

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the Company will be held as under:-

Day	:	Monday
Date	:	31st December 2007
Time	:	9.30 A.M.
Venue	:	Plot No. 16, Industrial Estate, Rozka Meo, Sohna, Gurgaon (Haryana)

To transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June 2007 together with Profit and Loss Account for the year ended on that date, and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. B. Lugani, who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Sanjay Chhabra, who retires by rotation and is eligible for re-appointment.
4. To declare dividend.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. John Ernest Flintham, who was appointed as an additional director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting in term of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 in writing proposing his candidature for the office of director, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

"RESOLVED THAT in supersession of the resolution passed earlier and pursuant to Section 198, 269, 309, 310 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Mr. D. S. Malik be and is hereby appointed as Managing Director of the Company with effect from 30th April 2007 for a period of five years on the following terms and conditions :-

(a) Period

Five Years (From 30th April 2007 to 29th April 2012)

(b) Nature of Duties

Mr. D. S. Malik, Managing Director, shall devote sufficient time and attention to the business of the Company. He shall have control of and full executive responsibility for the general conduct and management of business and affairs of the Company. He shall exercise all such powers as may be granted and entrusted to or required by him for the proper discharge of his duties.

(c) Remuneration :

Mr. D. S. Malik shall be entitled to following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limit laid down in Section 198, 309 and Schedule XIII of the Companies Act, 1956.

(i) Salary :

Salary not exceeding Rs. 5 Lakhs per month to be fixed by the Board of Directors from time to time.

(ii) Perquisites :

Mr. D. S. Malik will be entitled to following perquisites and allowances :

Category – A

- Rent Free Furnished Accommodation or house rent allowance of 60% of salary inlieu thereof;
- Medical reimbursement and medical insurance for the said employee and his family;
- Club Fee (Subject to a Maximum of 3 Clubs and not including admission and life membership fee)
- Insurance and any other general allowance and perquisites in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the said employee.
- For the above purpose "family" means to spouse and dependent children of the said employee.

Category – B

- Contribution to Provident Fund to the extent these singly or put together are not taxable under the Income Tax, 1956;
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- Encashment of leave at the end of the tenure.

Category – C

The Company shall provide and make available to the said employee a car of such horse power and make, as may from time to time be determined by the Company, along with driver, and shall bear any pay all garage rent, repairs, maintenance running and other costs and charges whatsoever, in connection with the use of such car by the said Employee.

- The Company shall provide the said employee with a telephone facility at his residence.
- Provision of a car for use on Company's business and telephone at residence will not be considered perquisites.
 - Personal long distance calls on telephone and use of the car for private purpose shall be billed by the Company to the said employee.
 - Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Schedule XIII to the Companies Act, 1956, as may be amended from time to time.
 - The amount of the aforesaid perquisites and allowances will be restricted to an amount equal to the annual salary of the said employee.

(iv) Where in any financial year the Company has no profit or profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Schedule XIII to Companies Act, 1956, as may be amended from time to time.

(vi) In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, at its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

(vii) Other Terms :

- He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.
- He shall be entitled to reimbursement of all actual expenses including on entertainment and traveling incurred in the course of the company's business.
- The appointment may be terminated by Mr. D.S. Malik or the Company by giving not less than three months prior notice in writing."

"RESOLVED FURTHER that in the event of no profits or the profits of the Company are inadequate, the Managing Director shall be entitled to remuneration by way of salary and perquisites not exceeding the limits specified above and he shall be entitled for Annual Increments as per the Rules and Policies of the Company".

8. 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 94(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, the Authorised share capital of the Company be and is hereby increased from Rs. 80,00,00,000 (Eighty Crores) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity Shares of Rs. 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of Rs. 100/- each to Rs. 85,00,00,000 (Rupees Eighty Five Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of Rs. 100/- 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 above resolution."

9. 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 the section 16 of the Companies Act, 1956 the existing clause (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 Rs. 85,00,00,000 (Rupees Eighty Five Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of Rs. 100/- 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 above resolution."

10. 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 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 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 Rs. 85,00,00,000 (Rupees Eighty Five Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of Rs. 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."

11. 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 81(1A) and all other applicable provisions, if any of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India and/or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of appropriate authorities, institutions or bodies, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee of the Board constituted/to be constituted to exercise its powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to issue and allot upto 70,00,000 Equity Shares of Rs.2/- per share at a premium of Rs. 458/- aggregating to Rs 322 crores, to promoters group companies by way of preferential issue.

Resolved Further That the relevant date for pricing of the shares is 30 days (i.e. 1st December 2007) prior to the date of Annual General Meeting as per clause 13.1.1.1 of SEBI (Disclosure & Investor Protection) Guidelines, 2000.

Resolved Further That the equity shares so issued shall rank pari passu with the then existing equity shares of the Company in all respects.

Resolved Further That for the purpose of giving effect to the issue or allotment of equity shares, the Board be and is hereby authorised on behalf of the Company to take actions and to do all such acts, deeds, matters and things

as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in the proposed issue, offer and allotment of the equity shares, including utilization of the issue proceeds, without being required to seek any further consent or approval of shareholders or otherwise to the end and intent that Share holders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved Further That the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or the Company Secretary of the Company to give effect to this resolution.

12. 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 81(1A) and all other applicable provisions, if any of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India and/or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of appropriate authorities, institutions or bodies, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee of the Board constituted/to be constituted to exercise its powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to create, offer, issue and allot upto 1,50,00,000 warrants, entitling the warrant holder(s) from time to time to apply for equity shares of the Company in two or more tranches, to promoters group Companies by way of preferential issue, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, provided that the aggregate number of resultant equity shares of the Company against such warrants shall not exceed 1,50,00,000 (One Crores Fifty lacs) fully paid equity shares of the face value of Rs.2/- each at a premium of Rs. 458/- aggregating to Rs 690 crores.

Resolved Further That the relevant date for pricing of the shares is 30 days (i.e. 1st December 2007) prior to the date of Annual General Meeting as per clause 13.1.1.1 of SEBI (Disclosure & Investor Protection) Guidelines, 2000.

Resolved Further That the resultant equity shares to be issued and allotted upon exercise of right attached to the warrants in accordance with the terms of the offer(s) shall rank pari passu with the then existing equity shares of the Company in all respects and be listed on stock exchanges where the equity shares of the Company are listed;

Resolved Further That for the purpose of giving effect to the issue or allotment of warrants and equity shares arising there from, the Board be and is hereby authorised on behalf of the Company to take actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in the proposed issue, offer and allotment of the said warrants and equity shares arising there from, including utilization of the issue proceeds, without being required to seek any further consent or approval of share holders or otherwise to the end and intent that share holders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved Further That the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or the Company Secretary of the Company to give effect to this resolution."

By order of the Board
For AMTEK AUTO LIMITED

Place : New Delhi
Date : 1st December 2007

Sd/-
(D. S. MALIK)
Managing Director

NOTES :

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **THE PROXY FORM DULY COMPLETED, STAMPED AND SIGNED SHOULD REACH THE COMPANY'S OFFICE AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
4. All documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M.
5. The Register of Members and Share Transfer Book of the Company will remain closed from 26th December, 2007 to 31st December 2007 (both days inclusive).
6. Members are requested to furnish bank details by 15th December 2007 in order to enable the Company to print the same on the dividend warrants. In respect of members holding shares in electronic mode, bank details as furnished by the depositories to the Company will be printed on the dividend warrant.
7. The members are requested to bring their copies of Annual Report to the Meeting, as the same will not be redistributed at the venue of Annual General Meeting.
8. The Members attending the General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their folio number 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 a day preceding the day of Annual General Meeting.
9. Members, who hold shares in de-materialised form, are requested to bring their client ID and DP-ID number for the purpose of identification and attendance at the meeting.
10. The dividend as recommended by the Board of Directors, if declared at this Annual General Meeting shall be paid on or before January 30, 2008.
 - a. To those shareholders whose names appear on the company's Register of Members after giving effect to all valid share transfers in physical form lodged with the Registrar & Transfer Agents (R&T Agents) of the company on or before 26 December 2007.
 - b. In respect of shares held in electronic form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of business of 26 December 2007. In respect of shares held in demat mode, the dividend will be paid on the basis of beneficial ownership as per details to be furnished by NSDL and CDSL for this purpose.
11. Pursuant to the provisions of section 205A (5) of the companies Act, 1956, dividends for the financial year ended 31st March, 1995 and thereafter, which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and protection fund established by the Central Government. Shareholders who have not en-cashed their dividend warrant(s) so far for the financial year ended 31 March 2000 or any subsequent financial years are requested to make their claim to the R&T Agents of the company. According to the provisions of the Act, no claims shall lie against the said Fund or the company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.
12. Consequent upon the introduction of section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in form No. 2B in duplicate (which will be made available on request) to the R&T Agents of the company.

13. Electronic Clearing Services (ECS) facility

With respect to payment of dividend, the Company provides ECS facility to all members, holding shares in electronic/ physical forms. Members holding shares in the physical form who wish to avail ECS facility may furnish to the Company/Registrar & Share Transfer Agents, with their ECS mandate in the prescribed form, which is available elsewhere in the Annual Report or can be obtained from the Registrar & Share Transfer Agents.

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING APPOINTED/ RE-APPOINTED

Name	Mr. B. Lugani
Date of Birth	27th July 1955
Qualification	Chartered Accountant
Profession	Financial and Management Consultant
Expertise	Mr. B. Lugani has 25 years experience in the field of Accounts, Finance, Management Consultancy, Income Tax, Setting up of new projects etc.
Other Directorships	Ahmednagar Forgings Limited Raghu Consultants (P) Limited Vishal Mechanical Works (P) Limited
Shareholding in the Company	Nil

Name	Mr. Sanjay Chhabra
Date of Birth	18th July 1960
Qualification	B.Tech.
Profession	Business
Expertise	Vast experience in the field of technical, marketing and project implementation
Other Directorships	Nil
Shareholding in the Company	Nil

Name	Mr. John Ernest Flintham
Date of Birth	16th September 1952
Qualification	H.N.B in Mech. Engineering from Technical College, Lincoln
Profession	Service
Expertise	Manufacturing in Automotive Components & Commercial Sales
Other Directorships	Amtek Tekfor Automotive Ltd., MPT Amtek Automotive India Ltd. Amtek VCST Powertrains India Private Ltd.
Shareholding in the Company	Nil

Annexure to Notice

Explanatory statement pursuant to section 173(2) of the Companies Act, 1956

ITEM NO. 6

Mr. John Ernest Flintham was co-opted as an Additional Director in the Board Meeting held on 30th April, 2007 and holds office upto the date of Annual General Meeting. The Company has received a notice in writing under section

257 of the Companies Act, 1956 from a member alongwith requisite deposit, signifying his intention to propose the name of Mr. John Ernest Flintham as a candidate for the office of Director of the Company. Mr. John Ernest Flintham aged about 55 years has approx 30 years vast experience in the field of manufacturing of auto components and commercial sales to his credit. He has worked with various world renowned auto components companies in the senior positions.

The Board considers it desirable that the Company should continue to avail services of Mr. John Ernest Flintham as a Director and accordingly recommends this resolution for your approval.

None of the Directors except Mr. John Ernest Flintham is concerned or interested in the said resolution.

ITEM NO. 7

Mr D.S. Malik was appointed as wholetime Director of the Company on July 1, 2003 for a period of five years, which was approved by the members at the Annual General Meeting held on August 30, 2003. As per the terms and conditions, the tenure of Mr. D.S. Malik expires on June 30, 2008. However, the Board as a part of reconstitution of the Executive Management Structure, appointed him as Managing Director of the company for a period of 5 years at the meeting held on April 30, 2007 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. 7 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 302 of the Companies Act, 1956. Except Mr D.S. Malik, no other Director is concerned or interested in the Resolution. Your Directors, therefore, recommend the Resolution for your approval.

ITEM NO. 8

In connection with the proposed preferential issue of shares, the company proposes to increase its Authorised Share Capital. The existing Authorised Share Capital of the company is Rs. 80 Crores and it is proposed to increase the authorised capital to Rs. 85 Crores.

Consequent to increase in the Authorised share capital, it is necessary to change the existing Capital clause of the Memorandum of Association and Article 3 of the Articles of Association of the company.

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

ITEM NO. 9 & 10

Pursuant to Section 16 and 31 of the Companies Act, 1956 read with Section 94 of the said Act, the above said amendment should be approved by the shareholders of the company by way of Special Resolution. Therefore, your Directors recommend the proposed resolutions giving effect to the above amendments for your approval.

Consequent to increase in Authorised Share Capital of the company, it is necessary to make amendments/replacements/alterations in the existing Article 3 of the Articles of Association of the company. Therefore, it is proposed to make the required amendments/ replacements/alterations in the existing Article 3 of the Articles of Association of the company.

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

Item No. 11

The Special Resolution concerns proposal by the Company to issue, offer and allot upto 70,00,000 Equity Shares of Rs.2/- per share at a premium of Rs.458/- Per share representing 4.98% of the expended capital to the promoter group companies. The shares are being issued to augment long term resources of the Company for meeting the fund requirements of existing and new business, strategic acquisitions and investments for general corporate purposes in accordance with the "guidelines for Preferential Issues" contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000.

The information required to be given in the notice calling Annual General Meeting pursuant to SEBI (Disclosure & Investor Protection) Guidelines, is as under:-

I. The Object of the Issue through preferential offer

The Preferential shares are being issued to augment long term resources of the Company for meeting the fund requirements of existing and new business, strategic acquisitions and investments for general corporate purposes in accordance with the "guidelines for Preferential Issues" contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000.

II. Intentions of promoters/directors/key management persons to subscribe to the offer

The promoters group Companies intend to fully subscribe the proposed preferential issue.

III. Shareholding pattern before and after the offer

	Pre Issue Holding		Post Issue Holding	
	No. of Shares	%	No. of Shares	%
Promoter Group				
Acquirers	5509890	4.13	12509890	8.91
Others	35780750	26.81	35780750	25.47
Total Holding of Promoter Group	41290640	30.94	48290640	34.38
MFs/Banks/FIs/FLs	83134786	62.29	83134786	59.18
Private Bodies Corporate	4247169	3.18	4247169	3.02
General Public	4800008	3.59	4800008	3.42
Total	133472603	100.00	140472603	100.00

Consequent to the issue of aforesaid equity shares there will be no change in the Board of Directors of the Company and control over the Company. The Voting right would change in tandem with shareholding pattern of the Company.

IV. Proposed time within which the allotment shall be complete.

The allotment of equity shares shall be completed within 15 days from the date of passing of resolution granting consent for preferential issue by the shareholders of the Company.

If allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval).

V. Identity of the proposed allottees and percentage of post preferential issued capital

Name of the allottees	Pre Preferential Issue Holding		Post Preferential Issue Holding	
	No.	%	No.	%
Anubhav Holdings Pvt. Limited	996500	0.75	2496500	1.78
MGR Investments Pvt. Limited	580000	0.43	2080000	1.48
Excel Infotech Limited	3933390	2.98	7933390	5.65

Pricing of the Issue

The issue price of share has been calculated as per the provisions of SEBI (Disclosure & Investor Protection) Guidelines, 2000 and 01st December, 2007 has been taken as relevant date. The Issue price of share is Rs.2/- per share at a premium of Rs 458/- per share.

The allottees of above said preferential shares have not sold/transferred any shares within six months prior to relevant date (i.e. 01st December, 2007).

The Auditor's certificate certifying that the issue of equity shares is being made in accordance with the Guidelines will be available for inspection at the Registered Office of the Company during 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays) prior to the date of meeting.

The equity shares issued pursuant to the Resolution shall rank pari passu in all respects with the then existing equity shares of the Company and will be listed on Stock Exchanges where the equity shares of the company are listed.

The Board recommends the Special Resolution as set out in the Notice for members' approval.

None of the Directors of the Company is, in any way, concerned or interested in the resolution.

ITEM NO. 12

The Special Resolution concerns proposal by the Company to issue upto 1,50,00,000 warrants, entitling the warrant holders to apply for equivalent number of fully paid equity shares of the company, on preferential basis to promoters group Companies in accordance with the "guidelines for Preferential Issues" contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000.

The Convertible warrants are proposed to issued on preferential basis to augment long term resources of the Company for meeting the fund requirements of existing and new business, strategic acquisitions and investments for general corporate purposes in accordance with the "guidelines for Preferential Issues" contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000.

The information required to be given in the notice calling Annual General Meeting pursuant to SEBI (Disclosure & Investor Protection) Guidelines, is as under:-

I. The Object of the Issue through preferential offer

The Preferential issue of warrants are being issued to augment long term resources of the Company for meeting the fund requirements of existing and new business, strategic acquisitions and investments for general corporate purposes in accordance with the "guidelines for Preferential Issues" contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000.

II. Intentions of promoters/directors/key management persons to subscribe to the offer

The promoters group companies intend to fully subscribe the proposed preferential issue of warrants convertible into equity shares.

III. Shareholding pattern before and after the offer

	Pre Issue Holding		Post Issue Holding	
	No. of Shares	%	No. of Shares	%
Promoter Group				
Acquirers	12509890	8.91	27509890	17.69
Others	35780750	25.47	35780750	23.02
Total Holding of Promoter Group	48290640	34.38	63290640	40.71
MFs/Banks/FIs/Fls	83134786	59.18	83134786	53.47
Private Bodies Corporate	4247169	3.02	4247169	2.73
General Public	4800008	3.42	4800008	3.09
Total	140472603	100.00	155472603	100.00

Consequent to the issue of warrants and upon conversion of warrants into equity shares there will be no change in the Board of Directors of the Company and control over the Company. The Voting right would change in tandem with shareholding pattern of the Company.

IV. Proposed time within which the allotment shall be complete.

The allotment of warrants shall be completed within 15 days from the date of passing of resolution granting consent for preferential issue by the shareholders of the Company.

If allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval).

V. Identity of the proposed allottees and percentage of post preferential issued capital

The shareholding pattern and the identity of the proposed allottees before and after the preferential issue considering full allotment of equity shares arising out of the issue of warrants is given below:

Name of the allottees	Pre Preferential Issue Holding		Post Preferential Issue Holding	
	No.	%	No.	%
Anubhav Holdings Pvt. Limited	2496500	1.78	5496500	3.56
MGR Investments Pvt. Limited	2080000	1.48	5080000	3.29
Excel Infotech Limited	7933390	5.65	15933390	10.31

Pricing of the Issue

The issue price of share has been calculated as per the SEBI (Disclosure & Investor Protection) Guidelines, 2000 and 01st December 2007 has been taken as relevant date. The Issue price of share is Rs.2/- per share at a premium of Rs 458/- per share.

The allottees of above said preferential warrants have not sold/transferred any shares within six months prior to relevant date (i.e. 01st December 2007).

Terms and conditions for Issue of warrants convertible into equity shares

An amount equivalent to 10% of the issue price shall be payable on allotment of warrants.

The warrant holders shall be entitled to apply for and be allotted, in two or more tranches, one equity share of Rs. 2/- each fully paid up against each warrant of the company, any time after the date of allotment of warrants but on or before the expiry of 18 months from the date of allotment of such warrants. Upon exercise of the right to apply for equity shares, the warrant holders will be liable to make the payment of the balance amount, being 90% of the issue price. The amount paid will be adjusted/set off against the issue price of the resultant equity shares. The Board (or a Committee thereof) upon receipt of the entire payment towards issue price, shall allot one equity share per warrant. If the entitlement against the warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such warrants shall stand forfeited.

The warrant holders shall also be entitled to future bonus/right issue(s), if any, of equity shares or other securities convertible into equity shares by the company in the same proportion and manner as any other shareholder of the Company and the Company shall reserve proportion of such entitlement for the warrant holders.

The warrants issued under the preferential offer shall be subject to lock-in for a period of three years from the date of allotment of warrants. The lock-in on the shares allotted on exercise of the option attached to the warrants shall be reduced the extent the warrants have already been locked-in. However, the locked-in warrants/equity shares may be transferred to and amongst promoter /promoter group subject to continuation of lock-in in the hands of transferee for the remaining period.