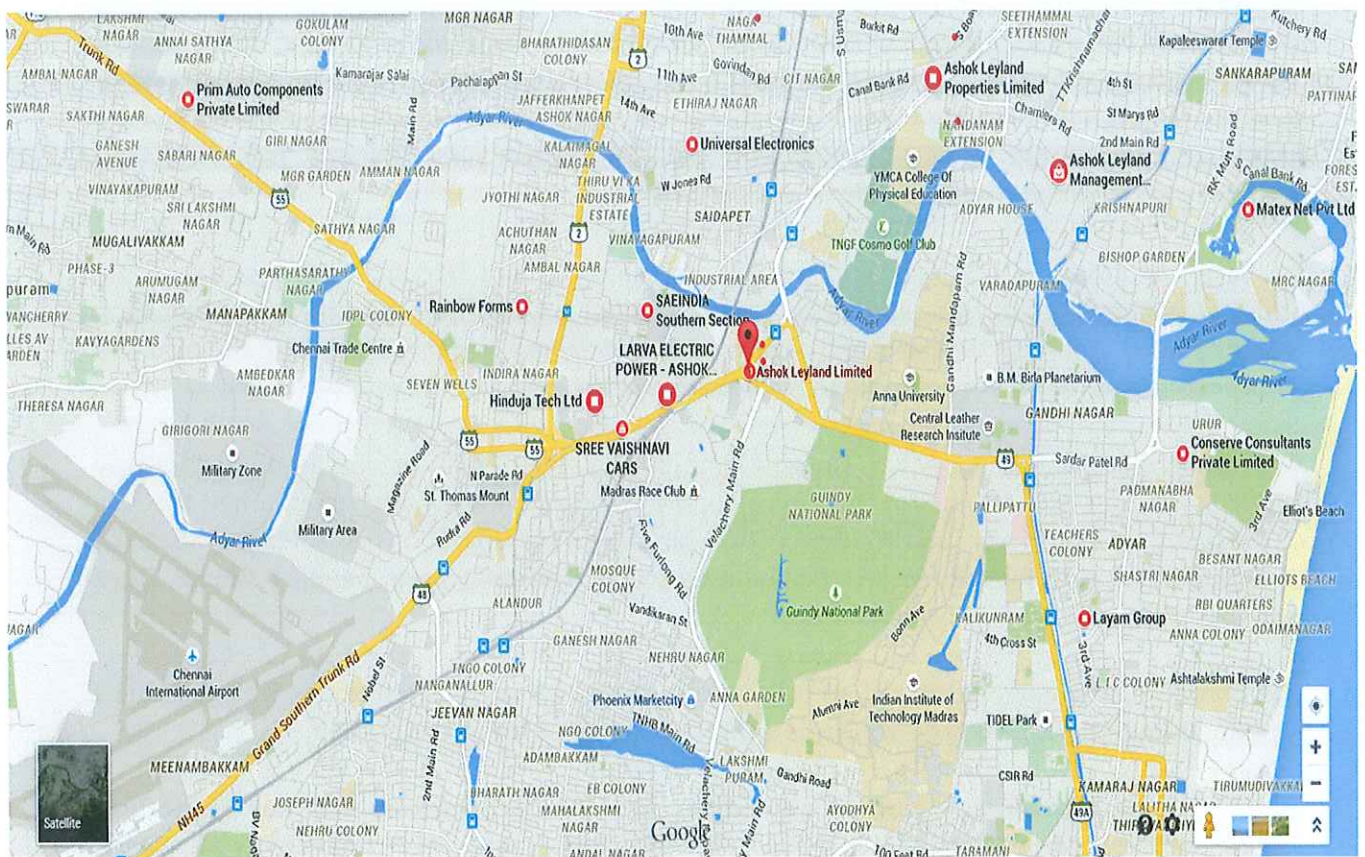
Chennai
August 5, 2016

By the Order of the Board



K Priya
Company Secretary

Route Map



Landmark: Near ITC Grand Chola

Venue: No. 1, Sardar Patel Road, Guindy, Chennai - 600 032

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ASHOK LEYLAND

TWELFTH ANNUAL GENERAL MEETING

ADMISSION SLIP

NAME AND ADDRESS OF THE MEMBER

PLEASE COMPLETE THE SLIP AND
HAND IT OVER AT THE ENTRANCE OF
THE MEETING HALL

I hereby record my presence at the twelfth ANNUAL GENERAL MEETING of the Company, at Registered Office of the Company at No. 1, Sardar Patel Road, Guindy, Chennai - 600 032 at 10.30 am on Thursday, September 1, 2016

Name of the shareholder/proxy*	Signature of the shareholder/proxy*

*Strikeout whichever is not applicable

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TWELFTH ANNUAL GENERAL MEETING PROXY FORM (FORM NO. MGT – 11)

Folio No. Depository A/c No

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

1.Name	2.Name	3.Name
Address	Address	Address
e-mail id	e-mail id	e-mail id
Signature Or failing him	Signature Or failing him	Signature Or failing him

as my / our proxy to attend and vote for me/us and on my/our behalf at the Twelfth Annual General Meeting of the Company to be held on Thursday, September 1, 2016 at the Registered Office of the Company at No. 1, Sardar Patel Road, Guindy, Chennai - 600 032 and at any adjournment thereof in respect of such resolutions, as are indicated overleaf.

Signed this _____ day of _____ 2016

Name: _____

Registered Address: _____

Signature: _____

Affix
Revenue
Stamp

Signature of the Proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The proxy need not be a Member of the Company.

Please see overleaf

S.No	Resolutions :
Ordinary Business:	
1.	To receive, consider and adopt the Standalone and consolidated Audited financial statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and the Auditors thereon
2.	To appoint a Director in place of Mr. K. Adhinathan (DIN: 06979443), who retires by rotation, and being eligible, offers himself for re-appointment.
3.	To re-appoint M/s. Krishnaswami & Rajan as Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting
Special Business:	
4.	Appointment of Ms. Madhavi Deshmukh as Director
5.	Appointment of Mr. Anuj Kathuria as Director

Annexure - Details regarding appointment and re-appointment of the Directors as required under Secretarial Standards – 2

Name of the Director	Mr. K Adhinathan	Ms. Madhavi Deshmukh	Mr. Anuj Kathuria
Date of Birth and Age	January 19, 1961 56 years	June 6, 1969 47 years	April 12, 1967 49 years
Date of Appointment	September 17, 2015	May 7, 2016	August 5, 2016
Expertise in Specific functional area	30 years of experience in Automobile sector	Two decades of experience in Automobile Sector	Experience in Manufacturing, Sourcing, Mergers and Acquisitions and Program Management.
Qualification	BE(Auto Engineering)	BE, MMS	BE, MBA
Board Membership of Companies	Nil		
Chairman/Member of the Committee of the Board of directors	Share Allotment Committee- Gulf Ashley Motor Limited	Nil	CHAIRMAN 1. Ashley Alteams India Limited DIRECTOR 1. Optare PLC, UK 2. Ashok Leyland UAE LLC 3. Global TVS Bus Body Builders Limited
Number of Shares held in the Company	750		CHAIRMAN i. Ashley Alteams India Limited- Share Allotment Committee MEMBER i. Global TVS Bus Body Builders Limited Audit Committee Nomination & Remuneration Committee Nil
Remuneration paid/ sought to be paid		Nil	
Relationship with other directors, Manager and other	Not related		

Name of the Director	Mr. K Adhinathan	Ms. Madhavi Deshmukh	Mr. Anuj Kathuria
Key Managerial Personnel			
Number of meetings of the Board attended during the year	6	Not applicable	