



AMTEK AUTO LIMITED

Regd. Off. : 16, Industrial Estate, Rozka Meo, Sohna, Mewat (Haryana)-122 003.
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NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Amtek Auto Limited will be held on Monday, the 16th day of June 2014 at 16, Industrial Estate, Rozka Meo, Sohna, District, Mewat (Haryana) at 9:30 A.M. to transact the following businesses:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORIZED SHARE CAPITAL

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed thereunder as may be applicable the authorized share capital of the Company be and is hereby increased from ₹ 85,00,00,000 (Rupees Eighty Five Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of ₹ 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of ₹ 100/- each to ₹ 115,00,00,000 (Rupees One Hundred Fifteen Crores only) divided into 40,00,00,000 (Forty Crores) Equity Shares of ₹ 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of ₹ 100/- each, by creation of additional 15,00,00,000 (Fifteen Crores) Equity Shares of ₹ 2/- each.”

“**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

2. AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

The Authorised Share Capital of the Company is ₹ 115,00,00,000 (Rupees One Hundred Fifteen Crores only) divided into 40,00,00,000 (Forty Crores) Equity Shares of ₹ 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of ₹100/- each.”

“**RESOLVED THAT** pursuant to the provisions of Section 14 read with Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Article 4 of the Articles of Association of the Company be and is hereby substituted and read as under :-

The authorised share capital of the Company is ₹ 115,00,00,000 (Rupees One Hundred Fifteen Crores only) divided into 40,00,00,000 (Forty Crores) Equity Shares of ₹ 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of ₹100/- each with the power to increase or reduce the same in accordance with the provisions of the Act.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”

3. RAISING OF FURTHER CAPITAL

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 (1)(c) and Section 42 and all other applicable provisions of the Companies Act, 2013, including any rules made thereunder, and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (“**Companies Act, 2013**”), and applicable provisions of the Companies Act, 1956, as amended, if any (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), and all the allied rules issued under Companies

Act, 2013, as applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), and all other applicable rules, regulations, circulars and guidelines of the Securities and Exchange Board of India ("**SEBI**"), the Foreign Exchange Management Act, 1999, and rules and regulations made thereunder, including but not limited to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 1993 and subject to any other applicable law, rules, regulations, guidelines, notifications and circulars, if any (including any amendment or re-enactment thereto from time to time) issued by the Government of India, the Reserve Bank of India ("**RBI**"), SEBI or any other competent authority whether in India or abroad, and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with Stock Exchanges where the equity shares of the Company ("**Equity Shares**") are listed ("**Stock Exchanges**"), and subject to requisite approvals, consents, permissions and/or sanctions of the lenders of the Company, the Government of India, SEBI, the Stock Exchanges, RBI, Department of Industrial Policy and Promotion, Ministry of Commerce, the Foreign Investment Promotion Board, and all other competent authorities, institutions or bodies, within or outside India, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to by the Board of Directors of the Company (the "**Board**", which term shall be deemed, to include any committee thereof which the Board may have duly constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranche(s), either in India or in the course of international offering(s) in one or more foreign markets, to all eligible domestic/foreign investors (including institutional investors), Non-Resident Indians, companies, corporate bodies (whether incorporated in India or abroad), mutual funds, banks, insurance companies, pension funds, alternative investment funds, foreign venture capital investors, financial institutions, trusts, individuals, qualified institutional buyers within the meaning of the SEBI (ICDR) Regulations or other persons or entities, whether members of the Company or not (collectively called the "**Investors**"), through a public issue, private placement / preferential issue and/or any other issue or a combination thereof as may be permitted under applicable law from time to time (including without limitation through a qualified institutions placement, since the Company will be eligible to undertake such an offering pursuant to Chapter VIII of the SEBI (ICDR) Regulations and the Companies Act, 2013) (the "**Issue**"), such number of Equity Shares, American depository receipts, global depository receipts, foreign currency convertible bonds, fully/ partly convertible debentures and/or any other financial instruments convertible into Equity Shares (including but not limited to preference shares convertible into Equity Shares, warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**"), up to an aggregate amount of upto US\$ 500 Million (inclusive of premium) or any combination of Securities, whether Rupee denominated or denominated in foreign currency, through one or more prospectus and/or letter of offer or circular and/or placement document/ or other permissible/requisite offer document, whether to be listed on any stock exchange inside India or any international stock exchange outside India, and in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, including the discretion to determine the categories of Investors to who the offer and allotment of the Securities shall be made to the exclusion of others, allotment to a stabilising agent in accordance with a green-shoe option, if any, exercised by the Company, issuance of the Securities as fully or partly paid up, making of calls on the Securities and manner of appropriation of the application monies or call monies in respect of different classes of Securities, as may be determined by the Board, in accordance with the provisions of the SEBI (ICDR) Regulations or other provisions of law including the Companies Act, 2013 as may be prevailing at the time.

"RESOLVED FURTHER THAT in case of an issuance of Securities to qualified institutional buyers, whether or not such investors are existing members of the Company, through a qualified institutions placement under Chapter VIII of the SEBI (ICDR) Regulations, the Securities shall be allotted as fully paid up within 12 months of the date of this resolution and 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%, if any 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, in consultation with the lead manager(s) and/or merchant banker(s) and/or advisor(s) to the Issue and/or such other person(s) in accordance with applicable laws, rules, regulations and guidelines prevailing in this regard."

"RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities 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 such of Securities as are not subscribed may be disposed of by the Board in its absolute discretion in a manner, that the Board may deem fit and as permissible by applicable law, including the Act.”

“RESOLVED FURTHER THAT in case of an issuance of Securities to qualified institutional buyers, whether or not such investors are existing members of the Company, through a qualified institutions placement under Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the determination of the issue price of the Securities offered shall be the date of the meeting in which the Board decides to open the proposed Issue, and the price of the Securities shall be determined in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations and applicable provisions, if any, of the Companies Act, 2013 and any other applicable laws, rules, regulations and guidelines.”

“RESOLVED FURTHER THAT in case of an issuance of foreign currency convertible bonds/american depository receipts/global depository receipts pursuant to the provisions of the Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme 1993 and other applicable pricing provisions issued by the Ministry of Finance, Government of India, the relevant date for the determination of the issue price of the Securities offered, shall be the date of the meeting in which the Board decides to open the Issue after the date of this resolution.”

“RESOLVED FURTHER THAT in case of a preferential issuance of Securities, the relevant date for the determination of the issue price of the Securities offered shall be determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and applicable provisions if any of the Companies Act, 2013 and any other applicable laws, rules, regulations and guidelines.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of their issue, all such Equity Shares shall rank *pari passu* inter se and with the existing Equity Shares of the Company in all respects.”

“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 two directors of the Company or any one director and secretary or any other person as maybe authorized by the Board or any committee thereof 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 Securities as described above, the Board be and is hereby authorized 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, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate, finalize and approve the offering circular or registration statement or placement document or offer document or private placement offer letter or term sheets or agreements or deeds or otherwise in respect of the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular or registration statement or placement document or private placement offer letter or term sheets or agreements or deeds or otherwise (in draft or final form), and any amendments and supplements thereto, with any applicable Stock Exchanges, Government and Regulatory Authorities, institutions or bodies, as may be required, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company, settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the Issue

proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Mr. John Flintham, Mr. Gautam Malhotra, Directors and Mr. Rajeev Raj Kumar, Company Secretary of the Company or any duly constituted committee of the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be, jointly or severally deemed necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid Securities and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the Securities, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or abroad and the listing of Equity Shares underlying the depository receipts on Stock Exchanges in India.”

“**RESOLVED FURTHER THAT** Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any committee of Directors, any other Director(s) or officer(s) of the Company to negotiate, approve, sign, execute, modify and amend necessary documents and other agreements that maybe required and to take any action and execute any instrument that may be deemed necessary or advisable and do all such acts, deeds, matters and things for and on behalf of the Company including executing such other agreements, deeds, contracts, undertakings, letters, documents, forms, authority letter, power of attorneys, disclosure letters, regulatory filings and intimations with any regulator whether in India or abroad and such other documents which maybe required to be entered into by the Company in connection with the proposed issuance of Securities.”

4. RE-APPOINTMENT OF MANAGING DIRECTOR

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196,197 and 203 read with Schedule V, allied rules framed thereunder and other applicable provisions of the Companies Act, 2013, if any, and Article 147 of Articles of Association, Shri D.S. Malik, be and is hereby re-appointed as Managing Director of the Company for a period of 2 years effective from April 30, 2014 upto April 29, 2016 on a total remuneration not exceeding ₹ 60 Lacs (Rupees Sixty Lacs only) per annum and other benefits such as residence, gratuity and provision of Company’s car and use of telephone at his residence as per the rules of the Company and as may be decided by the board of directors or any duly constituted committee thereof, including the Remuneration Committee.”

“**RESOLVED FURTHER THAT** notwithstanding anything herein above stated where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay to Shri D.S. Malik, Managing 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 consent of the Company, be and is hereby accorded to the Board to alter and vary the aforesaid terms as to remuneration (including perquisites) within the ceiling limits in that behalf laid down in schedule V of the Companies Act, 2013 as in force from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit.”

**By the order of the Board of Directors
Amtek Auto Limited**

**Sd/-
Rajeev Raj Kumar
(Company Secretary)**

**Place : New Delhi
Date : 16th May, 2014**

NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** 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.
- b. Members' voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
- c. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.
- d. This notice ("**EGM Notice**") is being sent to all the members, whose names appear in the Register of Members as on 16th May , 2014. The EGM Notice is also posted on the website of the Company i.e. www.amtek.com.
- e. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- f. 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.
- g. Members/Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
- h. Proxy forms, in order to be effective, must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the meeting.
- i. Pursuant to Section 103 of the Companies Act, 2013 at least thirty members should be personally present to form quorum for a meeting of the Company.
- j. The businesses as set out in this EGM Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The members who wish to vote physically in the meeting (instead of e-voting) can do the same by voting in the meeting dated June 16th June , 2014.
- k. The voting through an electronic means will commence on 11th June, 2014 at 10.00 a.m and will end on 12th June , 2014 at 6.00 p.m. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- l. The Company has appointed M/s. Iqneet Kaur & Co., Practicing Company Secretary (Membership Number-13624) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner
- m. The procedure and instructions for the voting through electronic means is, as follows:
 - i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password is to be used.
 - ii. Log on to the e-voting website www.evotingindia.com.
 - iii. Click on "Shareholders" tab to cast your votes.
 - iv. Now, select the Electronic Voting Sequence Number - "EVSN" along with "AMTEK AUTO LIMITED " from the drop down menu and click on "SUBMIT"

v. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: 'ABCDE12345' in the PAN field.

Please enter any one of the details in order to login.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii. Click on the relevant EVSN on which you choose to vote.
- ix. 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.
- x. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi. 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.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

n In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

- i. Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
- ii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- iii. The voting period begins on 11th June 2014 at 11.00 a.m. and ends on 12th June 2014 at 6.00 p.m. 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 16th May 2014 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 the shareholder, the shareholder shall not be allowed to change it subsequently.
- iv. 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, investors.relation@amtek.com or beetalrta@gmail.com

- o. Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent EGM Notice by e-mail and others are sent by registered post/ speed post/ courier. Members who have received EGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
- p. Kindly note that the members can opt only one mode of voting i.e. either by physical voting or e-voting. If you are opting for e-voting, then do not vote by physical voting also. However, once the vote on a resolution is cast by the shareholders, by e-voting, he shall not be allowed to change it subsequently at the physical meeting.
- q. The scrutinizer will submit her report addressed to the Chairman, within a period not exceeding three working days from the date of conclusion of e-voting period. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman on 16th June, 2014. The results declared alongwith the Scrutinizer's report, will be posted on the Company's website and on [CDSL's/ NSDL's website] and stock exchanges on 16th June, 2014.
- r. Documents specifically stated in the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 a.m and 1.00 p.m on all working days (except Saturdays, Sundays and Public Holidays) upto the date of announcement of result of EGM.

**By the order of the Board of Directors
Amtek Auto Limited**

Sd/-
Rajeev Raj Kumar
(Company Secretary)

Place : New Delhi
Date : 16th May, 2014

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

ITEM NO. 1

The Securities referred to in the resolution at Item No. 3, which will result in increase in paid-up capital of the Company. The Company therefore proposes to increase its authorised share capital. As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Therefore, it is proposed to increase authorised share capital from ₹ 85 Crores to ₹ 115 Crores.

Consequent to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum of Association and Articles of Association of the Company.

Therefore, the Board of Directors recommends the proposed resolution for your approval.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred resolution.

ITEM NO. 2

The Company intends to increase the authorized share capital of the company from ₹ 85 Crores to ₹ 115 Crores. It is, therefore proposed to alter the Memorandum and Articles of Association of the Company, pursuant to Sections 13 and 14 of the Companies Act, 2013 read with Section 61(1) of the Companies Act, 2013, to give effect to the said alteration.

Consequent to increase in authorized share capital of the Company, it is necessary to make amendments/replacements/alterations in the existing Article of the Articles of Association of the Company. Therefore, it is proposed to make the required amendments/ replacements/alterations in the existing Article of the Articles of Association of the Company.

The Board recommends the resolutions for approval of the shareholders.

None of the directors and key managerial personnel and their relatives is concerned or interested in the above referred resolution.

ITEM NO. 3

The resolution contained in the EGM Notice relates to a proposal by the Company to create, offer, issue and allot Securities through further public offerings, preferential allotments, qualified institutions placements, issuance of global depository receipts, american depository receipts and such other Securities in such manner as stated in the resolution. The Company intends to issue Securities for a value of up to US\$ 500 million [including premium]. Subject to applicable laws and regulations, the Company intends to use the net proceeds of the Issue primarily for making acquisition, expansion and modernization of exiting facilities, repayment of exiting debt, working capital requirements and general corporate purpose.

The Special Resolution also seeks to empower the board of directors to undertake a qualified institutions placement with qualified institutional buyers as defined by SEBI (ICDR) Regulations. The board of directors, may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI (ICDR) Regulations for raising the funds for the expansion plans of the company, without the need for fresh approval from the shareholders.

In case of an issuance of Securities to qualified institutional buyers, whether or not such investors are existing members of the Company, through a qualified institutions placement under Chapter VIII of the SEBI (ICDR) Regulations, the final price at which the Securities will be offered will be subject to investor response and prevailing market conditions, and computed in accordance with the relevant provisions of Chapter VIII of the SEBI (ICDR) Regulations. Furthermore, a discount of 5% to the floor price of the Equity Shares, or such other discount as may be permitted under Chapter VIII of the SEBI (ICDR) Regulations may also be contemplated at the time of issuance, for which authorization is being taken from the shareholders of the Company through this Special Resolution.

The detailed terms and conditions of the issue as and when made will be determined by the Board of Directors in consultation with the merchant bankers, lead mangers, advisors and other experts in accordance with the applicable provisions of law.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies or otherwise as the Board in its absolute discretion deem fit.

The consent of the Shareholders is being sought pursuant to the provisions of Section 62(1)(c) and Section 42 of the Companies Act, 2013 and other applicable provisions and rules of the Companies Act, 2013, to the extent notified and in force, and in terms of the provisions of the listing agreements executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Section 62(1)(c) of the Companies Act, 2013 provides, *inter-alia*, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in accordance with the Act unless the shareholders in a general meeting decide otherwise. The special resolution seeks the consent and authorization of the members to the Board to make the proposed issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue.

The Board of Directors believe that the issue of Securities to investors who are/ are not Shareholders of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred Resolutions.

ITEM NO. 4

Mr. D.S. Malik was appointed as Managing Director of the Company on April 30, 2012 for a period of two years, which was approved by the members at the Annual General Meeting, held on December 31, 2012. As per the terms and conditions, the tenure of Mr. D.S. Malik expired on April 29, 2014. However, the Board as a part of reconstitution of the Executive Management Structure, re-appointed him as Managing Director of the Company for a further period of 2 years w.e.f. April 30, 2014 on the terms and conditions set out in the notice. As the Managing Director of the Company, Mr. D.S. Malik takes care of corporate strategy and brand equity, external contacts and other management matters in addition to the previous tasks of achieving annual business plans. The proposed resolution set out at item No-4 and this explanatory statement may be treated as an abstract of the terms and conditions of appointment and remuneration payable to Mr. D.S. Malik, in terms of Section 190 of the Companies Act, 2013.

The Board recommends the resolutions for approval of the shareholders.

Save and except Mr. D.S. Malik, no other directors and key managerial personnel and their relatives is concerned or interested in this resolution.

**By the order of the Board of Directors
Amtek Auto Limited**

**Sd/-
Rajeev Raj Kumar
(Company Secretary)**

**Place : New Delhi
Date : 16th May, 2014**



AMTEK AUTO LIMITED

Registered Office: Plot No.-16, Industrial Estates, Rozka-Meo, Sohna, Mewat , Haryana-122 003 (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-122 003 (INDIA)

Website: 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 the **16th day of June 2014 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:

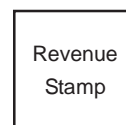
Resolution No.

1. Increase in authorized share capital of the Company by ordinary resolution.
2. Amendment to the Memorandum and Articles of Association of the Company by special resolution.
3. Further issue of securities by special resolution.
4. Re-Appointment of Mr. D.S. Malik as Managing Director by ordinary resolution.

Signed this day of 2014

Signature of Shareholder

Signature of Proxy Holder(s)



Note: 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.



AMTEK AUTO LIMITED

Registered Office: Plot No.-16, Industrial Estates, Rozka-Meo, Sohna, Mewat , Haryana-122 003 (INDIA)
CIN: L27230HR1988PLC030333

ATTENDANCE SLIP

(to be handed over at the Registration Counter)

Folio No./DP ID - Client ID No.:	
No. of Shares :	

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company being held on **16th day of June 2014 at 9.30 a.m. at Plot No.-16, Industrial Estate, Rozka-Meo, Sohna, Mewat, Haryana - 122 003.**

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)

Note: Please complete the Attendance slip and hand it over at the Registration Counter at the venue.