

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF AMTEK AUTO LIMITED WILL BE HELD ON THURSDAY, NOVEMBER 30, 2017 AT 10.30 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.-16, INDUSTRIAL ESTATE, ROZKA-MEO, SOHNA, MEWAT, HARYANA - 122 103, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

Amtek Auto Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 in terms of order passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench with effect from 24.07.2017. Its affairs, business, and assets are being managed by the Resolution Professional, Mr Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 27th July 2017, and continued as Resolution Professional by the Committee of Creditors in its meeting held on 22nd August, 2017 under provisions of the code. In view thereof, the meeting is being convened by the Resolution Professional.

1. TO CONSIDER AND ADOPT

(A) THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND

(B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 AND THE REPORT OF THE AUDITORS THEREON AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION(S) AS AN ORDINARY RESOLUTION(S):

- a) **"RESOLVED THAT** the standalone audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF MR. ARVIND DHAM (DIN - 00047217), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arvind Dham (DIN - 00047217) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

However, the same will be given effect to post Corporate Insolvency Resolution Process.

Any change in the management of the corporate debtor in the financial year 2017-18 which is during the Corporate Insolvency Resolution Process will be subject to the approval of the Committee of Creditors in terms of Section 28 of the Insolvency & Bankruptcy Code, 2016.

3. TO APPOINT STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION AND IN THIS REGARD 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, M/s S.C. Vasudeva & Co., Chartered Accountants, (ICAI Firm Regd. No. 000235N) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the AGM to held for Financial Year 2021-2022, on such remuneration as shall be fixed by the Resolution Professional/Board of Directors of the Company as the case may be."

The Committee of Creditors (CoC) in its meeting dated 21st September, 2017 have authorised the Resolution Professional to appoint M/s S.C. Vasudeva & Co., Chartered Accountants, (ICAI Firm Regd. No. 000235N) be and is hereby appointed as Statutory Auditors of the Company in terms of Section 28(1) (m) of the Insolvency and Bankruptcy Code, 2016.

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18 AND IN THIS REGARD 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration not exceeding Rs. 5 Lakhs per annum, as approved by the Board on the recommendations of the Audit Committee, to be paid to Mr. Yash Pal Sardana, Cost Accountants (Membership No. - 17996), Cost Auditors of the Company for Cost Audit w.r.t the financial year 2017-18, be and is hereby ratified, confirmed and approved.

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

5. TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS AND 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 188 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meetings of Board and its Powers) Rules, 2014 consent of the members of the Company be and is hereby accorded for entering into related party transactions by the Company for the financial year 2017-18 up to the maximum per annum amounts as appended below: -

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2017-18						
(in crores)						
Name of the Company	Name of Interested Directors	Transactions defined u/s 188(1) of Companies Act, 2013				
		Sale or Supply of any goods/materials	Purchase or otherwise buying materials/property of any kind	Loan (with Interest)	Technical Consultancy Fees	Leasing of Property
NAME OF RELATED PARTY						
Subsidiary						
JMT Auto Limited	Mr. Gautam Malhotra	300	50	150	-	-
Amtek Transportation Systems Ltd.	-	-	-	100	-	-
Alliance Hydro Power Ltd.	-	200	200	25	-	-
Metalyt Forgings Limited	Mr. Arvind Dham Mr. Gautam Malhotra	400	400	200	-	-
Overseas Subsidiaries						
Amtek Deutschland GmbH	-	100	10	50	-	-
Amtek Investments UK Ltd.	-	100	10	50	-	-
Amtek Global Technologies Pte. Ltd.	-	300	25	400	-	-
Joint Venture's						
Amtek Powertrain Limited	-	50	-	25	-	300
SMI Amtek Crankshaft Pvt. Ltd.	-	300	200	225	-	-
Joint Ventures of Subsidiaries						
Amtek Railcar Industries Pvt. Ltd.	-	200	200	200	-	-

Associates						
Castex Technologies Limited	Mr. Arvind Dham Mr. Gautam Malhotra	200	300	250	-	300
ACIL Ltd.	Mr. Arvind Dham	200	25	100	-	300
ARGL Ltd.	-	200	25	100	-	300
TOTAL		2550	1445	1875	-	1200

RESOLVED FURTHER THAT the Resolution Professional /Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary to settle any question, difficulty, or doubt that may arise with regard to giving effect to above Resolution."

Any related party transaction to be entered in the financial year 2017-18 which is during the Corporate Insolvency Resolution Process will be subject to the approval of the Committee of Creditors in terms of Section 28 of the Insolvency & Bankruptcy Code, 2016 and subject to examination of any undervalued transaction under Section 45.

6. TO APPOINT MR. GAUTAM MALHOTRA (DIN:-00157488) AS A WHOLE TIME DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING AS A SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Sections 152(6)(a), 164, 196, 197, 203 read with the Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Rules made there under, the approval of the Member be and is hereby accorded for the appointment of Mr. Gautam Malhotra (DIN:- 00157488) as Whole Time Director of the Company for a period of 5 years effective from 22nd July, 2017 upto 21st July, 2022 on a remuneration , if any, to be decided by Resolution Professional and the liberty to alter and vary the terms and conditions of the said appointment and/or remuneration as they may deem fit and as may be acceptable to Mr. Gautam Malhotra , subject to the same not exceeding the limit specified under Schedule V of the Companies Act, 2013. However, the same will be given effect to post Corporate Insolvency Resolution Process.

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year, the Company incurs a loss or its profit are inadequate, the Company shall pay to Mr. Gautam Malhotra, Whole Time Director, as per the provisions of Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Resolution Professional/ Board of Directors of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Any change in the management of the corporate debtor in the financial year 2017-18 which is during the Corporate Insolvency Resolution Process will be subject to the approval of the Committee of Creditors in terms of Section 28 of the Insolvency & Bankruptcy Code, 2016.

For Amtek Auto Limited

(Company under Corporate Insolvency Resolution Process)

Dinkar T. Venkatasubramanian

IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011

Resolution Professional

(Amtek Auto Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 27 July 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 22 August 2017 under provisions of the code)

Date : 30/10/2017

Place : New Delhi

NOTES:

1. **The Board's Report, Corporate Governance Report & Management Discussion and Analysis Report forming part of this Annual Report which was already approved by the Board of Directors in their Board Meeting held on 22nd July, 2017, has not been changed. All the Members are hereby requested that the date of Annual General Meeting is to be read as 30th November, 2017 instead of 29th September, 2017. Further, all other relevant information is to be read as per the agenda items specified in the notice dated 30th October, 2017.**
 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special businesses under Item No. 4,5 & 6 above, is annexed hereto.
 3. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment/appointment as Director under Item No. 2& 6 of the Notice, are also annexed.
 4. **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.**
 5. 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.
 6. Pursuant to the provisions of Section 125 of the Companies Act, 2013, unclaimed final dividend for the financial year 2009-10 is due for transfer to Investors' Education and Protection Fund (IEPF) established by Govt. of India. All Shareholders, whose dividend is unpaid for the year 2009-2010, are requested to lodge their claim by submitting an application at the earliest date, with either of the following:
 - i. **M/s Beetal Financial & Computer Services Private Limited (RTA)**
Beetal House, 3 rd Floor, 99
Madangir, Behind LSC
New Delhi-110062
 - ii. The Company Secretary,
AMTEK AUTO LIMITED,
3, Local Shopping Complex,
Pamposh Enclave, Greater Kailash- 1,
New Delhi -110048
- Kindly note that no claims will lie against the Company or the IEPF once the dividend amount is deposited in IEPF.
7. The Notice of the Annual General Meeting is also uploaded on the website of the Company (www.amtek.com). The Annual General Meeting Notice is being sent to all the members, whose names appear in the Register of Members as on 27/10/2017.
 8. 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 ('DP') 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
 9. The Register of Members and Share Transfer Books of the Company shall remain closed from **28th November, 2017 to 30th November, 2017 (both days inclusive)** for the purpose of compliance with the annual closure of Books as per Section 91 of the Companies Act, 2013.
 10. 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.

11. In accordance with the Companies Act, 2013 read with the Rules and in support of the '**Green Initiative in Corporate Governance**' the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialized 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.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Beetal Financial & Computer Services Private Limited for consolidation into a single folio.
13. Members are requested to : -
 - a. 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 Annual 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 preceding the day of Annual General Meeting.
 - b. bring their copies of Annual Report to the Meeting as the same will not be re-distributed at the venue of Annual General Meeting.
 - c. quote their Folios/Client ID & DP Id Numbers in all correspondence.
 - d. send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting, if the member is a Corporate Member.
14. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
15. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company's registered office at least 7 days before the General Meeting, so that the same can be suitably replied to.
16. Pursuant to Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is offering e-Voting Facility for all shareholders of the Company, as an alternate, to enable them to cast their votes electronically instead of casting their votes at the meeting. Please note that the voting through electronic means is optional. The members who wish to vote through physically in Meeting (instead of e-voting) can do the same.
17. The Voting through an electronic means will commence on Monday, 27.11.2017 (from 09:00 A.M IST) and will end on Wednesday, 29.11.2017 at (5:00 P.M. IST). The members will not be able to cast their votes electronically beyond the date and time as mentioned.
18. The Company has appointed M/s. S. Khurana & Associates, Practicing Company Secretary (Membership Number-35297) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
19. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not Cast their Vote by remote e-voting, shall be able to exercise their right at the meeting through polling paper.

Process for Members opting for e-Voting is as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on Monday, 27.11.2017 (from 09:00 A.M IST) and will end on Wednesday, 29.11.2017 at (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 a resolution is cast by a Member, he shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (a) The voting period begins on Monday, 27.11.2017 (from 09:00 A.M IST) and will end on Wednesday, 29.11.2017 at (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 23.11.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (c) The shareholders should log on to the e-voting website www.evotingindia.com.
- (d) Click on Shareholders
- (e) Now Enter your User ID
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (f) Next enter the Image Verification as displayed and Click on Login.
- (g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (h) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is enclosed along with the notice. ● 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> ● 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).

- (i) After entering these details appropriately, click on "SUBMIT" tab
- (j) Members holding shares in physical form will then directly 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.
- (k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (l) Click on the EVSN for the relevant <Amtek Auto Limited> on which you choose to vote.
- (m) 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.

- (n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (o) 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.
- (p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (q) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (r) 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.
- (s) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (t) **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 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.
 - After receiving the login details by custodian 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.
In case of Non-Individual Shareholders, admin user also would be able to link the accounts.
 - 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.
- (u) 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call **18002005533**.
- (v) All grievances connected with the facility for voting by electronic means may be addressed to **Mr. Rakesh Dalvi**, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, 16th Floor, PhirozeJeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call **18002005533**

The Results of e-voting shall be declared on the date of the AGM of the Company by the Resolution Professional or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website **www.amtek.com** and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

For Amtek Auto Limited

(Company under Corporate Insolvency Resolution Process)

Dinkar T. Venkatasubramanian

IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011

Resolution Professional

(Amtek Auto Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr Dinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 27 July 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 22 August 2017 under provisions of the code.)

Date : 30/10/2017

Place : New Delhi

ANNEXURE TO NOTICE

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

The following statements set out all material facts relating to the special businesses mentioned in the accompanying notice:

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the period 2017-18 at the remuneration not exceeding Rs. 5 Lakhs per annum.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the members of the Company.

ITEM NO. 5

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules.

Further as required under Regulation 23(4) of SEBI (Listing obligations and disclosure requirements) Regulations 2015, all material related party transactions (other than as specified under regulation 23(4) of the SEBI Listing Regulations 2015 shall require approval of the shareholders through Ordinary Resolution. Accordingly, the approval of the shareholders by way of Ordinary Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (meeting of Board and its Powers) Rules, 2014 and Regulations 23(4) of the SEBI Listing Regulations 2015 to enable the Company to enter into related Party Transactions in one or more tranches.

The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2017-18							(in crores)
Name of the Company	Name of Interested Directors	Transactions defined u/s 188(1) of Companies Act, 2013					
		Sale or Supply of any goods/materials	Purchase or otherwise buying materials/property of any kind	Loan (with Interest)	Technical Consultancy Fees	Leasing of Property	
NAME OF RELATED PARTY							
Subsidiary							
JMT Auto Limited	Mr. Gautam Malhotra	300	50	150	-	-	

Amtek Transportation Systems Ltd.	-	-	-	100	-	-
Alliance Hydro Power Ltd.	-	200	200	25	-	-
Metalyst Forgings Limited	Mr. Arvind Dham Mr. Gautam Malhotra	400	400	200	-	-
Overseas Subsidiaries						
Amtek Deutschland GmbH	-	100	10	50	-	-
Amtek Investments UK Ltd.	-	100	10	50	-	-
Amtek Global Technologies Pte. Ltd.	-	300	25	400	-	-
Joint Venture's						
Amtek Powertrain Limited	-	50	-	25	-	300
SMI Amtek Crankshaft Pvt. Ltd.	-	300	200	225	-	-
Joint Ventures of Subsidiaries						
Amtek Railcar Industries Pvt. Ltd.	-	200	200	200	-	-
Associates						
Castex Technologies Limited	Mr. Arvind Dham Mr. Gautam Malhotra	200	300	250	-	300
ACIL Ltd.	Mr. Arvind Dham	200	25	100	-	300
ARGL Ltd.	-	200	25	100	-	300
TOTAL		2550	1445	1875	-	1200

Terms and conditions:

1. At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines.
2. Loans with a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenure of the Loan.

Members are informed that pursuant to second proviso of Section 188(1) of the Companies Act 2013, no member of the Company shall vote on any resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. Further, as per its General Circular No. 30/2014 dated 17.07.2014, the Ministry of Corporate Affairs has clarified that the term 'Related Party' in the second proviso to Section 188(1) refers only to such Related Party as may be a Related Party in the context of the contract or arrangement for which the resolution is being passed. Also, as per Companies (Amendment) Act, 2015, the word "Special Resolution" for entering into related party transaction has been replaced by "Resolution". Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

The Board of Directors of your Company has approved this item in the Board Meeting held on 22nd July, 2017 and recommends the resolution as set out accompanying notice for the approval of members of the Company as Ordinary resolution.

ITEM No. 6

Mr. Gautam Malhotra aged about 38 years was appointed as (Whole Time Director) of the Company w.e.f 22nd July, 2017 for a period of 5 years effective from 22nd July, 2017 upto 21st July, 2022 subject to the approval of the Members.

It is proposed to seek the member's approval for the appointment as Whole-Time Director and remuneration payable to Mr. Gautam Malhotra as Whole Time Director, in terms of the applicable provisions of the Act.

The terms and conditions of re-appointment of and remuneration recommended by Human Resource, Nomination & Remuneration Committee payable to Mr. Gautam Malhotra are as under:

- The Whole Time Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- The Whole Time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- The office of the Whole Time Director may be terminated by the Company or the concerned Director by giving the 3 (three) months' prior notice in writing.

Mr. Gautam Malhotra is nephew of Mr. Arvind Dham, Director of the Company , therefore Mr. Gautam Malhotra is related to Mr. Arvind Dham and not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Gautam Malhotra and Mr. Arvind Dham and their relatives are, in any way, concerned or interested in the said resolutions

INFORMATION REQUIRED TO BE FURNISHED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING.

NAME	Mr. Arvind Dham
Date of Birth	15 th February,1961
Qualification	B. Arch from Chandigarh College of Architecture, Punjab University and MBA.
Profession	Industrialist
Expertise	Mr. Arvind Dham is an eminent industrialist having more than 24 years of experience in the field of Project Planning, Implementation, International Trade & Business Management.
Other Directorships *	1) Castex Technologies Limited 2) Metalyst Forgings Limited 3) ACIL Limited
Membership/Chairmanship of Committees of other public companies	NIL
Shareholding in the Company	2390645 Equity Shares

NAME	Mr. Gautam Malhotra
Date of Birth	3 rd March,1979
Qualification	B.E. (Computer Science), Pune University & MBA University of Manchester, U.K.
Profession	Business
Expertise	Specialization in Finance, Acquisition & Marketing
Other Directorships *	1 Castex Technologies Limited 2 Metalyst Forgings Limited 3 JMT Auto Limited
Membership/Chairmanship of Committees of other public companies	NIL
Shareholding in the Company	NIL

**These directorships exclude Private Limited Companies, Foreign Companies and Companies under section 8 of Companies Act, 2013*

For Amtek Auto Limited

(Company under Corporate Insolvency Resolution Process)

Dinkar T. Venkatasubramanian

IP Registration no. IBBI/IPA-001/IP-P00003/2016-17/10011

Resolution Professional

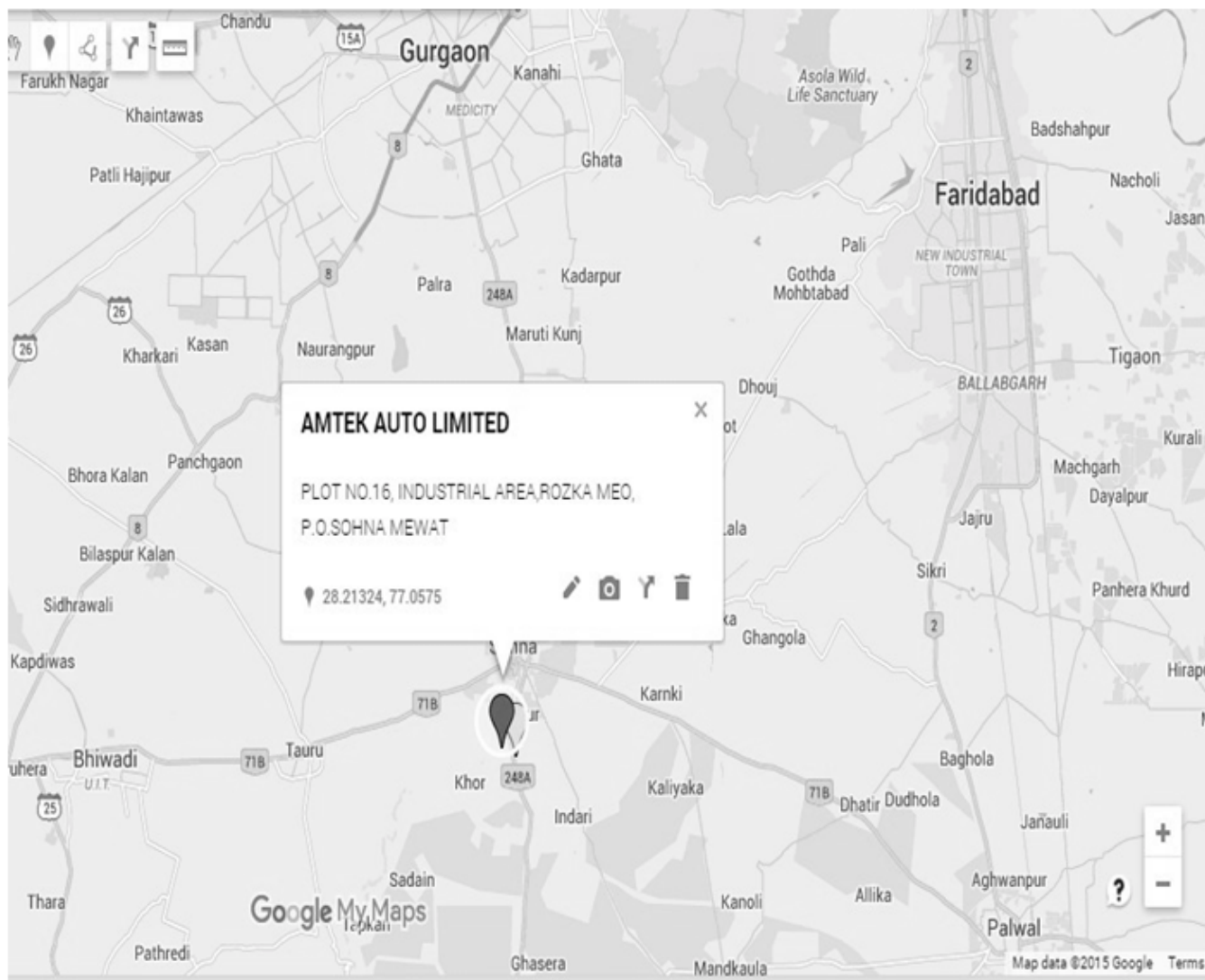
(Amtek Auto Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, MrDinkar T. Venkatasubramanian, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated 27 July 2017 and continued as Resolution Professional by the Committee of Creditors in its meeting held on 22 August 2017 under provisions of the code)

Date : 30/10/2017

Place : New Delhi

ROUTE MAP TO THE VENUE OF 31ST ANNUAL GENERAL MEETING OF AMTEK AUTO LIMITED

**Regd. Office Address:
Plot No. -16, Industrial Area, Rozka-Meo, Sohna, Mewat, Haryana-122103**





Company under Corporate Insolvency Resolution Process
Registered Office: Plot No.-16, Industrial Estates, Rozka-Meo, Sohna, Mewat-Nuh, Haryana-122 103 (INDIA)
Ph.: 0124-2362140, **Tel/Fax:** 0124-662454, **E-mail:** investors.relation@amtek.com
CIN: L27230HR1988PLC030333

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Company Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)]

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 31st Annual General Meeting of the Company, to be held on Thursday the **30th day of November, 2017 at 10.30 a.m** at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

Resolution No.	Description	VOTE	
		FOR	AGAINST
1	To receive, consider and adopt ; a) the audited Standalone financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017, and the reports of the Auditors thereon.		
2	Re-appointment of Mr. Arvind Dham (DIN-00047217), who retires by rotation and being eligible offer himself for re-appointment.		
3	To appoint M/s S.C. Vasudeva & Co., Chartered Accountants as Statutory Auditors of the Company & fix their remuneration.		
4	To Ratify the Remuneration of the Cost Auditors for the financial year 2017-18		
5	To approve Related Party Transaction for the financial year 2017-18		
6	To appoint Mr. Gautam Malhotra (DIN-00157488) as Whole-time Director.		

Signed this day of 2017

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

Signature of Shareholder.....

Revenue
Stamp

- 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

Company under Corporate Insolvency Resolution Process

Registered Office: Plot No.-16, Industrial Estates, Rozka-Meo, Sohna, Mewat-Nuh, Haryana-122 103 (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 31st Annual General Meeting of the Company being held on Thursday, **30th Day of November, 2017 at 10.30 a.m. at Plot No.-16, Industrial Estate, Rozka-Meo, Sohna, Mewat-Nuh, Haryana - 122 103.**

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

**Form No.MGT-12
Polling Paper**

{Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014}

31ST ANNUAL GENERAL MEETING, ON 30TH NOVEMBER, 2017

BALLOT PAPER				
Sr. No	Particulars	Details		
1.	Name of the First Named Shareholder/Proxy holder (In block letters)			
2	Postal Address			
3	Registered Folio No/*Client ID No. (*Applicable to investors holdings Shares in dematerialized form)			
4	Class of Shares			
I hereby exercise my vote in respect of Resolutions enumerated below by recording assent or dissent to the said resolutions in the following manner:				
Sr.No	Item No	No Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt ; a) the audited Standalone financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017, and the reports of the Auditors thereon.			
2	Re-appointment of Mr. Arvind Dham (DIN-00047217), who retires by rotation and being eligible offer himself for re-appointment.			
3.	To appoint M/s S.C. Vasudeva & Co., Chartered Accountants as Statutory Auditors of the Company & fix their remuneration.			
4.	To Ratify the Remuneration of the Cost Auditors for the financial year 2017-18			
5.	To approve Related Party Transactions for the financial year 2017-18			
6	To appoint Mr. Gautam Malhotra (DIN-00157488) as Whole-time Director.			
Place :				
Date :		Signature of the Shareholder / Proxy		