AMTEK

DRIVEN BY EXCELLENCE

AMTEK AUTO LIMITED

28th ANNUAL REPORT

2013 - 2014

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Board Of Directors

Mr. Arvind Dham	*Chairman & Director*
Mr. John Ernest Flintham	*Sr. Managing Director*
Mr. D.S. Malik	*Managing Director*
Mr. Gautam Malhotra	*Non Executive Director*
Mr. Rajeev Kumar Thakur	*Independent Director*
Mr. Sanjay Chhabra	*Independent Director*
Mr. B. Lugani	*Independent Director*
Mr. Raj Narain Bhardwaj	*Independent Director*
Mr. Sanjiv Bhasin	*Independent Director*
Mr. B. Venugopal	*Nominee Director*

Company Secretary
Mr. Rajeev Raj Kumar

Auditors
M/s Manoj Mohan & Associates
Chartered Accountants

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Regd. Office
Plot Not. 16, Industrial Estate,
Rozka-Meo (Sohna), Distt. Mewat
(Haryana).
Ph.: 0124-2362140
Tel/Fax: 0124-662454
e-mail: aal@amtek.com

Corporate Office
3, Local Shopping Centre,
Pamposh Enclave, G.K.-I,
New Delhi-110 048
Ph.: 011-42344444
Fax: 011-42344000
e-mail: info@amtek.com
web: http//:www.amtek.com

CIN No.
L27230HR1988PLC030333

Bankers
Corporation Bank
Andhra Bank
Indian Overseas Bank
IDBI Bank

Registrar & Share Transfer Agent
Beetal Financial
& Computer Services Pvt. Ltd.
Beetel House, 3rd Floor,
99, Madangir, Behind L.S.C.,
New Delhi-110062
Tel.: 011-29255230
Fax : 011-29252146
E-mail: beetal@rediffmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT 28th ANNUAL GENERAL MEETING OF AMTEK AUTO LIMITED OF MEMBERS WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY, AT PLOT NO.-16, INDUSTRIAL ESTATE, ROZKA-MEO, SOHNA, MEWAT, HARYANA-122 001 ON WEDNESDAY 31st DECEMBER 2014 AT 09.30 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th September, 2014 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 on Equity Shares of the Company;

3. To appoint a Director in place of **Mr. Gautam Malhotra (DIN-00157488),** who retires by rotation and being eligible has offered himself for re-appointment;

4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 139 (1) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s Manoj Mohan & Associates, Chartered Accountants,(Firm Registration No.009195C) be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

5. To appoint Mr. Sanjay Chhabra (DIN-01237026) as an Independent director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Sanjay Chhabra (DIN-01237026)** be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term ending in 2019."

6 To appoint Mr. Rajeev Kumar Thakur* (DIN-01117707) *as an Independent director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Rajeev Kumar Thakur (DIN-01117707)** be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term ending in 2019."

7. To appoint Mr. Raj Narain Bhardwaj* (DIN-01571764) *as an Independent director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Raj Narain Bhardwaj (DIN-01571764)** be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term ending in 2019."

8. To appoint Mr. Bahushrut Lugani* (DIN-00052387) *as an Independent director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement,

Mr. Bahushrut Lugani (DIN-00052387) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term ending in 2019."

9. To appoint Mr. Sanjiv Bhasin (DIN-01119788) as an Independent director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Sanjiv Bhasin (DIN-01119788)** who was appointed as an Additional Director on 24th November 2014 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term ending in 2019.

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."

10. To re-appoint Mr. John Ernest Flintham (DIN-01463500), as Senior Managing Director and in this regard to consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 (6) (a), 196 , 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the Articles of Association of the Company, **Mr. John Ernest Flintham (DIN-01463500),** be and is hereby re-appointed as Senior Managing Director of the Company for a period of 2 years effective from August 14, 2014 upto August 13, 2016 whose period of the office shall be liable to determination by the retirement of directors by rotation, on such terms and conditions including remuneration as set out in the Statement annexed to the Notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Human Resource, Nomination & Remuneration Committee and Risk Management Committee of Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. John Ernest Flintham subject to the same not exceeding the limit specified under Schedule V of the Companies Act, 2013 or by any statutory modification(s) or re-enactment thereto.

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. John Ernest Flintham, Senior Managing Director, as per the provisions of Schedule V of 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 authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. To Adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

12. To consider and approve Related Party Transactions 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 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 Company be and is hereby accorded for entering into related party transactions by the Company for the financial year 2014-15 up to the maximum per annum amounts as appended below:-

MAXIMUM VALUE OF CONTRACT/TRANSACTION FOR THE FINANCIAL YEAR 2014-15

(in crores)

	Transactions defined u/s 188(1) of Companies Act, 2013				
	Sale or Supply of any goods materials	Purchase or otherwise buying materials/ property of any kind	Loan (With Interest)	Technical Consultancy Fees	Leasing of Property
NAME OF RELATED PARTY					
Subsidiaries					
Ahmednagar Forgings Ltd.	100	200	200	-	-
Amtek Transportation Systems Ltd.	-	-	100	-	-
Alliance Hydro Power Ltd.	-	-	25	-	-
Amtek India Ltd.	200	300	250	-	-
Amtek Defence Technologies Ltd.	-	-	50	-	-
JMT Auto Limited	300	50	150	-	-
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					
MPT Amtek Automotive (India) Ltd.	50	-	25	-	-
SMI Amtek Crankshafts Pvt. Ltd.	100	-	225	-	-
Joint Ventures of Subsidiaries					
Amtek Railcar Industries Pvt. Ltd.	200	-	200	-	-
Associates					
ACIL Ltd.	200	25	100	-	-
ARGL Ltd.	200	25	100	-	-
Amtek Tekfor Automotive Ltd.	100	-	25	-	-

RESOLVED FURTHER THAT to give effect to this Resolution 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 give effect to above Resolution and to do all such acts, deeds, things as it may be necessary in its absolute discretion deem necessary proper desirable and to finalize any documents and writing related thereto."

13. To approve issue of Redeemable Non-Convertible Debentures on private placement basis and to this regard 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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., upto Rs. 1000 Crores (Rupees One Thousand Crores) on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard."

14. To approve the remuneration of the Cost Auditors for the financial year ending in 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Yash Pal Sardana (Membership No. 17996), Practicing Cost Auditor, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending in 2015 on the remuneration not exceeding Rs. 5 lacs per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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

Sd/-
(John Ernest Flintham)
DIN No. 01463500
Sr. Managing Director

Date : 24-11-2014
Place : New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special businesses under Item No.5 to 14 above, is annexed hereto. The relevant details of Directors seeking appointment/re-appointment under Item Nos. 3, 5 to 10 as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.

2. **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.**

3. 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.

4. Pursuant to 205A(5) and 205C of the Companies Act, 1956, Unclaimed final dividend for the year 2006-07 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 2006-07, 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, 3rd Floor, 99
   Madangir, Behind LSC, New Delhi-110062

   ii. **The Company Secretary,**
   AMTEK AUTO LIMITED,
   4, Bhanot Apartment,
   Local Shopping Center, Pusph Vihar
   New Delhi-110062

   Kindly note that no claims will lie against the Company or the IEPF once the dividend amount is deposited in IEPF.

5. 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 28th November, 2014.

6. 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 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

7. The Register of Members and Share Transfer Books of the Company shall remain closed from **29th December 2014 to 31st December 2014** ***(both days inclusive)*** for the purpose of compliance with the annual closure of Books as per Companies Act, 2013.

8. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched on or before 30th January, 2015 to those members whose names shall appear on the Company's Register of Members on December 28, 2014; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

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 dematerialised 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. 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.

    b. 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 proceeding the day of Annual General Meeting.

    c. bring their copies of Annual Report to the Meeting as the same will not be redistributed at the venue of Annual General Meeting.

    d. quote their Folios/Client ID & DP Id Nos. in all correspondence.

    e. 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.

13. Relevant documents referred to in the accompanying Notice and the Statement 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 registered office at least 7 days before the General Meeting so that the same can be suitably replied to.

15. Pursuant to Section 108 and other applicable rules & provisions issued in that behalf, your Company is offering e-Voting Facility for all shareholders of the Company. 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 Meeting (instead of e- voting) can do the same.

16. The Voting through an electronic means will commence on 22.12.2014 from 10:00 A.M and will end on 24.12.2014 at 6:00 P.M. The members will not be able to caste their electronically beyond the date and time as mentioned above.

17. The Company has appointed M/s. Iqneet Kaur & Co., Practicing Company Secretary (Membership Number-7669) to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

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 December 22, 2014 (10:00 a.m. IST) and ends on December 24, 2014 (6:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form may cast their vote electronically. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP IDfollowed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

	For Members holding sharesin Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
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. ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly to 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issuedin favour of the Custodian,if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on December 22, 2014 at 10:00 A.M. and ends on December 24, 2014 at 06:00 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 28th November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For AMTEK AUTO LIMITED

Sd/-
(John Ernest Flintham)
DIN No. 01463500
Sr. Managing Director

Date : 24-11-2014
Place : New Delhi