



# AMTEK INDIA LIMITED

Registered Office : Village Narsinghpur, Mohammadpur, Old Manesar Road, Gurgaon, Haryana- 122001.

CIN: L65921HR1983PLC033789

Tel: +91-124-2373406/07 Fax: +91-124-2373028

Email: [info@amtek.com](mailto:info@amtek.com) Website: [www.amtek.com](http://www.amtek.com)

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with applicable rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolution appended below for Special Business issuance of Non Convertible Debenture on Private Placement Basis is proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting).

Pursuant to provisions of Section 102 of Companies Act, 2013 the Explanatory Statement pertaining to the Resolution setting out to the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form (the 'Form') for your consideration. You are requested to send the duly filled Postal Ballot Form with your assent or dissent to the annexed Resolution.

The Company has appointed Ms. Iqneet Kaur, Company Secretary in Practice as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot form and return the form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours (05:00 P.M) on Wednesday, the 27<sup>th</sup> May, 2015, the last date for the receipt of the completed Postal Ballot forms.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit her report to the Chairman of the Board, after completion of the scrutiny and the result will be announced on Thursday, the 28<sup>th</sup> May, 2015 at 4.00 P.M. at the Registered Office of the Company i.e. Village Narsinghpur, Mohammadpur, Old Manesar Road, Gurgaon , Haryana-122001 and shall be communicated to the Stock Exchanges and would also be displayed on the Company's website at [www.amtek.com](http://www.amtek.com)

The resolution passed through the Postal Ballot shall be deemed to be passed in an **Extra Ordinary General Meeting** of the Company.

### **ITEM NO. 1**

#### **ISSUANCE OF REDEEMABLE NON-CONVERTIBLE DEBENTURES**

To approve issue of Redeemable Non-Convertible Debentures on private placement basis and to this regard to consider and if thought fit, to give assent/dissent, to the following Resolution **as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules thereto, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, Foreign Exchange Management Act, 1999, SEBI (Issue of Capital & Disclosure Requirements) Regulations 2009, Listing Agreement entered by Company with Stock Exchanges, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and (Amendment) Notification, 2012 and 2014 and other applicable rules, provisions, regulations and guidelines if any, subject to the enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws, rules and regulations and guidelines, approval of the Members 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) thereof which the Board may constitute to exercise its powers, including the powers conferred by this

Resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured, Listed Or Unlisted Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., upto Rs. 600 Crores (Rupees Six Hundred Crores only) on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Resolution, the Board be and is hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard including but not limited to :

- finalise the detailed terms and conditions of the Debenture/Bonds Issue, size of Issue, tenor of Issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures etc .
- create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis.
- obtain credit rating of the debenture/securities issued from Credit Rating Agencies.
- appoint Trustees to the Debenture holders.
- stipulate terms and conditions with regard to Put and Call options.
- negotiate payment of fees to merchant bankers, brokers, discount on issue and/or re-issue of Debentures, redemption premium.
- delegate power to any official of the Company to do any incidental acts for and on behalf of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/ conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/ or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

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

**Sd/-**

**Sanjay Chabbra  
DIN No. 01237026  
Chairman**

**Place : New Delhi  
Date : 23<sup>rd</sup> April, 2015**

**NOTES:**

- (a) Pursuant to Section 102 of Companies Act, 2013 the Explanatory Statement setting out material facts and reasons for the proposed Special Business is appended herein.
- (b) The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, April 24, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope. The Postal Ballot Notice is also posted on the website of the Company-[www.amtek.com](http://www.amtek.com).
- (c) The Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday the April 24, 2015 will be considered for the purpose of voting.
- (d) Resolution passed by the Members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members, convened in that behalf.
- (e) The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
- (f) The Company has appointed Ms. Iqneet Kaur, Practicing Company Secretary (Membership Number-13624) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

- (g) A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. The envelopes containing the Postal Ballot should reach the Company not later than the close of working hours (05:00 P.M) on Wednesday, the 27<sup>th</sup> May, 2015.
- (h) In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

**The instructions for Shareholders voting electronically are as under:-**

The voting period begins on Tuesday, 28<sup>th</sup> April, 2015 (10:00 A.M. IST) and ends on Wednesday, 27<sup>th</sup> May, 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 Friday, April 24, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter:

In case of members receiving e-mail:

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on "Shareholders" tab.
- iii) Now, select the "AMTEK INDIA LTD." from the drop down menu and click on "SUBMIT"
- iv) Now Enter your User ID
- v)
  - 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) 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. 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 the sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in dd/mm/yyyy format.

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- xii) Click on the EVSN for the relevant **<Amtek India 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 “RESOLUTION 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - b) 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).
  - c) After receiving the login details they have to create 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.
  - d) 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.
  - e) They should upload a scanned copy of the Board Resolutions and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- The voting period begins on Tuesday, 28<sup>th</sup> April, 2015 (10:00 A.M. IST) and ends on Wednesday, 27<sup>th</sup> May, 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 April 24, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and to [scrutinizerkaur@gmail.com](mailto:scrutinizerkaur@gmail.com)

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

### **ITEM NO. 1**

As per Section 42 & 71 of the Act read with the applicable Rules of the Companies Act 2013 there under, a Company is offering or making an invitation to subscribe to Unsecured/Secured, Listed or Unlisted Redeemable Non-Convertible Debentures on a private placement basis for financing general corporate purposes. The Board of Directors has decided to seek your approval enabling the Company to raise funds upto Rs. 600 Crores (Rupees Six Hundred Crores only) by way of issue of Redeemable Non-convertible Debentures, bonds and other debt securities within the overall borrowing limit of Rs. 15,000 Crores.

Accordingly, this Resolution is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Redeemable Non Convertible Debentures, bonds and other debt securities at an appropriate time, in one or more tranches/series/currencies including the size, structure, price etc., upto a maximum borrowing of Rs. 600 Crores (Rupees Six Hundred Crores only). The detailed terms and conditions for the offer/invitation will be determined in consultation with the parties concerned including the intermediaries as may be appointed for the issue/offer, if any.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.1.

The Board of Directors recommends the above resolution for the approval of the shareholders.

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

**Place : New Delhi  
Date : 23<sup>rd</sup> April, 2015**

**Sd/-  
Sanjay Chhabra  
DIN No. 01237026  
Chairman**



# AMTEK INDIA LIMITED

Registered Office : Village Narsinghpur, Mohammadpur, Old Manesar Road, Gurgaon, Haryana- 122001.

CIN: L65921HR1983PLC033789

Tel: +91-124-2373406/07 Fax: +91-124-2373028

Email: [info@amtek.com](mailto:info@amtek.com) Website: [www.amtek.com](http://www.amtek.com)

## POSTAL BALLOT FORM

POSTAL BALLOT NO. \_\_\_\_\_

1. Name(s) of Member(s)  
(including Joint holders, if any) \_\_\_\_\_
2. Registered address of the Sole /  
First named Member \_\_\_\_\_
3. Registered Folio No./DPID No./Client ID No.  
(\*Applicable to investors holding  
Shares in dematerialised form) \_\_\_\_\_
4. Number of Share(s) held \_\_\_\_\_
5. I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the businesses stated in Notice of Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark in the appropriate box below:

S. No.	Item	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Issuance of Redeemable Non-Convertible Debenture of Rs. 600 Crores.			

Place :

Date :

(Signature of Member)

### Notes:

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: Close of Working hours (5:00 P.M.) on Wednesday, 27<sup>th</sup> May, 2015.
2. For e-voting please refer to the instructions under “E-Voting Facility” in the Postal Ballot Notice attached herewith.

**NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY**

**INSTRUCTIONS**

1. Voting Period Commences on Tuesday 28<sup>th</sup> April, 2015 and ends on Wednesday 27<sup>th</sup> May, 2015 for the members exercising their voting either by Postal Ballot form or through electronic voting.
2. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (05.00 P.M.) on Wednesday 27<sup>th</sup> May, 2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
6. The exercise of vote by Postal Ballot is not permitted through proxy.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
8. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
9. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
10. The procedure and instructions for the voting through electronic means is attached in the Postal Ballot Notice.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
12. The result of the voting on the resolutions will be declared at the Registered Office of the Company on 28<sup>th</sup> May, 2015. The results will thereafter be also informed to the stock exchanges, hosted on the Company's **website: [www.amtek.com](http://www.amtek.com)** and published in newspapers.