

Anand I-Power Limited

(Formerly Perfect Circle India Limited)



20, MIDC Estate, Satpur,
Nashik 422007 (India)
Tel : 91 253 2202800
Fax: 91 253 2350584
CIN: U99999MH1962PLC012316
Email ID:contact@anandipower.com

Notice

NOTICE is hereby given that the Fifty Third Annual General Meeting of the Members of Anand I-Power Limited (formerly known as PERFECT CIRCLE INDIA LIMITED) will be held on Monday, September 19, 2016 at 2.30 pm at the Registered Office of the Company at 20, MIDC Estate, Satpur, Nashik 422007, Maharashtra to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Financial Statement as at March 31, 2016 and along with the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Mahendra Kumar Goyal (DIN: 02605616), who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Price Waterhouse & Co. Bangalore LLP, Chartered Accountants, Pune, (FRN: 007567S) as Statutory Auditors for a period of 5 years i.e. from the conclusion of this meeting until the conclusion of the 5th Consecutive Annual General Meeting and to fix their remuneration.

Special Business:

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

"RESOLVED THAT Mr. Jagdeep Singh Oberoi (DIN 02842401), who was appointed as an Additional Director of the Company with effect from December 14, 2015 by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary and expedient including filing of form with the Registrar of Companies, Mumbai to give effect to foregoing resolution."

Place : Nashik

Date: August 03, 2016

**BY THE ORDER OF BOARD
FOR ANAND I-POWER LIMITED
(Formerly Perfect Circle India Limited)**

**MAHENDRA KUMAR GOYAL
CHAIRMAN**

DIN: 02605616

1, Sri Aurobindo Marg, New Delhi -110016

CIN No. U99999MH1962PLC012316



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NOTES:

1. Member entitled to attend and vote at the annual general meeting may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the company. The instrument appointing a proxy, in order to be effective, must be duly filled, stamped and signed and must reach the registered office of the company not less than forty-eight hours before the commencement of the Annual General Meeting.
2. A person can act as a 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. 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.
3. Corporate Members are requested to send to the Company duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
4. Members are requested to notify the change of their address, if any, to the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Unit-Anand I-Power Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad 500032 and Investor Service Centers of Karvy Computershare Private Limited in various cities.
5. The Company has provided Electronic Clearing System facility to the shareholders whereby they can receive their dividend by direct electronic credit to their bank accounts. Shareholders are requested to fill in the form attached with the Annual Report and send it to the Company's Registrar and Share Transfer Agent in case of shares held in physical form and to respective Depository Participant (DP) in case the share are held in demat form.
6. Voting through electronic means:
Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Pvt. Ltd



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The Company has approached Karvy Computershare Pvt. Ltd for providing e-voting services through our e-voting platform. In this regard, your Demat Account/ Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://evoting.karvy.com> or from the Company's website www.anandipower.com.

The e-voting period commences on Friday 16th September 2016 at 9.00 a.m. and ends on Sunday 18th September 2016 at 5.00 p.m. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, 12th September. 2016. Any person, who acquires shares of the Company and becomes member of the Company after **12th August, 2016** i.e. the date considered for obtaining register of members for dispatch of AGM Notice and holding shares as of the cut-off date i.e. 12th September 2016, may obtain the login ID and password by sending a request at <https://evoting.karvy.com>.

PROCEDURE FOR E-VOTING

- i. To use the following URL for e-voting: <https://evoting.karvy.com/>
- ii. Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No./DP ID Client ID will be your user ID.

| | |
|----------|---|
| User ID | For Members holding shares in Demat Form |
| | a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID |
| | b) For CDSL:- 16 digits beneficiary ID |
| | For Members holding shares in Physical Form |
| | Even no. followed by Folio Number registered with the Company |
| Password | In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is printed below. |
| Captcha | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |

- iii. After entering the details appropriately click on LOGIN.

- iv. Password change menu will appear. Change the Password with a new Password of your choice. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character.
Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform.
System will prompt you to change your password and update any contact details like mobile #, email ID etc., on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it.
It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. Login again with the new credentials.
- vi. On successful login, system will prompt to select the 'Event' i.e., the Company name - 'Anand I-Power Limited'.
- vii. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting.
Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast his vote, select 'ABSTAIN'.
- viii. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- ix. 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.
- x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi. Corporate/ Institutional Members (Corporate/ Fls/ Flls/ Trust/ Mutual Funds/ Banks etc.,) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to pawan.chandak@kprc.co.in with a copy to evoting@karvy.com.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P.A of

Karvy Computershare Pvt Ltd at +91 40 67161500 or at 1800 345 4001 (toll free).

- xiii. The voting rights shall be as per the number of equity share held by the Member(s) as on Monday, September 12, 2016. Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date may approach the Company/ Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.
- xiv. The e-voting period will commence at 9.00 a.m. on September 16, 2016 and will end at 5.00 p.m. on September 18, 2016. The Company has appointed Mr. Pawan G Chandak, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The e-voting module shall be disabled by Karvy at 5.00 p.m. on September 18, 2016.
- xv. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

E-voting Details

| EVEN | User ID | Password |
|------|---------|----------|
| | | |

7. Additional particulars of Directors retiring by rotation and eligible for appointment / re-appointment are enclosed in Annexure A.
8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for item No. 4 is annexed to Notice.
9. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the AGM Notice alongwith the attendance slip and proxy form is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with the requisite documents.
10. Members are requested to update their e-mail id's for all communications relating to the Company with the Company or with the Depository Participants or with the Company's Registrar and Share Transfer Agent.

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11. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper having country wide circulation and at least 1 (one) Marathi newspaper, each with wide circulation in Nashik, where the registered office of the Company is situated, and published on the Company website.

12. The Notice and other papers related to the Item will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may contact S V Raju of Karvy Computershare Pvt. Ltd. at einward.ris@karvy.com if they have any queries or require communication in physical form in addition to electronic communication.

Place : Nashik

Date : August 03, 2016

**BY THE ORDER OF BOARD OF DIRECTORS
FOR ANAND I-POWER LIMITED
(Formerly Perfect Circle India Limited)**

**MAHENDRA KUMAR GOYAL
CHAIRMAN**

DIN: 02605616

1, Sri Aurobindo Marg, New Delhi -110016

EXPLANATORY STATEMENT AS PER SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 4

Mr. Jagdeep Singh Oberoi (DIN 02842401) was appointed as an Additional Director on the Board of the Company w.e.f. December 14, 2015. Pursuant to the provisions of Section 161 (1) of the Companies Act, 2013, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Jagdeep Singh Oberoi (DIN 02842401) for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Jagdeep Singh Oberoi (DIN 02842401) is an eminent Professional and has brought varied experience to the Board. The Board of Directors recommends the resolution set out in Item no.4 of the accompanying Notice for approval of the Members.

None of the Directors / Key Managerial Personnel's of the Company/ their relatives except Mr. Jagdeep Singh Oberoi (DIN 02842401), are in anyway, concerned or interested, financially or otherwise, in the said resolution.



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ANNEXURE A

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting.

1. Mr. Mahendra Kumar Goyal

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| Name of Director | Mr. Mahendra Kumar Goyal |
| Date of Birth | 1 st November 1969 |
| Date of Appointment | 29 th July 2009 |
| Expertise in functional area | Mr. Mahendra Kumar Goyal, aged 46 years, is a Chartered Accountant, Company Secretary & Cost Accountant with an Advanced Management Program Certificate from Oxford University. He dedicatedly served Anand Group for over almost 20 years and handled positions of increasing responsibility in the areas of Finance, Controlling, Treasury, Corporate Governance, Board and Legal matters. In his current capacity, Mr. Goyal is Group President-Business Group III comprising of following companies i.e Federal-Mogul Anand Bearings India Limited, Federal-Mogul Anand Sealings India Limited, Henkel Anand India Private Limited, Anand I-Power Limited, Valeo Friction Materials India Private Limited, Valeo Service India Auto Parts Private Limited, Faurecia Emissions Control Technologies India Pvt. Ltd. He is also responsible for overseeing the entire After Market operations, including After Market Exports of Group Level. |
| Qualifications | Chartered Accountant, Company Secretary, Cost and Management Accountant and Advance Management Program Certificate. |
| Number of Board Meetings attended during the year | 4 |
| Relationship with other Directors or KMP | NIL |
| List of other Companies in which Directorships held | 1. Federal-Mogul Anand Bearings India Limited 2. Federal-Mogul Anand Sealing India Limited 3. Federal-Mogul Goetze (India) Limited 4. Victor Gaskets India Limited 5. Faurecia Emissions Control Technologies India Private Limited 6. Valeo Friction Materials India Private Limited 7. Valeo Service India Auto Parts Private Limited 8. Henkel Anand India Private Limited |

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| Memberships/Chairmanships of committees of directors of the Company | Stakeholders Relationship committee Audit Committee Nomination & Remuneration committee |
| Memberships/Chairmanships of committees of directors of other Companies | <ol style="list-style-type: none">1. Federal-Mogul Anand Sealing India Limited –<ul style="list-style-type: none">• Chairman of Audit Committee• Chairman of Stakeholder’s Relationship Committee2. Faurecia Emissions Control Technologies India Private Limited<ul style="list-style-type: none">• Chairman of Audit Committee• Chairman of CSR Committee3. Victor Gaskets India Limited –<ul style="list-style-type: none">• Member of Audit Committee• Chairman of CSR Committee• Member of Stakeholder’s Relationship Committee4. Federal-Mogul Anand Bearings India Limited-<ul style="list-style-type: none">• Chairman of Audit Committee• Member of CSR Committee• Member of Stakeholder’s Relationship Committee5. Henkel Anand India Private Limited<ul style="list-style-type: none">• Member of Audit Committee• Chairman of CSR Committee6. Valeo Friction Materials India Private Limited<ul style="list-style-type: none">• Chairman of Audit Committee• Chairman of CSR Committee |

2. Mr. Jagdeep Singh Oberoi:

| | |
|---|--------------------------|
| Name of Director | Mr. Jagdeep Singh Oberoi |
| Date of Birth | 28/07/1970 |
| Date of Appointment | 14.12.2015 |
| Expertise in functional area | Finance |
| Total Experience | 21 yrs |
| Qualifications | Chartered Accountant |
| Shareholding in Company | NIL |
| Relationship with other Directors or KMP | NIL |
| No. of Meeting of Board attended during the year | 1 |



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| List of other Companies in which Directorships held | Director in following companies: 1. Desert Friendly Camps Private Limited 2. Forest Friendly Camps Private Limited 3. Chang Yun India Private Limited |
| Memberships/Chairmanships of committees of directors of the Company | NA |
| Memberships/Chairmanships of committees of directors of other Companies | Chang Yun India Private Limited: Members of Audit Committee Chang Yun India Private Limited: Members of CSR Committee |



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