

AMTEK AUTO LIMITED

Corporate Office : 3, L.S.C., Pamposh Enclave, Greater Kailash-I, New Delhi-110 048. INDIA

Tel.: +91-11-42344444. Fax: +91-11-42344400

Ref No. : AAL/BSE/2017-18

E-mail: info@amtek.com Web: www.amtek.com

CIN : L27230HR1988PLC030333

Date: 07th September, 2017

To,
The Manager
BSE Limited,
Corporate Relationship Department
Phirozee Jeejee Bhoy Towers,
Dalal Street, Mumbai-400001

BSE SECURITY CODE: 520077

Subject: Notice of 31st Annual General Meeting (AGM) to be held on 29th September, 2017 and Book Closure

Dear Sir/Madam,

Pursuant to Regulation 30 read with Clause 12 of Para A of Schedule III and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing the notice of Annual General Meeting (AGM) of the Company to be held on **Friday, 29th September, 2017 at 09:30 a.m.** at Plot No.-16, Industrial Estate, Rozka-Meo, Sohna, Mewat-Nuh, Haryana -122103 to transact the businesses as detailed in the said Notice.

Further, Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have provided the facility to vote by electronic means (remote e-voting) on all resolutions as set out in the notice of the AGM to its members. The remote e-voting will commence at **09:00 a.m. on Tuesday, 26th September, 2017 and end at 05:00 p.m. on Thursday, 28th September, 2017**

As required under Section 91 of Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of members and the Share Transfer Books of the Company will remain closed as mentioned below:

| Security Code | Security Type | Book Closure (Both Days Inclusive) | | Purpose |
|---------------|---------------|------------------------------------|--------------------|------------------------|
| | | From | To | |
| 520077 | Equity Share | September 27, 2017 | September 29, 2017 | Annual General Meeting |

Kindly take the above on record.

Thanking You

Yours Faithfully,

For Amtek Auto Limited

(Company under Corporate Insolvency Resolution Process)

Rajeev Raj Kumar

DGM (Legal & Company Secretary)

Issued with Approval of Dinkar T. Venkatasubramanian
(Resolution Professional)

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

(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)

AMTEK An AMTEK Group Company

Regd. Office
16, Industrial Estate, Rozka Meo, Sohna,
Nuh, Mewat, (Haryana) 122 107. INDIA
Tel. : +91-124-2362450, 2362140, 2363226

Fax : +91-124-2362454

E-mail : aal.soh@amtek.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF AMTEK AUTO LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2017 AT 09.30 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.-16, INDUSTRIAL ESTATE, ROZKA-MEO, SOHNA, MEWAT-NUH, HARYANA -122 103, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. TO CONSIDER AND ADOPT

- (A) THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 AND THE REPORT 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 audited standalone financial statements of the Company for the financial year ended March 31, 2017 and the report 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.”

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, **M/s Raj Gupta & Co., Chartered Accountants (ICAI Firm Regd. No. 000203N)**, be and are hereby appointed as statutory auditors of the Company, in lieu of resignation given by **M/s Manoj Mohan & Associates, Chartered Accountants, (Firm Registration No. 009195C)**, to hold office for a period of five years i.e. from the conclusion of 31st Annual General Meeting (AGM) till the conclusion of 36th AGM, subject to ratification of their appointment by members at every AGM of the Company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18.

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 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) | | | | | | |
| | Transactions defined u/s 188(1) of Companies Act, 2013 | | | | | |
| | Name of Interested Directors(s)/KMP(s) | Sale, Purchase of any goods or materials | Selling or buying property of any kind | Giving any Loan/ Guarantee or provide Securities | Availing or rendering of any service | Leasing of Property of any kind |
| 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 |

RESOLVED FURTHER THAT the 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.”

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 ORDINARY 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 thereunder, 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 total remuneration not exceeding Rs. 60 Lakh (Rupees Sixty Lakhs only) per annum 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.

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 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.”

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

**Arvind Dham
DIN : 00047217
(Chairman)**

Date : 22/07/2017

Place : New Delhi

NOTES:

1. 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.
2. 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 appointment / re-appointment as Director under Item No. 2 & 6 of the Notice, are also annexed.
3. **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.**
4. 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.
5. 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.

6. 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 18/08/2017.
7. 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
8. The Register of Members and Share Transfer Books of the Company shall remain closed from **27th September, 2017 to 29th September, 2017 (both days inclusive)** for the purpose of compliance with the annual closure of Books as per Section 91 of the Companies Act, 2013.
9. 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.
10. 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.
11. 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.
12. 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.

13. 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.
14. 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.
15. 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.
16. The Voting through an electronic means will commence on Tuesday, 26.09.2017 (from 09:00 A.M IST) and will end on Thursday, 28.09.2016 at (5:00 P.M. IST). The members will not be able to cast their votes electronically beyond the date and time as mentioned.
17. 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.
18. 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 Tuesday, 26.09.2017 (from 09:00 A.M IST) and will end on Thursday, 28.09.2017 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 Tuesday, 26.09.2017 (from 09:00 A.M IST) and will end on Thursday, 28.09.2017 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 22.09.2017 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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.

- 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, Phiroze Jeejeebhoy 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 Chairman 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.

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

Date : 22/07/2017
Place : New Delhi

Arvind Dham
DIN : 00047217
(Chairman)

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 appointed Mr. Yash Pal Sardana, Cost Accountants (Membership No.- 17996) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 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.

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 passing of the resolution as set out at Item No. 4 of the Notice as an Ordinary Resolution.

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.

| MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2017-18 | | | | | | |
|---|--|--|--|--------------------------------------|---------------------------------|-------------|
| | | | | | | (in crores) |
| Transactions defined u/s 188(1) of Companies Act, 2013 | | | | | | |
| Name of Interested Directors(s)/KMP(s) | Sale, Purchase of any goods or materials | Selling or buying property of any kind | Giving any Loan/ Guarantee or provide Securities | Availing or rendering of any service | Leasing of Property of any kind | |
| 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:

(a) Salary, Perquisites and Allowances**(in Lakhs)**

| Name | Salary including perquisites (not exceeding) |
|---------------------|---|
| Mr. Gautam Malhotra | Rs. 5.00 Lakhs per annum |

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

(b) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

(c) General:

- 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.
- The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided at Annexure A to this Notice. Keeping in view the rich and varied experience of Mr. Gautam Malhotra it would be in the interests of the Company to continue his employment as Whole Time Director

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 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 Other Directorships * | 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. 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*

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

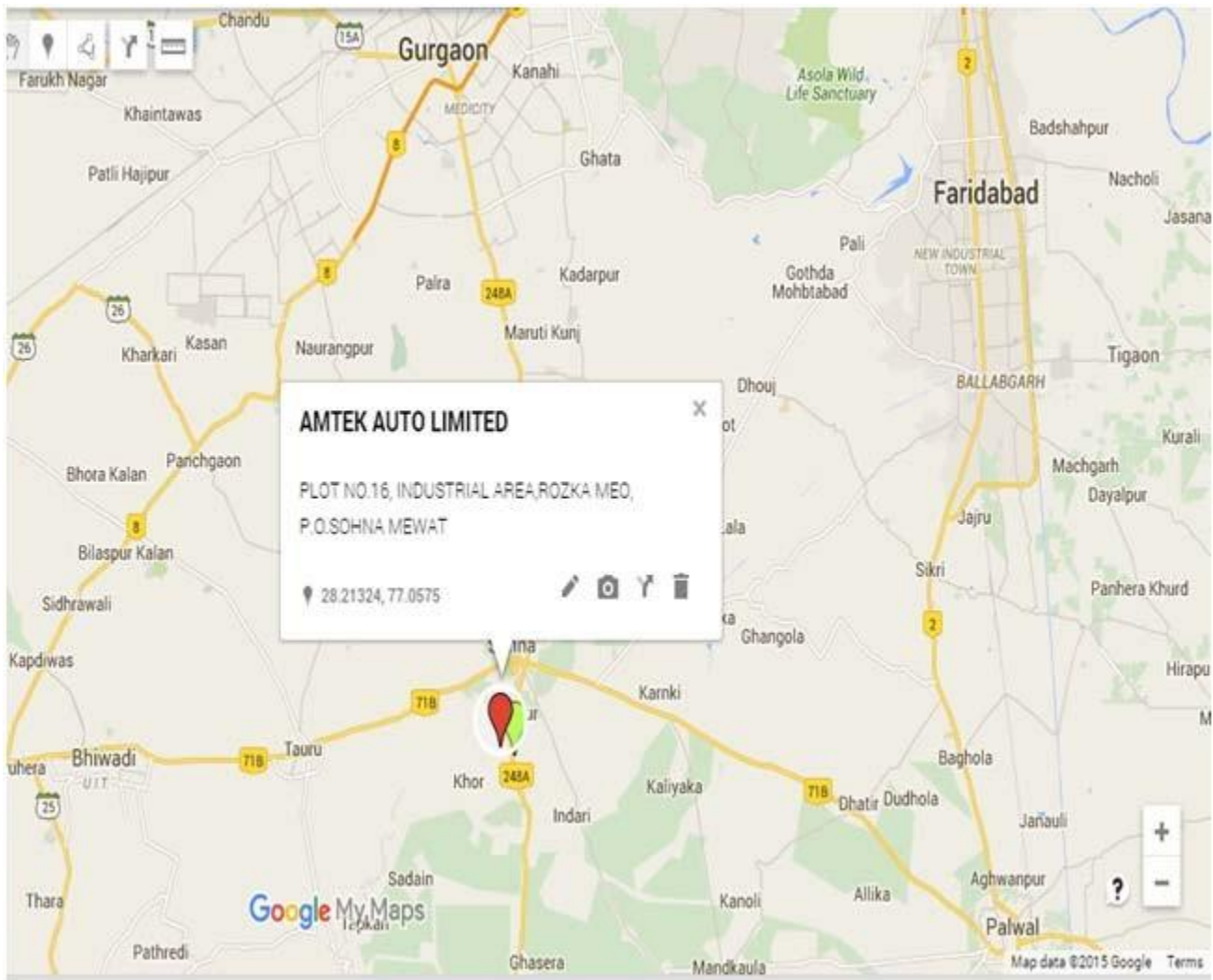
**Date : 22/07/2017
Place : New Delhi**

**Arvind Dham
DIN : 00047217
(Chairman)**

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-Nuh, Haryana-122103



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 Friday the **29th day of September, 2017 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 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 Raj Gupta & 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. | | |

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
DRIVEN BY EXCELLENCE
AMTEK AUTO LIMITED

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 Friday, **29th Day of September 2017 at 9.30 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.