



## AMTEK AUTO LIMITED

Registered Office : Plot No.-16, Industrial Estates, Rozka-Meo, Sohna, Mewat , Haryana-122 001 (INDIA)

CIN: L27230HR1988PLC030333

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### NOTICE

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF MEMBERS OF AMTEK AUTO LIMITED WILL BE HELD ON MONDAY, 24<sup>th</sup> AUGUST 2015, AT 16, INDUSTRIAL ESTATE, ROZKA MEO, SOHNA, DISTRICT- MEWAT (HARYANA) AT 9.30 A.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:-**

#### ITEM NO. 1

#### **ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER AND PROMOTER GROUP COMPANY**

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and Rules there under and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreement entered into between the Company and the stock exchanges on which the securities of the Company are listed (**“Stock Exchanges”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (**“ICDR Regulations”**), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, (**“SEBI Takeover Regulations”**) and any other guidelines and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (**“SEBI”**), and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities, other applicable laws, Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification or enactment thereof, for the time being in force), Consent of the Company be and is hereby given to the Board of Directors of the Company (the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to create, issue and allot, on preferential basis (**“Preferential Issue”**), upto maximum of 44,37,500 (Forty Four Lacs Thirty Seven Thousand Five Hundred) equity share of face value of Rs. 2/- (Rs. Two) each, at a price of Rs 169/- (Rupees One Hundred and Sixty Nine Only) per share including premium of Rs. 167/- (Rupees One Hundred Sixty Seven only) per Equity Share, aggregating to Rs. 74,99,37,500 (Rupees Seventy Four Crores Ninety Nine Lacs Thirty Seven Thousand Five Hundred only) or price not less than price to be calculated in accordance with the Regulation 76 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI ICDR Regulations”**) on following terms and conditions as the Board may deem fit to proposed allottees.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- In accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of Equity Shares, being the date 30 days prior to the date of the passing of this resolution in Extra Ordinary General Meeting i.e. on 25th July, 2015 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.
- That the said Equity Shares shall be issued and allotted by the Company to proposed allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.
- The equity shares to be so allotted shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.

- The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares and listing of equity shares at the stock exchanges as per the terms and conditions of the Listing Agreement and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of equity shares, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

## **ITEM NO. 2**

### **FURTHER ISSUE OF SECURITIES**

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder, as amended from time to time, including, without limitation, pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement and all other applicable laws and regulations including the Foreign Exchange Management Act, 2000 (“FEMA”), Foreign Exchange Management (Transfer or issue of Securities by a person resident outside India) Regulations, 2000 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme 1993, and such other statutes, notifications, clarifications, circulars, rules, regulations/guidelines, if any, prescribed by the Government of India (the “GOI”), the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Stock Exchanges or any other relevant authority, as amended from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of SEBI, the Stock Exchanges, the RBI, Department of Industrial Policy and Promotion, Ministry of Commerce (‘DIPP’), the Foreign Investment Promotion Board (‘FIPB’), and all other authorities as may be required (the “Appropriate Authorities”), and subject to such conditions as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee (s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), through one or more tranches by way of public issue and/or rights issue and/or on a private placement basis and/or preferential issue or a combination of any of the above, as may be permitted under applicable law from time to time (including without limitation through a qualified institutions placement (“QIP”) since the Company will be eligible to undertake such an offering pursuant to the provisions of Chapter VIII of the SEBI ICDR Regulations) in domestic and/or one or more international market (s), with or without a green shoe option, such number of Equity Shares and/or Preference Shares and/ Equity Shares through depository receipts including American Depository Receipt (ADRs), Global Depository Receipt (GDRs), Foreign Currency Convertible Bonds (FCCBs), Foreign Currency Bonds and/or Convertible Bonds fully or partly paid up, Fully Convertible Debentures (FCDs), Partly Convertible

Debentures (PCDs), Optionally Convertible Debentures (OCDs), Non-Convertible Debentures (NCDs) simultaneously with warrants and/or other securities convertible into Equity Shares at the option of the Company and/or holder (s) of such Securities, and/or Securities linked to Equity Shares and/or securities with or without detachable / non-detachable warrants with a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant-holder to subscribe for Ordinary Shares and/or any instruments or securities representing either Equity Shares, secured premium notes and/or any other financial instruments which would be converted into / exchanged with equity shares at a later date (hereinafter referred to as the "Securities") as the Board at its sole discretion or in consultation with underwriters, merchant bankers, financial advisors or legal advisors may at any time decide, whether Rupee denominated or denominated in foreign currency, to any eligible investors (whether residents and/or non-resident and/or Qualified Institutional Buyers, and/or non-institutional investors and/or qualified foreign investors including institutions / banks and/or incorporated bodies, Foreign Institutional Investors (FIIs) and/or individuals and/or mutual funds and/or insurance companies and/or pension funds and/or trustees and/or stabilizing agents and/or promoters of the Company and/or the shareholders of the Company as of a particular record date decided by the Board and/or any other categories of investors and whether or not such investors are members of the Company) through issue of prospectus or Letter of offer or placement documents or circulars or other permissible/requisite offer document, for an aggregate amount not exceeding Rs. 2000,00,00,000 (Rs. Two Thousand Crores) or its equivalent in one or more currencies, including premium, if any, and in such manner and on such price, terms and conditions as may be determined by the Board, in accordance with the provisions of the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time;

**"RESOLVED FURTHER THAT** the Securities to be created, issued, offered and allotted shall be subject to the provisions of the 'Memorandum and Articles of Association' of the Company and the terms of the issue and the equity shares allotted in terms of this resolution shall rank pari passu in all respect with the existing Equity Shares of the Company. The number and/ or price of the Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring."

**"RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the Securities issued in pursuance of this resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such Securities or provided in the terms of their issue."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the said resolution, the Board, where required, in consultation with the merchant banker(s) and/or other advisor(s), be and is hereby authorised to determine the form, terms and timing of the issue(s)/ offering(s), issue price, face value, the number of Securities, the number of equity shares to be allotted upon exchangeable Securities.

**"RESOLVED FURTHER THAT** the floor price of the equity shares to be issued pursuant to exercise of Warrants, shall be decided by the Board in its sole and absolute discretion, in accordance with the relevant provisions of the ICDR Regulations."

**RESOLVED FURTHER THAT** in case of an issuance of Securities to qualified institutional buyers through a QIP, the price inclusive of premium of the equity shares so issued shall not be less than the price determined in accordance with the provisions of the SEBI ICDR Regulations, including a discount of up to 5% to the floor price or such other discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations and approved by the Board."

**"RESOLVED FURTHER THAT** in case of QIP pursuant to Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities shall only be made to Qualified Institutional Buyers within the meaning of the SEBI ICDR Regulations and such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this Resolution."

**"RESOLVED FURTHER THAT** the "Relevant Date" for pricing of the Securities, in case of an issuance of Securities to qualified institutional buyers through a QIP, for determination of minimum price for the issue of the Securities and/ or shares arising out of conversion of Securities will be the date of meeting in which the Board / Committee decides to open the proposed issue of Securities, or, in case of Securities which are convertible or exchangeable with equity shares, either the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the issue of such convertible securities or the date on which the holders of convertible Securities become entitled to apply for equity shares and as may be permitted under Chapter VIII of the SEBI ICDR Regulations, 2009 as amended."

**"RESOLVED FURTHER THAT** in case of an issuance of FCCBs/ ADRs/GDRs, the relevant date for the determination of the issue price of the securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as may be amended from time to time."

“**RESOLVED FURTHER THAT** the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of any one director or Company Secretary or any other person as authorised by the Board of Director of the Company in accordance with the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of ordinary shares or Securities or instruments representing the same, as described above, the Board/ Committee be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, to enter into arrangements for appointment of agencies for managing, underwriting, marketing, listing and trading of Securities issued, such as merchant bankers, lead managers, advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee and to issue any offer document (s), including but not limited to a prospectus or Letter of offer or placement document within the meaning of the laws of India, to approve the final form of and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue (s) or allotment (s) as it may, in its absolute discretion, deem fit.”

“**RESOLVED FURTHER THAT** subject to applicable law, the Board/ Committee be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company with power to delegate to any Officers of the Company to give effect to this resolution.”

**By Order of the Board  
For AMTEK AUTO LIMITED**

**Sd/-**

**(John Flintham)**

**DIN No. - 01463500**

**Vice- Chairman**

**Date : 28-07-2015**

**Place : New Delhi**

**NOTES:**

1. The Explanatory statement setting out the material facts relating to Special Businesses at the meeting pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Company's Registered Office not less than **48 hours** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. The Notice of the Extra- Ordinary General Meeting is also uploaded on the website of the Company ([www.amtek.com](http://www.amtek.com)). The Notice of Extra Ordinary General Meeting is being sent to all the members whose names appear in the Register of Members as on 24th July, 2015.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Beetal Financial & Computer Services Private Limited
6. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
7. In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance' the notice of the meeting along with explanatory statement is sent by electronic mode

to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with M/s. Beetal Financial & Computer Services Private Limited., the Company's Registrars and Share Transfer Agents.

8. Members are requested to :-
- bring the enclosed attendance slip and deliver the same after filling in their folio number/Client ID and DP ID at the entrance of the meeting hall. Admission at the Extra Ordinary General Meeting venue will be allowed only after verification of the signature in the attendance slip, Duplicate Attendance Slip will be issued at the Registered Office of the Company up to a day proceeding the day of Extra Ordinary General Meeting.
  - bring their copies of Notice to the Meeting as the same will not be redistributed at the venue of Extra Ordinary General Meeting.
  - quote their Folios/Client ID & DP Id Nos. in all correspondence.
  - Corporate Members are requested to send a duly certified copy of the Board Resolutions/Power of Attorney authorizing their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
10. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
11. The Company has appointed M/s S. Khurana & Associates, Practising Company Secretary(Membership No. 35297) to act as Scrutinizer for conducting the electronic voting process in fair & transparent manner.

**Process for Members opting for e-voting is as under:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and rules framed there under and as per Listing Agreement the Members are provided with the facility to cast their vote electronically, through the e-voting process services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on 21<sup>st</sup> August, 2015 (10:00 a.m. IST) and ends on 23<sup>rd</sup> August, 2015 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolutions is cast by a member, he/she shall not be allowed to change it subsequently.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 21<sup>st</sup> August, 2015 (10:00 a.m. IST) and ends on 23<sup>rd</sup> August, 2015 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17<sup>th</sup> August, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will thendirectly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Amtek Auto Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 17<sup>th</sup> August, 2015 may follow the same instructions as mentioned above for e-Voting.
  - (ii) 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](mailto:helpdesk.evoting@cdslindia.com)

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

The Board of Directors at their meeting held 28th July, 2015, has decided to convert amount due toward the unsecured loan of two of the promoters of the Company and the fund raised by way of issuing of Equity Shares on preferential basis to proposed allottees into the securities of the Company.

The proposed issue and allotment of Equity Shares on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations 2009 and the Companies Act, 2013 read with the applicable rules made thereunder. The salient features of the preferential issue of Equity Shares as under:

#### **(a) The Object of the Issue through preferential offer**

The members are informed that the object of the issue of the equity shares by way of the proposed preferential offer is to convert the outstanding amount of unsecured loans of promoters due to the company in to equity shares of the company as it is considered more feasible rather than borrowing from banks and other sources for repayment of the unsecured loans, which are attributed to hefty interest payment. The promoters of the company have requested the Board of the company to convert their outstanding unsecured loan amount due to the company in to equity shares in view of current financial position of the company and Board of Directors of the company have decided to convert unsecured loans in to equity shares which is in best interest of the company and it will also strengthen the financial position of the company which may increase earnings per share as well as return on networth of the company.

#### **(b) The Total Number of shares to be issued**

The Board intends to offer, issue and allot upto 44,37,500 (Forty Four Lacs Thirty Seven Thousand Five Hundred) equity shares of Rs.2/- each fully paid-up to the proposed allottee on preferential basis, at a price of Rs 169/- (Rupees One hundred Sixty Nine only) per share including a premium of Rs. 167/- (Rupees One Hundred and Sixty Seven only) per share which is higher than the minimum issue price calculated in accordance with the criteria given under the SEBI ICDR Regulations.

#### **(c) The price or price band at / within which the allotment is proposed:**

The issue price is Rs. 169/-(Rupees One hundred Sixty Nine only) per share including a premium of Rs. 167. (Rupees One Hundred and Sixty Seven only) or price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher.

#### **(d) Basis on which the price has been arrived at along with report of the registered valuer**

As such this is not applicable in the present case since the Company is a listed company and the pricing is in terms of the ICDR Regulations. However, in terms of the subscription agreement, it is agreed that the issue price shall be Rs. 169/- (Rupees One hundred Sixty Nine only) per equity share or price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher

#### **(e) Relevant date with reference to which the price has been arrived at:**

The “Relevant Date” in terms of Regulation 71(a) of the ICDR Regulations for determination of minimum price is 25th July 2015, being a date which is 30 (Thirty) days prior to the date of Extra Ordinary General Meeting, i.e. 24th August 2015.

#### **(f) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no.(i) below.

**(g) Intention of the Promoters/ Directors/ Management personnel to subscribe to the offer**

Apart from M/s Aisa International Pvt. Ltd. and M/s Amtek Laboratories Ltd., no other promoter is subscribing to the offer. Accordingly, it is proposed to issue and allot Equity Shares to M/s Aisa International (P) Limited and M/s Amtek Laboratories Limited in lieu of conversion of their respective outstanding unsecured loan amount.

The details of unsecured loans outstanding as on date are as under:

Sr No.	Name of Party/ Promoter to whom unsecured loan is outstanding	Amount of unsecured loans outstanding (Rs. In lacs)
1	M/s Aisa International Pvt. Ltd.	6000
2	M/s Amtek Laboratories Ltd.	1500

**(h) Proposed time within which the allotment shall be completed:**

The Company will issue and allot equity shares to Proposed Allottees within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations.

**(i) Identity of the proposed allottees and percentage of post preferential issued capital**

The shareholding pattern and the identity of the proposed allottees before and after the preferential issue considering full allotment of equity shares is given below:

Name of the Allottees	Pre Preferential Issue Holding		No. of Equity Shares Proposed to be Allottees		Shareholding post allotment of Equity Shares	
	No.	%	No.	%	No.	%
Aisa International Pvt. Ltd.	91,10,000	4.135	35,50,000	1.611	1,26,60,000	5.63*
Amtek Laboratories Limited	1,56,03,395	7.082	8,87,500	0.403	1,64,90,895	7.34*

Note: \* This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

**(j) Change in control**

There shall be no change in management or control of the Company pursuant to this proposed issue.

**(k) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

This is not applicable in the present case since the Company being a listed company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash consideration.

**(l) Shareholding pattern before and after the offer**

	Pre-Issue Shareholding Pattern		Shareholding Pattern post	
	No. of Shares	% Shareholding	No. of Shares	% shareholding
Promoter Group	107912650	48.98%	112350150	49.99%
Allottees				
Others				
Total Holding of Promoter Group				
MFs/Banks/FIIs/FIs	77766944	35.30%	77766944	34.60%
Private Bodies				
Corporate	16670351	7.57%	16670351	7.42%
General Public	17967983	8.15%	17967983	7.99%
Total	220317928	100%	224755428	100%



Note:

1. \* The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.
2. The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of Equity Shares on Preferential Basis to the proposed allottees.

**(m) Certificate from Statutory Auditors:**

A copy of the certificate from the Statutory Auditors of the Company, Manoj Mohan & Associates, Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirements of SEBI Regulations for Preferential Issues, will be available for inspection at the Registered Office of the Company during 11.00 A.M. and 1.00 P.M. on any working day (Except Saturday) prior to the date of meeting.

**(n) Lock-in:**

In terms of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 for Preferential Issues, proposed to be allotted shall be locked-in for a period of three years from the date of their allotment or such other period as prescribed in the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009.

**(o) Pricing of the Issue**

The issue of equity shares issued on preferential basis shall be made at a price not less than higher of the following:

- i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the Relevant Date i.e 25<sup>th</sup> July, 2015;

**OR**

- ii) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date

**Explanation**

“Relevant Date” for this purpose means the date thirty days prior to the date on which the meeting of shareholders is held, determined as per Regulation 71 of SEBI ICDR Regulations to consider proposed issue in terms of Section 42 and Section 62 of the Companies Act, 2013 and related Rules. Where the Relevant Date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

“Stock Exchange” for this purpose shall mean any of the recognised stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date.

On Relevant Date, if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

The allotment of shares are subject to the Investor not having sold any Equity Shares during the six months preceding the Relevant Date (defined below) and the Investor not acquiring or selling any equity shares Equity Shares until completion of the allotment under the proposed preferential issue.

**(p) Undertaking to re-compute the price, if required:**

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, in case it is required to do so.

**(q) Undertaking to put Equity Shares under lock-in till the re-computed price is paid:**

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

**(r) Basis of valuation of shares:**

The Company is a listed company, hence the price of Equity share/warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and hence the price of the Equity share is not required to be determined by a registered valuer.

**(s) Earlier allotment on preferential basis:**

During the Financial Year 2014-15, the Company has not offered, issued and allotted any equity shares on preferential basis to promoter and non promoters.

**(t) Other Terms and conditions for Issue of equity shares :-**

1. The Company has already received Rs. 60,00,00,000 (Sixty crores) and 15,00,00,000 (Fifteen Crores) as unsecured loan from M/s Aisa International Pvt. Ltd. and Amtek Laboratories Ltd. respectively, towards consideration.
2. The allotment of Equity Shares does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009. Due to above preferential allotment of the equity shares, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009.
3. The equity shares arising out of issue of Equity Shares pursuant to the proposed resolution shall rank pari passu in all respects with the existing equity shares of the Company and will be listed on National Stock Exchange and Bombay Stock Exchange where the equity shares of the company are listed.

The Board recommends the Special Resolution as set out in the Notice for members' approval.

None of the Director's, Key Managerial Personnel's and their relatives are in any way concerned or interested in the Resolution at Item No. 1 of the Notice, except there Shareholding (if any).

**ITEM NO. 2**

Pursuant to the 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Rules made thereunder, as amended from time to time, any offer or issue of securities in the Company to persons other than the Members of the Company requires prior approval of the Members by way of Special Resolution. Therefore it is proposed to pass a resolution through Postal Ballot.

In order to meet the long-term fund requirements of the Company for expansion and/or modernization of existing business, capital expenditure, working capital requirements, repayment of debts/ indebtedness and for other approved general corporate objectives from time to time, and to augment the Company's capital base and financial position, it is proposed to raise financial resources through the issue of Securities in the Domestic/International markets for an amount not exceeding Rs. 2000,000,0000 (Rupees Two Thousand Crores), or its equivalent in one or more currencies, in one or more tranches, in such form, on such terms, in such manner, at such price or prices and at such time as may be considered appropriate by the Board, to the various categories of investors in the domestic/International markets, as set out in the Resolution at Item No. 2 of the Notice. This is again an enabling resolution and the company will issue new securities, subject to the necessary compliances.

The detailed terms and conditions of the issue as and when made, will be determined / finalized by the Board of Directors / Committee in consultation with the Legal Advisors, Merchant Bankers, Lead Managers, Underwriters and other experts in accordance with the applicable provisions of Law.

The networth of the Company as on September 30, 2014 is Rs. 513358.81 Lacs and the funds to be raised through the issue of Securities in the Domestic/International markets is within the limits prescribed under ICDR Regulations.

The Board recommends the Special Resolution as set out in the Notice for members' approval.

None of the Director's, Key Managerial Personnel's and their relatives are in any way concerned or interested in the Resolution at Item No. 2 of the Notice, except there Shareholding (if any).



## AMTEK AUTO LIMITED

**Registered Office:** Plot No. 16, Industrial Estates, Rozka-Meo, Sohna, Mewat, Haryana - 122 001 (INDIA)  
 (Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

**CIN: L27230HR1988PLC030333**

**Name of the Company :** AMTEK AUTO LIMITED

**Registered Office:** Plot No.-16, Industrial Estates, Rozka-Meo, Sohna, Mewat , Haryana-122 001 (INDIA)

**Website:** [www.amtek.com](http://www.amtek.com)

Name of the Member(s) : .....

Registered address : .....

E-Mail id : .....

Folio No. / Client Id : .....

DP ID : .....

I / We, being the member(s) of \_\_\_\_\_ Equity Shares of Amtek Auto Limited, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_ , or failing him / her

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_ , or failing him / her

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_ , or failing him / her

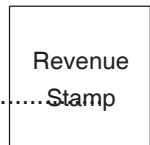
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on **Monday the 24<sup>th</sup> day of August, 2015 at 9:30 a.m.** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the EGM Notice convening the meeting, as are indicated below:

Resolution No.	Description
1.	Issuance Of Equity Shares On Preferential Basis To The Promoter And Promoter Group Company.
2.	Further Issue Of Securities.

Signed this .....day of ..... 2015

Signature of Proxy Holder(s).....

Signature of Shareholder (s).....



**Notes:**

- (1) **The 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.**
- (2) **A proxy need not be a Member of the Company.**



# AMTEK AUTO LIMITED

**Registered Office:** Plot No. 16, Industrial Estates, Rozka-Meo, Sohna, Mewat, Haryana - 122 001 (INDIA)  
**CIN: L27230HR1988PLC030333**

## ATTENDANCE SLIP

(To be handed over at the Registration Counter)

DP Id****	
Client Id****	

Folio No.	
No. of Shares	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on **Monday, 24<sup>th</sup> Day of August, 2015 at 09:30 a.m. at Plot No. 16, Industrial Estates, Rozka-Meo, Sohna, Mewat, Haryana - 122 001.**

1. Name(s) of the Member: 1. Mr./Ms. ....  
 and Joint Holder(s) 2. Mr./Ms. ....  
 (in block letters) 3. Mr./Ms. ....

2. Address : .....

3. Father's/Husband's Name (of the Member) : Mr .....

4. Name of Proxy : Mr./Ms. ....  
 1.  
 2.  
 3.

\_\_\_\_\_  
Signature of the Proxy

\_\_\_\_\_  
Signature(s) of Member and Joint Holder(s)

**Notes:**

- Please complete the Attendance slip and hand it over at the Registration Counter at the venue.**
- \*\*\*\*Applicable for Investors holding Shares in electronic form.**