

### NOTICE

**NOTICE** is hereby given that the **Twenty Seventh** Annual General Meeting of the members of **AMTEK AUTO LIMITED** will be held at the Registered Office of the Company at Plot No.-16, Industrial Estate, Rozka-Meo, Sohna, Mewat, Haryana-122003 on Monday, 24<sup>th</sup> March, 2014 at 9.30 a.m. to transact the following business:-

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30<sup>th</sup> September, 2013 together with Statement of Profit and Loss for the period ended on that date, and the reports of the Board of Directors and the Auditors thereon;
2. To declare dividend;
3. To appoint a Director in place of Mr. Arvind Dham, who retires by rotation, and being eligible, offer himself for re-appointment;
4. To appoint a Director in place of Mr. Sanjay Chhabra, who retires by rotation, and being eligible, offer himself for re-appointment;
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

#### SPECIAL BUSINESS:

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

**"RESOLVED THAT** Mr. Gautam Malhotra, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f 13<sup>th</sup> May 2013 and who holds office upto the date of this Annual General Meeting in term of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 in writing proposing his candidature for the office of director, be and is hereby appointed as Director of the Company liable to retire by rotation.

7. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-**

**"RESOLVED THAT** subject to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 293 (1) (d) of the Companies Act, 1956), 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 include any Committee thereof) for the borrowing by the Board from time to time, subject to any restriction imposed by the terms of the agreements as may have been entered into or may be entered into from time to time for grant of any assistance to the Company, of all moneys deemed by them to be requisite or proper for the purpose of carrying on the business of the Company so, however, that the total amount of such borrowing shall not exceed Rs. 20,000 Crores (Rupees Twenty Thousand Crores Only) notwithstanding that the moneys to be borrowed together with the money's already borrowed by the Company (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and free reserves of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

8. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 293 (1) (a) of the Companies Act, 1956) (including any statutory modifications or re-enactment thereof, for the time being in force) and such other approvals as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ( hereinafter called " the Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred by this resolutions and with the power to delegate such authority to any persons or persons) to mortgage or lease and/or create charge in addition to charge created/ to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company, wherever situate, both present and future, with such ranking as the Board may in its

absolute discretion decide, on such terms and conditions and at such time or times or in such form and manner as it may deem fit, in favour of various financial institutions/ Banks /Trustees for the Bond and/or Debenture holders etc. (hereinafter referred as "the lenders" to secure any Term Loans / Cash Credit Facilities / Debenture / Bonds or the like, obtained/ to be obtained from any of the aforesaid lenders not exceeding Rs. 20000 Crores (Rupees Twenty Thousand Crores Only) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other moneys payable by the Company to the aforesaid lenders in term of loan agreement(s) and/or any other document(s) entered into/ to be entered into between the Company and the lenders(s)/agent(s)/ trustee (s) in respect of the aforesaid financial facilities including bank guarantee facility.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalize with the lenders, terms and conditions, including the nature and ranking of charge and/or mortgage, documents for creation of mortgage and/or charge and to do all such acts, deeds, matters and things incidental thereto and to execute all such documents or writings as may be considered necessary for giving effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to settle any issue relating to security/ documentation etc., with the concerned lenders as may be considered appropriate by it."

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

Sd/-  
**(John Ernest Flintham)**  
 Sr. Managing Director

Place : New Delhi

Date : 13-02-2014

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (corresponding to Section 173 of the Companies Act,1956) is annexed hereto.
2. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING.
4. The documents referred to in accompanying Notice and the Annual Report are open for inspection at the Registered Office of the Company on all working days except Sunday between 11.00 A.M. to 1.00 P.M. prior to the Meeting.
5. The Register of Members and Share Transfer Book of the Company will be closed from Saturday, the 22<sup>nd</sup> March 2014 to Monday, the 24<sup>th</sup> March 2014 (both days inclusive) to decide the entitlement of Members for payment of dividend that may be declared at the Annual General Meeting.
6. Members are requested to : -
  - (i) furnish/update their Bank Account to the Company/Registrar & Transfer Agents/Depository Participants to enable the Company to print the same on the dividend warrants/to avail of ECS facility, if applicable.
  - (ii) 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.
  - (iii) bring their copies of Annual Report to the Meeting as the same will not be re-distributed at the venue of Annual General Meeting.
  - (iv) quote their Folios/Client ID & DP Id Nos. in all correspondence.
  - (v) Corporate Members are requested to 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.

7. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all persons transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transaction and off/market private transaction involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish a copy of PAN card to Company/Share Transfer Agent for registration of such transfer of shares.
8. Members who hold shares in de-materialized form are requested to bring their client ID and DP-ID number for the purpose of identification and attendance at the meeting.
9. The dividend as recommended by the Board of Directors, if declared at this Annual General Meeting shall be paid on or before April 23, 2014:-
  - (i) To those shareholders whose names appear on the Company's Register of Members after giving effect to all valid share transfers in physical form lodged with the Registrar & Transfer Agents (R&T Agents) of the Company on or before March 21, 2014.
  - (ii) In respect of shares held in electronic form, to those "member including deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of business hours on March 21, 2014.
10. The Non Resident Indian Shareholders are requested to inform the Company/RTI immediately about:
  - (i) The Change in Residential status on return to India for permanent settlement.
  - (ii) The particulars of NRO Bank Account in India, if not furnished earlier.
11. Consequent upon amendment to section 205A (5) of the Companies Act, 1956, and introduction of Section 205 (C) by the Companies (Amendments Act), 1999 the amount of dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. Shareholders, who have not en-cashed their dividend warrant(s) so far for the financial year ended 30<sup>th</sup> June, 2006 or any subsequent financial years, are requested to make their claim to the R&T Agents of the Company. According to the provisions of the Act, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.
12. Members desirous of making a nomination in respect of their shareholding in the Company, permitted under 109A of the Companies Act, 1956, are requested to send their requests in form No. 2B in duplicate (which will be made available on request) to the R&T Agents of the company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants.
13. Electronic Clearing Services (ECS) facility  
 With respect to payment of dividend, the Company provides ECS facility to all members, holding shares in electronic/physical forms. Members holding shares in the physical form who wish to avail ECS facility may furnish to the Company/Registrar & Share Transfer Agents, their ECS mandate in the prescribed form, which is available elsewhere in the Annual Report or can be obtained from the Registrar & Share Transfer Agents.
14. The Ministry of Corporate Affairs has undertaken a '**Green Initiative in Corporate Governance**' by allowing paperless compliances by the companies. In order to support this green initiative, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses.
15. Pursuant to circular No. SEBI/CFD/DIL/LA/2/2007/26/4 dated April 26, 2007, issued by the Securities Exchange Board of India, the statement containing the salient features of the Balance Sheet, Statement of Profit and Loss and Auditor's Report (Abridged Financial Statements), is sent to the members along with the Abridged Consolidated Financial Statements. Any member interested in obtaining a copy of full Annual Report, may write to the Registrar and Transfer Agent of the Company.

Information required to be furnished under Clause 49 of the Listing Agreement in respect of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting.

<b>NAME</b>	<b>MR. SANJAY CHHABRA</b>
Date of Birth	18 <sup>th</sup> July, 1960
Qualification	B.Tech. (Mech.), MBA (Marketing)
Profession	Business
Expertise	Mr. Sanjay Chhabra has vast experience in the field of technical, marketing and project implementation..
Other Directorship*	Amtek India Limited

<b>NAME</b>	<b>MR. ARVIND DHAM</b>
Date of Birth	15 <sup>th</sup> 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*	<ol style="list-style-type: none"> <li>1. Amtek India Limited</li> <li>2. ACIL Limited</li> <li>3. Ahmednagar Forgings Limited</li> <li>4. Symbios Personnel Advices and Services Limited</li> <li>5. Amtek Laboratories Limited</li> </ol>

<b>NAME</b>	<b>MR. GAUTAM MALHOTRA</b>
Date of Birth	03 <sup>rd</sup> March, 1979
Qualification	B.E. (Computer Science),MBA from University of Manchester, U.K
Profession	Business
Expertise	Specialization in Finance, Marketing & Acquisitions etc.
Other Directorships*	<ol style="list-style-type: none"> <li>1. Amtek India Limited</li> <li>2. Ahmednagar Forgings Limited</li> <li>3. Amtek Laboratories Limited</li> <li>4. ACIL Limited</li> <li>5. STESALIT Limited</li> <li>6. JMT Auto Limited</li> </ol>

\*These directorships exclude Private Ltd companies, Foreign Companies and Section 25 companies.

### Annexure to Notice

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (corresponding to Section 173 of the Companies Act, 1956).

#### ITEM NO. 6

Mr. Gautam Malhotra was appointed as an Additional Director in the Board Meeting held on 13<sup>th</sup> May, 2013 and holds office upto the date of Annual General Meeting. Mr. Gautam Malhotra aged 34 years is an MBA from University of Manchester, U.K and has more than Nine years of experience in marketing and finance working for various companies in Amtek Group.

#### ITEM NO. 7

The growing business operations and future growth plans require to enhance the present borrowing limit up to an amount of Rs.20,000 crores (Twenty Thousand Crores), (apart from temporary loans, if any, obtained from the company's banker in the ordinary course of business). Such enhanced borrowing limit would also enable the company to borrow for its routine business purposes.

As per Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (corresponding to Section 293 (1) (d) of the Companies Act, 1956), your directors recommend this special resolution for your approval.

None of the director is concerned or interested in the proposed resolution.

#### ITEM NO. 8

The Company proposes to enhance the limit of mortgage of and/or creation of security on the moveable and/or immovable properties of the Company, in order to commensurate the same with the borrowing limit as referred to in the resolution at Item No. 7.

As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, (corresponding to Section 293 (1) (a) of the Companies Act, 1956) the Board of Directors of the Company cannot, except with the permission of the members, mortgage, lease and/or create charge in addition to charge created/ to be created by the Company, on all or any of the moveable and/or immovable, tangible and/or intangible properties of the Company.

Your Directors recommend the resolutions for your approval.

None of the Directors is concerned or interested in the said resolution.

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

Sd/-  
**(John Ernest Flintham)**  
Sr. Managing Director

Place : New Delhi  
Date : 13-02-2014