

SIBAR AUTO PARTS LIMITED

CIN: L34201AP1983PLC003817

Registered Office: D4-D5, INDUSTRIAL ESTATE, RENIGUNTA ROAD,
TIRUPATI, ANDHRA PRADESH -517506

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NOTICE is hereby given that an Extra-ordinary General Meeting (EGM) of the Members of Sibar Auto Parts Limited (the Company), will be held on Wednesday, February 28, 2018, at 3 p.m. at the Registered Office of the Company at D4-D5, Industrial Estate, Renigunta Road, Tirupati, Andhra Pradesh - 517506, to transact the following Special Business:

ITEM NO. 1: INCREASE OF AUTHORISED CAPITAL

To consider and if thought fit, to pass the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Act, the Authorized Share Capital of the Company, be and is hereby increased from Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) equity shares of Rs. 10/- each to 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore only) equity shares of Rs. 10/- (Rupees Ten only) each;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of the Memorandum of Association of the Company be deleted and replaced with the following new Clause V:

“V. The Authorised Share Capital of the Company is 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore only) Equity Shares of Rs. 10/- (Rupee Ten only) each.”

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted or hereafter constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”

ITEM NO. 2: PREFERENTIAL ISSUE OF EQUITY SHARES TO NON-PROMOTERS

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c), and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) (the **“Act”**); and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (**“SEBI ICDR Regulations”**); the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the **“LODR Regulations”**); the Foreign Exchange Management Act, 1999 (**“FEMA”**), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, as amended and in accordance with the Foreign Direct Investment Policy (**“FDI Policy”**) read with the circulars, rules, regulations, notifications and guidelines issued under FEMA (including any reenactment(s) or modification(s), thereof for the time being in force) and any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchange and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchange where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the 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), and which may be agreed to by 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 have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 43,25,000 (Forty Three Lakhs Twenty Five Thousand) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 10/- (Rupees Ten Only) per equity share in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, to certain persons / entities as mentioned below (**hereinafter referred to as the “Investors” or the “Proposed Allottees”**) whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

The List of proposed allottees to whom Equity shares would be issued are as under:

S.No.	Investor Name	PAN No.	No of Shares	Category
1	Shreeratan Bagry	AABPB6618E	50,000	Non-promoter
2	Tathastu Advisors LLP	AAJFT1188R	24,75,000	Non-promoter
3	Amit Mafatlal Shah	ABIPS0914N	1,25,000	Non-promoter
4	Meenakshi Kothari	ADIPK8705B	3,75,000	Non-promoter
5	Sidhant Khanna	BDYPK5000J	5,00,000	Non-promoter
6	Naresh Jalan	ACUPJ1252F	5,00,000	Non-promoter
7	Sivana Investech	ADDFS0986R	3,00,000	Non-promoter
	Total		43,25,000	

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, is January 29, 2018 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.

RESOLVED FURTHER that the Common Seal of the Company, if required to be affixed on any agreement, undertaking, deed or other document, be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Equity Shares without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. P. Veerananarayana, Chairman & Managing Director (DIN: 00644259) and Mr. P. Madhu Pratap, Executive Director & CFO (DIN: 00644254) be & are hereby jointly & severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 3: ISSUE OF EQUITY SHARES TO THE PROMOTERS BY WAY OF CONVERSION OF UNSECURED LOAN OF RS. 1.63 CRORES.

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62, and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) (the “**Act**”); and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“**SEBI ICDR Regulations**”); the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the “**LODR Regulations**”); the Foreign Exchange Management Act, 1999 (“**FEMA**”), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside

India) Regulations, 2000, as amended and in accordance with the Foreign Direct Investment Policy (“**FDI Policy**”) read with the circulars, rules, regulations, notifications and guidelines issued under FEMA (including any reenactment(s) or modification(s), thereof for the time being in force) and any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchange and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the 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), and which may be agreed to by 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 have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 8,15,000 (Eight Lakhs Fifteen Thousand) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 10/- (Rupees Ten Only) per equity share in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, on preferential basis to the promoters / promoter group of the Company by way of conversion of existing unsecured loan of Rs. 1,63,00,000/- extended by the promoters as below:

Sr. No.	Name of Investor	PAN	No. of Equity Share	Category
1.	Sri P. Madhu Pratap & Sri P. Ravichandra (Jointly)	AENPP0018C ALSPP1070C	8,15,000	Promoter
	Total		8,15,000	

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, is January 29, 2018 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.

RESOLVED FURTHER that the Common Seal of the Company, if required to be affixed on any agreement, undertaking, deed or other document, be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Equity Shares without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. P Veerananarayana, Chairman & Managing Director (DIN: 00644259) and Mr. P. Madhu Pratap, Executive Director & CFO (DIN: 00644254) be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 4: ISSUANCE AND ALLOTMENT OF 2,50,000 WARRANTS (“WARRANTS”) ON PREFERENTIAL BASIS:

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) (the “**Act**”); and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“**SEBI ICDR Regulations**”); the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the “**LODR**

Regulations"); the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, as amended and in accordance with the Foreign Direct Investment Policy ("**FDI Policy**") read with the circulars, rules, regulations, notifications and guidelines issued under FEMA (including any reenactment(s) or modification(s), thereof for the time being in force) and any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchange and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchange where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the 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), and which may be agreed to by 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 have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 2,50,000 (Two Lakh Fifty Thousand) warrants, convertible into equivalent number of equity shares of a face value Rs. 10/- each at the premium Rs.10/- each ("**Warrants**") to the Non-Promoter Group of the Company, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion at the time of issue or allotment, to the investor, detailed hereunder and hereinafter referred as ("**Warrant Holder**") by way of preferential allotment on private placement basis:

Sr. No.	Name of Warrant Investor	PAN	No. of Warrants	Category
1.	Shreeratan Bagry	AABPB6618E	2,50,000	Non-promoter
	Total		2,50,000	

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants is Monday, January 29, 2018, which is 30 (Thirty) days prior to the date of the shareholders' meeting to be held on Wednesday, February 28, 2018.

RESOLVED FURTHER THAT in accordance with the applicable provisions of the ICDR Regulations, the Warrant Holder shall pay an amount equivalent to atleast 25% of the price fixed per Warrant on or before the allotment of the Warrants.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- (i) The Warrants may be exercised by the Warrant Holder at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants ("Tenor");
- (ii) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- (iii) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;
- (iv) The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchange.
- (v) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company;

- (vi) Upon exercise of the Warrants by the Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;
- (vii) A warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the Warrant Holder at the time of exercising the Warrant;
- (viii) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- (ix) Subject to the provisions of Chapter VII of the ICDR Regulations, the Warrants and Equity Shares allotted on exercise of such Warrants will be transferable within the Promoters and persons forming part of Promoter Group;
- (x) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- (xi) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations;
- (xii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues;
- (xiii) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder thereof any rights with respect to that of a shareholder(s) of the Company; and
- (xiv) Until the Warrants are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank *pari passu* with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER that the Equity Shares having face value of Rs. 10 (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the BSE Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

RESOLVED FURTHER that the Common Seal of the Company, if required to be affixed on any agreement, undertaking, deed or other document, be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. P Madhu Pratap, Executive Director and Chief Financial Officer and P. Veera Narayana, Chairman & Managing Director of the company be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 5: ISSUANCE AND ALLOTMENT OF 16,00,000 WARRANTS ON PREFERENTIAL BASIS TO PROMOTER/PROMOTER GROUP BY WAY OF CONVERSION OF UNSECURED LOAN:

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) (the “**Act**”); and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“**SEBI ICDR Regulations**”); the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the “**LODR Regulations**”); the Foreign Exchange Management Act, 1999 (“**FEMA**”), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, as amended and in accordance with the Foreign Direct Investment Policy (“**FDI Policy**”) read with the circulars, rules, regulations, notifications and guidelines issued under FEMA (including any reenactment(s) or modification(s), thereof for the time being in force) and any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchange and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchange where the securities of the Company are listed and subject to the

approval(s), consent(s), permission(s) and/or sanction(s), if any, of the 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), and which may be agreed to by 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 have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 16,00,000 (Sixteen Lakhs) warrants, convertible into equivalent number of equity shares of a face value of Rs. 10/- each at a premium of Rs. 10/- each (“**Promoter Warrants**”) to the promoter /promoter Group of the Company, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion at the time of issue or allotment, detailed hereunder and hereinafter referred as (“**Promoter**”) by way of preferential allotment on private placement basis:

Sr.No.	Name of Investor	PAN	No. of Warrants	Category
1.	Sri P. Veerananarayana	ABZPP5336J	3,50,000	Promoter
2.	Sri P. Madhu Pratap & Sri P. Ravichandra (Jointly)	AENPP0018C ALSPP1070C	10,70,000	Promoter
3.	Sri. P Sugunamma	ABZPP5346G	1,80,000	Promoter
	Total		16,00,000	

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of Promoter Warrants is Monday, January 29, 2018, which is 30 (Thirty) days prior to the date of the shareholders’ meeting to be held on Wednesday, February 28, 2018.

RESOLVED FURTHER THAT in accordance with the applicable provisions of the ICDR Regulations, the Promoter shall pay an amount equivalent to atleast 25% of the price fixed per Warrant on or before the allotment of the Warrants by way of conversion of outstanding unsecured loans of Rs. 80,00,000.

RESOLVED FURTHER THAT the said Promoter Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Promoter Warrants is pending on account of pendency of

any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Promoter Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Promoter Warrants shall be subject to following terms:

- (i) The Promoter Warrants may be exercised by the Promoter at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Promoter Warrants ("Tenor");
- (ii) In the event the Promoter does not exercise the Promoter Warrants within 18 (Eighteen) months from the date of allotment of the Promoter Warrants, the Promoter Warrants shall lapse and the amount paid on such Promoter Warrants shall stand forfeited by the Company;
- (iii) The Promoter shall be entitled to exercise the option of exercising any or all of the Promoter Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Promoter Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Promoter;
- (iv) The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Promoter upon exercise of Promoter Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchange
- (v) The Equity Shares to be so allotted on exercise of the Promoter Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company;
- (vi) Upon exercise of the Promoter Warrants by the Promoter, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Promoter and entering the name of Promoter in the records of the Company as the registered owner of such Equity Shares;

- (vii) A warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Promoter Warrants, as prescribed by Regulation 77 of the ICDR Regulations and the same would be adjusted against the outstanding unsecured loans of the Promoter of Rs. 1,47,00,000. A warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the Promoter at the time of exercising the Promoter Warrant, first to the extent of available outstanding unsecured loan.
- (viii) The issue of the Promoter Warrants as well as Equity Shares arising from the exercise of the Promoter Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- (ix) Subject to the provisions of Chapter VII of the ICDR Regulations, the Promoter Warrants and equity shares allotted on exercise of such Promoter Warrants will be transferable within the Promoters and persons forming part of Promoter Group;
- (x) In the event that the Company completes any form of capital restructuring prior to the conversion of the Promoter Warrants, then, the number of Equity Shares that each Promoter Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Promoter: (a) receives such number of Equity Shares that Promoter would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Promoter would have been required to pay, had the Promoter Warrants been exercised immediately prior to the completion of such capital restructuring;
- (xi) The Company shall re-compute the price of the Promoter Warrants / Equity Shares issued on conversion of Promoter Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Promoter to the Company in accordance with the provisions of ICDR Regulations;
- (xii) The Promoter Warrants and the Equity Shares allotted pursuant to exercise of such Promoter Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues;
- (xiii) The Promoter Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Promoter thereof any rights with respect to that of a shareholder(s) of the Company; and
- (xiv) Until the Promoter Warrants are transferred, the Company shall treat Promoter as the absolute owner for all purposes without being affected by any notice to the contrary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Promoter Warrants held by the holder(s) of the Promoter Warrants and all such Equity Shares that are being allotted shall rank *pari passu* with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER that the Equity Shares having face value of Rs. 10 (Rupees Ten) each proposed to be allotted to the Promoter, upon conversion of the Promoter Warrants, be listed on the BSE Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Promoter, upon conversion of the Promoter Warrants, and for the admission of the Promoter Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Promoter Warrants and Equity Shares allotted, upon conversion of the Promoter Warrants, to the Promoter's dematerialized securities account.

RESOLVED FURTHER that the Common Seal of the Company, if required to be affixed on any agreement, undertaking, deed or other document, be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Equity Shares without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. P Veeranayama, Chairman and Managing Director and Mr. P Madhu Pratap, Executive Director and Chief Financial Officer be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By the Order of the Board

For **Sibar Autoparts Limited**

P. Veerannarayana
Chairman & Managing Director
DIN: 00644259

Date : January 29, 2018
Place : Tirupati

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed resolution is annexed to the Notice.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.**

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. A blank proxy form is sent herewith
4. The proxy form duly completed must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolution or authority as applicable.
5. Corporate Members intending to send their Authorised Representative to attend the meeting are requested to send Certified True Copy of the Board Resolution authorizing their representative to attend the meeting.
6. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of Extra Ordinary General Meeting is being sent to the members who have registered Email IDs, through email and to all other members by Regd. Post / Courier
7. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
8. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. Bighare Services Private Limited.
9. All documents, referred to in the accompanying Notice and the explanatory statement, are open for inspection by the members at the registered office of the Company on all working days up to the date of Extra Ordinary General Meeting between 11.00 AM to 4.00 PM.
10. The business(es) of the meeting may be transacted by the members through remote electronic voting system. Members who do not have access to remote e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to sibarauto77@yahoo.com by mentioning their Folio / DP ID and Client ID No or download

from Company's website www.sibarauto.com However, the duly completed Ballot Form should reach the registered office of the Company not later than February 27, 2018 (5.00 p.m.). A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

11. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date February 22, 2018 and as per the Register of Member of the Company. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
12. In case of joint holders attending the Extra Ordinary General Meeting, only the Member whose name appears to be first will be entitled to vote.
13. Any Member, who has already exercised his votes through remote E-voting, may attend the Meeting but is prohibited to vote at the meeting and his vote, if any, cast at the meeting shall be treated as invalid.
14. At the EGM at the end of the discussion of the resolution on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer allow voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.
15. The route map showing direction to reach the venue of the Extra Ordinary General Meeting is annexed and forms part of the Notice.

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of Extra Ordinary General Meeting of the Company to be held on February, 28 2018.

For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited ("**CDSL**") to facilitate remote e-voting. E-Voting is optional to the shareholders. Shareholders may cast their votes using an electronic voting system from a place other than the venue of the meeting ("**remote e-voting**"). The Company has appointed Mr. Bharatiraju Vegiraju, practicing Company Secretary, Flat No. 503, Build No. 21, MHADA, Oshiwara Complex, Lokhandwala, Andheri (west), Mumbai - 400053 (Membership No.FCS-8300.CPNo.14926, who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the e-voting process in a fair and transparent manner, as the scrutinizer ("**Scrutinizer**").

Process and Manner for Shareholders opting for remote e-voting is as under:

- (i) The remote e- voting period begins on February 25, 2018 at 9.00 a.m. and ends on February 27, 2018 at 5.00 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 February 22, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” tab.
- (v) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

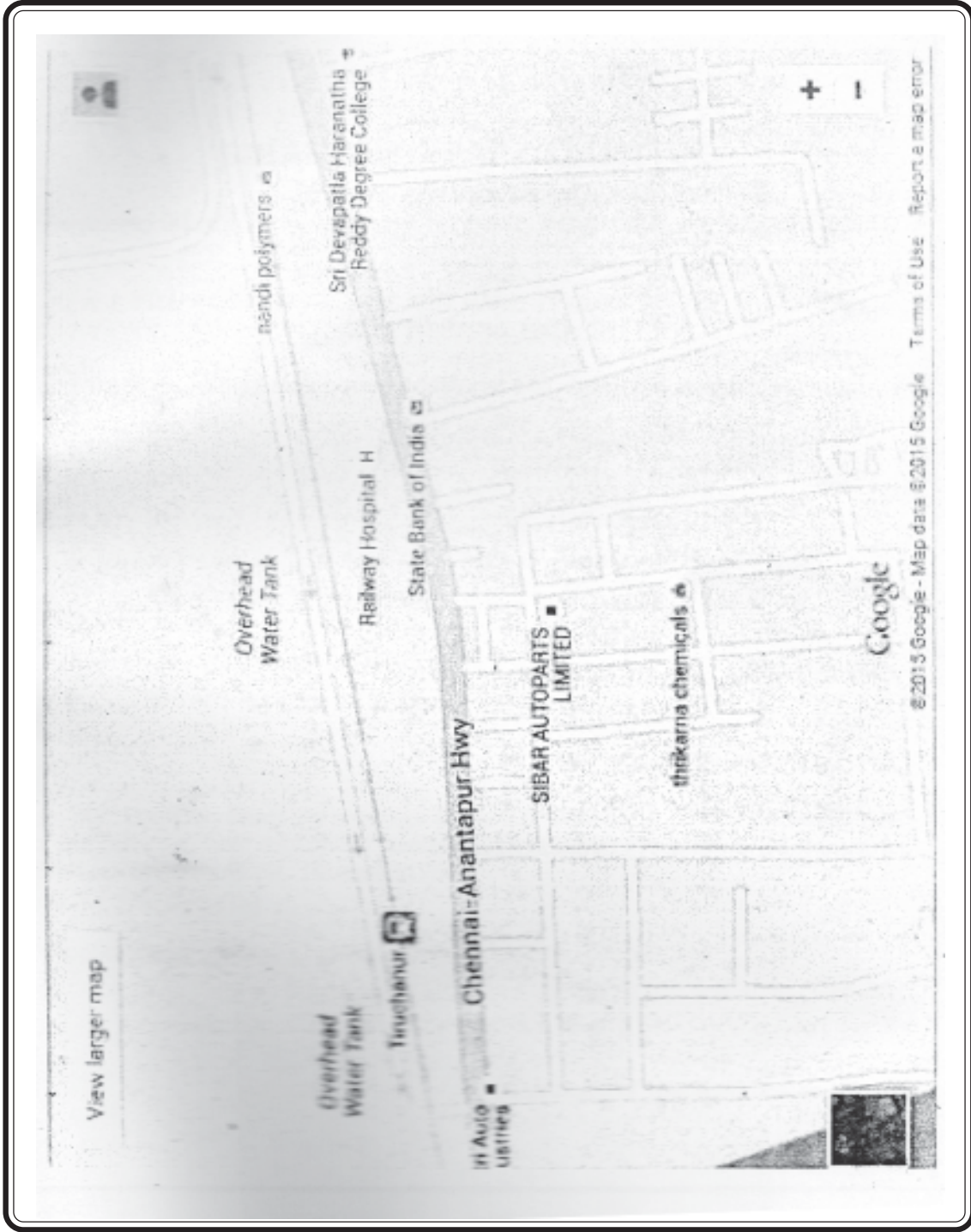
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence number which is printed on Attendance Slip in loose leaf.
Dividend/Bank Details/Date	of Birth Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) as recorded in your demat account Details/ Date of or in the company records for the said demat account or folio. 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)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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.

(xx) Note for Non-Individual Shareholders & Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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 as well as Company at sibarauto77@yahoo.com



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
(the 'Act')**

ITEM NO 1

Presently, the Authorized Share Capital of your Company is Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Only) equity share of Rs. 10/- each (Rupees Ten only). In order to enable the Company to raise additional long-term finance, the Board seeks approval of shareholders of the Company for issue of Equity Shares/ Equity Share Warrants to promoters and non-promoters on preferential basis. The existing Authorized Share Capital may not be sufficient for the aforesaid purpose. It is therefore, considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in item No: 1 of the Notice, with the consequential alterations in the Capital Clauses of the Memorandum of Association.

The provisions of the Companies Act require the Company to seek approval of the members for increase in Authorized Share Capital and for the consequent alteration of Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item no. 1 for the approval of the members as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

ITEM NO 2

The Company is engaged in the business of manufacturing of auto components. Recently, the Company have seen increase in its business. The Company believes that this momentum would result in higher sales volume and better profit margins. Further, the Nickel Silica ("NI-SIC") plated cylinder blocks developed by the Company have met with the quality standard of the OEM and have received R&D Trial Order from an Indian two-wheeler Company. The Company believes that the NI-SIC plated cylinder blocks have huge growth potential considering the change in the emission norms and the fuel efficiency these blocks have over traditional cylinder blocks. Accordingly, the Company would require capital to increase its manufacturing capability to meet the demand growth. The Company is considering various options to raise capital including by way of issue of equity shares and/or convertible securities. Accordingly, the Board of Directors of the Company passed necessary resolution on January 29, 2018.

The Board of Directors of the Company ("**Board**") in its meeting held on January 29, 2018 approved issuance of upto 43,25,000 equity shares having face value of Rs. 10 (Rupees Ten) each at a price per equity shares equal to Rs. 20 to the Proposed Allottees/Investors as under:

S.No.	Investor Name	PAN No.	No of Shares	Category
1	Shreeratan Bagry	AABPB6618E	50,000	Non-promoter
2	Tathastu Advisors LLP	AAJFT1188R	24,75,000	Non-promoter
3	Amit Mafatlal Shah	ABIPS0914N	1,25,000	Non-promoter
4	Meenakshi Kothari	ADIPK8705B	3,75,000	Non-promoter
5	Sidhant Khanna	BDYPK5000J	5,00,000	Non-promoter
6	Naresh Jalan	ACUPJ1252F	5,00,000	Non-promoter
7	Sivana Investech	ADDFS0986R	3,00,000	Non-promoter
	Total		43,25,000	

As per section 42 and 62 of the Companies Act, 201, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rule, 2014 (collectively, the “CA 2013”) and Regulation 72 and other applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”), a listed issuer may make a preferential issue of specified securities, if a special resolution has been passed by its shareholders. Accordingly, the approval of the members of the Company is being sought, by way of a Special Resolution, to offer and issue, fully paid-up equity shares, by way of private placement and preferential allotment to the Investor.

1. The object of the issue through preferential offer:

The proceeds shall be utilized to increase the existing manufacturing capacity and capability, working capital and general corporate purposes. Therefore, the Company has proposed to issue of shares on a preferential basis to selected persons/entities to meets its capital requirements in the due course.

2. The proposal of the promoters, Directors or Key Managerial Personnel’s of the Issuer to subscribe to the offer: Except as provided in other resolutions forming part of this notice, none of the promoters, directors or key managerial personnel are subscribing to the offer.

3. The proposed time within which the preferential issue shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid within a period of 15 days from the date of passing of resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval, as the case may be.

4. Shareholding Pattern before Issue and After the Issue:

Category of Shareholders	Pre Preferential Allotment *		Post Preferential Allotment **		Post Preferential Allotment ***	
	No of Shares	% of shareholding	No of Shares	% of shareholding	No of Shares	% of shareholding
Promoter and Promoter						
(A) Group						
1 Indian						
(a) Individuals/ Hindu Undivided Family	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
(b) Bodies Corporate	—	—				
Sub Total(A)(1)	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
2 Foreign						
a Individuals (Non Residents Individuals/ Foreign Individuals)		—	—	—	—	
b Bodies Corporate		—	—	—	—	
Sub Total(A)(2)		—	—	—	—	
Total Shareholding of Promoter and Promoter Group (A)	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
(B) Public Shareholding						
1 Institutions						
(a) Mutual Funds/ UTI	1,60,467	1.68%	1,60,467	1.09%	1,60,467	0.97%
(b) Financial Institutions/ Banks		—	—	—	—	
(c) Central Government/ State Government(s)		—	—	—	—	
(d) Venture Capital Funds		—	—	—	—	
(e) Insurance Companies		—	—	—	—	
(f) Foreign Institutional Investors		—	—	—	—	
(g) Foreign Venture Capital Investors		—	—	—	—	
(h) Qualified Foreign Investor		—	—	—	—	
(i) Any Other (specify)		—	—	—	—	
Sub Total (B)(1)	1,60,467	1.68%	1,60,467	1.09%	1,60,467	0.97%

2. Non Institutions						
(a) Bodies Corporate	1,62,584	1.71%	26,37,584	17.97%	26,37,584	15.96%
(b) Individuals						
I Individual shareholders holding nominal share capital up to Rs 2 lakhs	26,11,667	27.39%	26,11,667	17.80%	26,11,667	15.80%
II Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	7,21,559	7.57%	22,71,559	15.48%	25,21,559	15.26%
(c) Any Other (specify)			3,00,000	2.04%	3,00,000	1.82%
(i) Non Residents Indians	1,70,605	1.79%	1,70,605	1.16%	1,70,605	1.03%
(ii) Clearing Members	3,858	0.04%	3,858	0.03%	3,858	0.02%
(iii) Others (Trust)						
Sub Total (B)(2)	36,70,273	38.50%	79,95,273	54.48%	82,45,273	19.90%
(B) Total Public Shareholding	38,30,740	40.18%	81,55,740	55.58%	84,05,740	50.87%
TOTAL (A)+(B)	95,35,100	100%	1,46,75,100	100%	1,65,25,100	100%
(C) Shares held by Custodians and against which Depository Receipts have been issued						
1 Promoter and Promoter Group	—	—	—	—		
2 Public	—	—	—	—		
Total (C)	—	—	—	—		
GRAND TOTAL (A)+(B)+(C)	95,35,100	100%	1,46,75,100	100%	1,65,25,100	100%
<i>* As on December 2017</i>						
<i>** The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice (except Equity Shares to be issued on warrant conversion)</i>						
<i>*** The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice and on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of Warrants into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of Promoter Warrants into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.</i>						

5. Relevant Date:

The "Relevant Date" as per ICDR Regulations for determination of minimum price is January 29, 2018, being a date, which is 30 (Thirty) days prior to the date of Extra-Ordinary General Meeting.

6. Total number of Securities to be issued and Basis of Price:

43,25,000 Equity Shares.

7. Pricing of Preferential Issue:

The price of equity shares to be issued is fixed at Rs. 20 per equity share of Rs. 10/- each in accordance with the price determined in terms of Regulation 76A of the ICDR Regulations.

8. Basis on which the price as been arrived at:

The equity shares of the Company are listed on BSE Limited. The equity shares of the Company are not frequently traded in accordance with Regulation 71A of the ICDR Regulation In terms of the ICDR Regulations, the equity shares shall be allotted at a price to be determined by the issuer after taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation.

Since, the networth of the Company is less than paid-up equity capital and that the Company have made losses from operations for the period ending September 30, 2017, the price have been determined in accordance with the higher of NAV, comparable trading multiples and weekly high and low of the Volume Weighted Average Prices of the equity shares of the Company quoted on the stock exchange during the 2 weeks preceding the Relevant Date.

Since, the equity shares of the Company have been listed on the recognized stock exchange for a period of more that 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

9. Class or classes of persons to whom allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees, being non-promoter.

10. No. of persons to whom allotment on preferential basis has already been mad during the year, in terms of no. of securities as well as price:

During the year no, preferential allotment has been made.

11. Particulars of proposed allottees and identity of natural person who are he ultimate beneficial owner of Equity Shares proposed to be allotted and/r who ultimately control the proposed allottee, the percentage of the post preferential issue by them and the changes in control, if any, in the issuer consequent to the preferential issue:

Name, address and PAN of the proposed Allottees	Natural person who are the Ultimate Beneficial Owner/ who control the Proposed Allottees	Pre-Issue % shareholding		Post Issue % shareholding		Change in Control if any, in the Issuer consequent to Preferential Issue
		No. of Shares	%	No. of Shares	%	
1. Shreeratan Bagry PAN: AABPB6618E A/402, KENT RESIDENCY, CHANDAVERKAR ROAD, EKSAR EXTENSION, BORIVALI (WEST), MUMBAI	Not Applicable	Nil		3,00,000	1.82%	Not Applicable
2. Tathastu Advisors LLP PAN : AAJFT1188R CROWN-B/203 Vasanth Morvel Complex, Western Express Highway, Borivali (East)	Madhurai Kela - 80% V.G.Sidhartha - 5% Pallavi Dhoot - 10% Girish Dhoot - 5%	NIL		24,75,000	14.98%	Not Applicable
3. Amit Mafatlal Shah PAN: ABIPS0914N 99/103, TAMBA KANTA, BHAGWAN BHUWAN, MUMBAI – 400003	Not Applicable	NIL		1,25,000	0.76%	Not Applicable
4. Meenakshi Kothari PAN: ADIPK8705B 1404 A wing, Naman Mid Town, Near Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400013	Not Applicable	NIL		3,75,000	2.27%	Not Applicable
5. Sidhant Khanna PAN: BDYPK5000J Nariman Building Flat No 9, 162, Maharshi Karve Road, Cooperage, Mumbai – 400021	Not Applicable	NIL		5,00,000	3.03%	Not Applicable
6. Naresh Jalan PAN: ACUPJ125 2F72, Shakeshpore Sarani, Ramkrishna Chambers, KOLKATTA – 17	Not Applicable	NIL		5,00,000	3.03%	Not Applicable
7. Sivana Investech PAN: ADDFSO986R ADDFSO986R 490c, 2nd Floor Road No.10, Jubilee Hills HYDERABAD - 500 033	Vemulapalli Raghu Vemulapalli Purna K.P.V. Anjani Kumar (Equally)	NIL		3,00,000	1.82%	Not Applicable

***On a fully diluted basis and assuming full conversion of the Warrants and Promoter Warrants.*

11. Auditor Certificate:

A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of Equity Shares is being made in accordance with the SEBI ICDR Regulations shall be placed before the shareholders at the EGM and will also be open for inspection by the members at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Saturday and Sunday, up to the date of the EGM.

12. Lock-in:

- i) The Equity Shares allotted shall be subject to lock-in as per the SEBI ICDR Regulation.
- ii) The entire pre-preferential shareholding of the above allottee, if any, shall be locked-in from the Relevant Date up to the period of 6 months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

13. Terms of Issue of the Equity Shares, if any

The Equity Shares allotted in terms of this resolutions shall rank pari passu with the existing equity shares of the Company in all respects.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable

- 15.** The Board at its meeting held on January 29, 2018 has approved the issue and allotment of Equity Shares on preferential basis in the manner stated here in above to the Investors, subject to the approval of members and other approvals, as may be required.

- 16.** Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of SEBI ICDR Regulations, the above preferential issue requires the approval of shareholders by way of Special Resolution. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

ITEM NO 3

The Company is engaged in the business of manufacturing of auto components. Recently, the Company have seen increase in its business. The Company believes that this momentum would result in higher sales volume and better profit margins. Further, the Nickel Silica ("NI-SIC") plated cylinder blocks developed by the Company have met with the quality standard of the OEM and have received R&D Trial Order from an Indian two-wheeler Company. The Company believes that the NI-SIC plated cylinder blocks have huge growth potential considering the change in the emission norms and the fuel efficiency these blocks have over traditional cylinder blocks. Accordingly, the Company would require capital to increase its manufacturing capability to meet the demand growth. The Company is considering various options to raise capital including by way of issue of equity shares and/or convertible securities. Accordingly, the Board of Directors of the Company passed necessary resolution on January 29, 2018.

The Board of Directors of the Company ("**Board**") in its meeting held on January 29, 2018 approved issuance of 8,15,000 equity shares having face value of Rs. 10 (Rupees Ten) each at a price per equity shares equal to Rs. 20 to Sri P. Madhu Pratap & Sri P. Ravichandra jointly, being the promoter of the Company.

As per section 42 and 62 of the Companies Act, 2011, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rule, 2014 (collectively, the "**CA 2013**") and Regulation 72 and other applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), a listed issuer may make a preferential issue of specified securities, if a special resolution has been passed by its shareholders. Accordingly, the approval of the members of the Company is being sought, by way of a Special Resolution, to offer and issue, fully paid-up equity shares, by way of private placement and preferential allotment to the Investor.

1. The object of the issue through preferential offer:

The proceeds shall be utilized to increase the existing manufacturing capacity and capability, working capital and general corporate purposes. Therefore, the Company has proposed to issue of shares on a preferential basis to selected persons/entities to meets its capital requirements in the due course.

2. The proposal of the promoters, Directors or Key Managerial Personnel's of the Issuer to subscribe to the offer: The Promoter would subscribe to 8,15,000 equity shares of Rs. 10/- each fully paid-up at a premium of Rs. 10/- each.

3. The proposed time within which the preferential issue shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid within a period of 15 days from the date of passing of resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval, as the case may be.

4. Shareholding Pattern before Issue and After the Issue:

Category of Shareholders	Pre Preferential Allotment *		Post Preferential Allotment **		Post Preferential Allotment ***	
	No of Shares	% of shareholding	No of Shares	% of shareholding	No of Shares	% of shareholding
Promoter and Promoter						
(A) Group						
1 Indian						
(a) Individuals/ Hindu Undivided Family	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
(b) Bodies Corporate	—	—	—	—	—	—
Sub Total(A)(1)	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
2 Foreign						
a Individuals (Non Residents Individuals/ Foreign Individuals)		—	—	—	—	—
b Bodies Corporate		—	—	—	—	—
Sub Total(A)(2)		—	—	—	—	—
Total Shareholding of						
Promoter and Promoter	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
Group (A)						
(B) Public Shareholding						
1 Institutions						
(a) Mutual Funds/ UTI	1,60,467	1.68%	1,60,467	1.09%	1,60,467	0.97%
(b) Financial Institutions / Banks		—	—	—	—	—
(c) Central Government/ State Government(s)		—	—	—	—	—
(d) Venture Capital Funds		—	—	—	—	—

(e) Insurance Companies		—	—	—	—	
(f) Foreign Institutional Investors		—	—	—	—	
(g) Foreign Venture Capital Investors		—	—	—	—	
(h) Qualified Foreign Investor		—	—	—	—	
(i) Any Other (specify)		—	—	—	—	
Sub Total (B)(1)	1,60,467	1.68%	1,60,467	1.09%	1,60,467	0.97%
2. Non Institutions						
(a) Bodies Corporate	1,62,584	1.71%	26,37,584	17.97%	26,37,584	15.96%
(b) Individuals						
I Individual shareholders holding nominal share capital up to Rs 2 lakhs	26,11,667	27.39%	26,11,667	17.80%	26,11,667	15.80%
II Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	7,21,559	7.57%	22,71,559	15.48%	25,21,559	15.26%
(c) Any Other (specify)			3,00,000	2.04%	3,00,000	1.82%
(i) Non Residents Indians	1,70,605	1.79%	1,70,605	1.16%	1,70,605	1.03%
(ii) Clearing Members	3,858	0.04%	3,858	0.03%	3,858	0.02%
(iii) Others (Trust)						
Sub Total (B)(2)	36,70,273	38.50%	79,95,273	54.48%	82,45,273	19.90%
(B) Total Public Shareholding	38,30,740	40.18%	81,55,740	55.58%	84,05,740	50.87%
TOTAL (A)+(B)	95,35,100	100%	1,46,75,100	100%	1,65,25,100	100%
(C) Shares held by Custodians and against which Depository Receipts have been issued						
1 Promoter and Promoter Group	—	—	—	—		
2 Public	—	—	—	—		
Total (C)	—	—	—	—		
GRAND TOTAL (A)+(B)+(C)	95,35,100	100%	1,46,75,100	100%	1,65,25,100	100%

* As on December 2017

** The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice (except Equity Shares to be issued on warrant conversion)

*** The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice and on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of Warrants into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of Promoter Warrants into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.

5. Total number of Securities to be issued and Basis of Price:

8,15,000 equity shares

6. Relevant Date:

The "Relevant Date" as per ICDR Regulations for determination of minimum price is January 29, 2018, being a date, which is 30 (Thirty) days prior to the date of Extra-Ordinary General Meeting.

7. Pricing of Preferential Issue:

The price of equity shares to be issued is fixed at Rs. 20 per equity share of Rs. 10/- each in accordance with the price determined in terms of Regulation 76A of the ICDR Regulations.

8. Basis on which the price has been arrived at:

The equity shares of the Company are listed on BSE Limited. The equity shares of the Company are not frequently traded in accordance with Regulation 71A of the ICDR Regulation.

In terms of the ICDR Regulations, the equity shares shall be allotted at a price to be determined by the issuer after taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation.

Since, the networth of the Company is less than paid-up capital and that the Company have made losses from operations for the period ending September 30, 2017, the price have been determined in accordance with the higher NAV, comparable trading multiples and weekly high and low of the Volume Weighted Average Prices of the equity shares of the Company quoted on the

stock exchange during the 2 weeks preceding the Relevant Date

Since, the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

9. Class or classes of persons to whom allotment is proposed to be made:

The allotment is proposed to be made to the Promoter/Promoter Group.

10. No. of persons to whom allotment on preferential basis has already been mad during the year, in terms of no. of securities as well as price:

During the year no, preferential allotment has been made, except as provided in this resolution.

11. Particulars of proposed allottees and identity of natural person who are the ultimate beneficial owner of Equity Shares proposed to be allotted and/ or who ultimately control the proposed allottee, the percentage of the post preferential issue capital that may be held by them and the changes in control, if any, in the issuer consequent to the preferential issue:

Name, address and PAN of the proposed Allottees	Natural person who are the Ultimate Beneficial Owner/who control the Proposed Allottees	Pre-Issue % shareholding		Post Issue % shareholding		Change in Control if any, in the Issuer consequent to Preferential Issue
		No. of Shares	%	No. of Shares	%	
1. Sri P. Madhu Pratap & Sri P. Ravichandra PAN: AENPP0018C 18-3-62/29, New No. 30 Shanthi Nagar, Khadi Colony PIN - 517 501	Not Applicable	Nil		1885000	11.41%	The allottee forms part of the Promoter/ Promoter Group, hence no change

*Presently Sri P. Madhu Pratap and Sri P. Ravichandra holds shares in their individual capacity.

**On a fully diluted basis and assuming full conversion of the Warrants and Promoter Warrants.

12. Auditor Certificate:

A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of Warrants is being made in accordance with the SEBI ICDR Regulations shall be placed before the shareholders at the EGM and will also be open for inspection by the members at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Saturday and Sunday, up to the date of the EGM.

13. Lock-in:

- i) The Equity Shares allotted shall be subject to lock-in as per SEBI ICDR Regulations
- ii) The entire pre-preferential shareholding of the above allottee, if any, shall be locked-in from the Relevant Date up to the period of 6 months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

14. Terms of Issue of the Equity Shares, if any

The Equity Shares allotted in terms of this resolutions shall rank pari passu with the then existing equity shares of the Company in all respects.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable

16. The Board at its meeting held on January 29, 2018 has approved the issue and allotment of Equity share on preferential basis in the manner stated here in above to the equity share Holders, subject to the approval of members and other approvals, as may be required.

17. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of SEBI ICDR Regulations, the above preferential issue requires the approval of shareholders by way of Special Resolution. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

ITEM NO 4

The Company is engaged in the business of manufacturing of auto components. Recently, the Company have seen increase in its sales. The Company believes that this momentum would result in higher sales volume and better profit margins. Further, the Nickel Silica ("NI-SIC") plated cylinder blocks developed by the Company have met with the quality standard of the OEM and have received R&D Trial Order from an Indian two-wheeler Company. The Company believes that the NI-SIC plated cylinder blocks have huge growth potential considering the change in the emission norms and the fuel efficiency these blocks have over traditional cylinder blocks. Accordingly, the Company would require capital to increase its manufacturing capability to meet the demand growth. The Company is considering various options to raise capital including by way of issue of equity shares and/or convertible securities. Accordingly, the Board of Directors of the Company passed necessary resolution on January 29, 2018.

The Board of Directors of the Company ("**Board**") in its meeting held on January 29, 2018 approved issuance of 2,50,000 Warrants having face value of Rs. 20 (Rupees Twenty) each at par, by way of private placement and preferential allotment to Mr. Shreeratan Bagry

As per section 42 and 62 of the Companies Act, 201, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rule, 2014 (collectively, the "**CA 2013**") and Regulation 72 and other applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), a listed issuer may make a preferential issue of specified securities, if a special resolution has been passed by its shareholders. Accordingly, the approval of the members of the Company is being sought, by way of a Special Resolution, to offer and issue, fully paid-up equity shares, by way of private placement and preferential allotment to the Investor.

The relevant details / disclosures of the proposed issue are given below:

1. The Warrants shall be issued for consideration payable in cash.
2. 25% of the total amount payable for preferential issue of Warrants shall be received by the Company prior to the allotments.
3. The Warrants shall be exercised within a period of 18 months from the date of their allotment, in one or more tranches.
4. At the time of exercise, the Warrant Holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants so being exercised.

5. The Warrants issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 78 and 79 of the ICDR Regulations. However, subject to the aforesaid lock-in, the Equity Shares, upon conversion of Warrants, shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.
6. The Equity Shares, allotted pursuant to conversion of Warrants, shall rank pari passu inter se and with the then existing equity shares of the Company in all respects, including in relation to right to dividend.
7. The Investors, Warrant Holder and the Promoter/Promoter Group have not sold any Equity Shares during the six months preceding the Relevant Date.

The disclosures prescribed under Regulation 73 of the ICDR Regulations in respect of the Resolution proposed at Item No. 4 are as follows:

1. The object of the issue through preferential offer:

The proceeds shall be utilized to increase the existing manufacturing capacity and capability, working capital and general corporate purposes. Therefore, the Company has proposed to issue of shares on a preferential basis to selected persons/entities to meet its capital requirements in the due course.

2. The proposal of the promoters, Directors or Key Managerial Personnel's of the Issuer to subscribe to the offer: Except as provided in other resolutions forming part of this notice, none of the Promoters, directors or key managerial personnel are subscribing to the offer.

3. The proposed time within which the preferential issue shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Warrants as aforesaid within a period of 15 days from the date of passing of resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval, as the case may be.

4. Shareholding Pattern before Issue and After the Issue:

Category of Shareholders	Pre Preferential Allotment *		Post Preferential Allotment **		Post Preferential Allotment ***	
	No of Shares	% of shareholding	No of Shares	% of shareholding	No of Shares	% of shareholding
Promoter and Promoter						
(A) Group						
1 Indian						
(a) Individuals/ Hindu Undivided Family	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
(b) Bodies Corporate	—	—				
Sub Total(A)(1)	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
2 Foreign						
a Individuals (Non Residents Individuals/ Foreign Individuals)		—	—	—	—	
b Bodies Corporate		—	—	—	—	
Sub Total(A)(2)		—	—	—	—	
Total Shareholding of						
Promoter and Promoter	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
Group (A)						
(B) Public Shareholding						
1 Institutions						
(a) Mutual Funds/ UTI	1,60,467	1.68%	1,60,467	1.09%	1,60,467	0.97%
(b) Financial Institutions / Banks		—	—	—	—	
(c) Central Government/ State Government(s)		—	—	—	—	
(d) Venture Capital Funds		—	—	—	—	
(e) Insurance Companies		—	—	—	—	
(f) Foreign Institutional Investors		—	—	—	—	
(g) Foreign Venture Capital Investors		—	—	—	—	
(h) Qualified Foreign Investor		—	—	—	—	
(i) Any Other (specify)		—	—	—	—	
Sub Total (B)(1)	1,60,467	1.68%	1,60,467	1.09%	1,60,467	0.97%

2. Non Institutions						
(a) Bodies Corporate	1,62,584	1.71%	26,37,584	17.97%	26,37,584	15.96%
(b) Individuals						
I Individual shareholders holding nominal share capital up to Rs 2 lakhs	26,11,667	27.39%	26,11,667	17.80%	26,11,667	15.80%
II Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	7,21,559	7.57%	22,71,559	15.48%	25,21,559	15.26%
(c) Any Other (specify)			3,00,000	2.04%	3,00,000	1.82%
(i) Non Residents Indians	1,70,605	1.79%	1,70,605	1.16%	1,70,605	1.03%
(ii) Clearing Members	3,858	0.04%	3,858	0.03%	3,858	0.02%
(iii) Others (Trust)						
Sub Total (B)(2)	36,70,273	38.50%	79,95,273	54.48%	82,45,273	19.90%
(B) Total Public Shareholding	38,30,740	40.18%	81,55,740	55.58%	84,05,740	50.87%
TOTAL (A)+(B)	95,35,100	100%	1,46,75,100	100%	1,65,25,100	100%
(C) Shares held by Custodians and against which Depository Receipts have been issued						
1 Promoter and Promoter Group	—	—	—	—		
2 Public	—	—	—	—		
Total (C)	—	—	—	—		
GRAND TOTAL (A)+(B)+(C)	95,35,100	100%	1,46,75,100	100%	1,65,25,100	100%
<p><i>* As on December 2017</i></p> <p><i>** The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice (except Equity Shares to be issued on warrant conversion)</i></p> <p><i>*** The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice and on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of Warrants into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of Promoter Warrants into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.</i></p>						

5. Total number of Securities to be issued and Basis of Price:

2,50,000 Warrants to be converted into equal number of Equity Shares of Rs. 10/- each.

6. Relevant Date:

The "Relevant Date" as per ICDR Regulations for determination of minimum price is January 29, 2018, being a date, which is 30 (Thirty) days prior to the date of Extra-Ordinary General Meeting.

7. Pricing of Preferential Issue:

The price of Warrants to be issued is fixed at Rs. 20 per Warrants convertible into equal number of equity share of Rs. 10/- each at a premium of Rs. 10/- per share in accordance with the price determined in terms of Regulation 76A of the ICDR Regulations.

8. Basis on which the price has been arrived at:

The equity shares of the Company are listed on BSE Limited. The equity shares of the Company are not frequently traded in accordance with Regulation 71A of the ICDR Regulation. In terms of the ICDR Regulations, the equity shares shall be allotted at a price to be determined by the issuer after taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation. Since, the networth of the Company is less than paid-up capital and that the Company have made losses from operations for the period ending September 30, 2017, the price have been determined in accordance with the higher of NAV, comparable trading multiples and weekly high and low of the Volume Weighted Average Prices of the equity shares of the Company quoted on the stock exchange during the 2 weeks preceding the Relevant Date.

Since, the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

9. Class or classes of persons to whom allotment is proposed to be made:

The allotment is proposed to be made to Non-Promoter individual.

10. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of no. of securities as well as price:

During the year no, preferential allotment has been made, except as provided in this resolution.

11. Particulars of proposed allottees and identity of natural person who are the ultimate beneficial owner of Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of the post preferential issue capital that may be held by them and the changes in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name, address and PAN of the proposed Allottees*	Natural person who are the Ultimate Beneficial Owner/ who control the Proposed Allottees	Pre-Issue % shareholding		Post-Issue % shareholding		Change in Control if any, in the Issuer consequent to Preferential Issue
			No. of Shares	%	No. of Shares	%	
1.	Shreeratan Bagry PAN: AABPB6618E A/402, KENT RESIDENCY, CHANDAVERKAR ROAD, EKSAR EXTENSION, BORIVALI (WEST), MUMBAI	Not Applicable	Nil		3,00,000	1.82%	Not Applicable

****On a fully diluted basis and assuming 100% conversion of warrants**

12. Auditor Certificate:

A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of Warrants is being made in accordance with the SEBI ICDR Regulations shall be placed before the shareholders at the EGM and will also be open for inspection by the members at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Saturday and Sunday, up to the date of the EGM.

13. Lock-in:

- i) The Warrants and the Equity Shares, allotted upon conversion of the Warrants, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations.
- ii) The entire pre-preferential shareholding of the above allottee, if any, shall be locked-in from the Relevant Date up to the period of 6 months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

14. Terms of Issue of the Equity Shares, if any

The Equity Shares allotted pursuant to conversion of Warrants in terms of this resolutions shall rank pari passu with the then existing equity shares of the Company in all respects.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable

16. The Board at its meeting held on January 29, 2018 has approved the issue and allotment of Warrants on preferential basis in the manner stated here in above to the Warrant Holders, subject to the approval of members and other approvals, as may be required.

17. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of SEBI ICDR Regulations, the above preferential issue requires the approval of shareholders by way of Special Resolution. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

ITEM NO 5

The Company is engaged in the business of manufacturing of auto components. Recently, the Company have seen increase in its business. The Company believes that this momentum would result in higher sales volume and better profit margins. Further, the Nickel Silica ("NI-SIC") plated cylinder blocks developed by the Company have met with the quality standard of the OEM and have received R&D Trial Order from an Indian two-wheeler Company. The Company believes that the NI-SIC plated cylinder blocks have huge growth potential considering the change in the emission norms and the fuel efficiency these blocks have over traditional cylinder blocks. Accordingly, the Company would require capital to increase its

manufacturing capability to meet the demand growth. The Company is considering various options to raise capital including by way of issue of equity shares and/or convertible securities. Accordingly, the Board of Directors of the Company passed necessary resolution on January 29, 2018.

The Board of Directors of the Company ("**Board**") in its meeting held on January 29, 2018 approved issuance of 16,00,000 promoter warrants having face value of Rs. 20 (Rupees Twenty) each at par, by way of private placement and preferential allotment to promoter/promoter Group ("Promoter Warrants") as under:

As per section 42 and 62 of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rule, 2014 (collectively, the "**CA 2013**") and Regulation 72 and other applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), a listed issuer may make a preferential issue of specified securities, if a special resolution has been passed by its shareholders. Accordingly, the approval of the members of the Company is being sought, by way of a Special Resolution, to offer and issue, Promoter Warrants, by way of private placement and preferential allotment to the Promoter / Promoter Group.

The relevant details / disclosures of the proposed issue are given below:

8. The Promoter Warrants shall be issued for consideration payable in cash and against the outstanding unsecured loans as on the date of allotment.
9. 25% of the total amount payable for preferential issue of Promoter Warrants shall be received by the Company prior to the allotments and would adjusted against the outstanding loan amount.
10. The Promoter Warrants shall be exercised within a period of 18 months from the date of their allotment, in one or more tranches.
11. At the time of exercise, the Promoter Warrant Holder(s) shall pay the balance 75% of the consideration payable in respect of the Promoter Warrants so being exercised.
12. The Promoter Warrants issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 78 and 79 of the ICDR Regulations. However,

subject to the aforesaid lock-in, the Equity Shares, upon conversion of Promoter Warrants, shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.

13. The Equity Shares, allotted pursuant to conversion of Promoter Warrants, shall rank pari passu inter se and with the then existing equity shares of the Company in all respects, including in relation to right to dividend.
14. The Investors, Warrant Holder and the Promoter/Promoter Group have not sold any Equity Shares during the six months preceding the Relevant Date.

The disclosures prescribed under Regulation 73 of the ICDR Regulations in respect of the Resolution proposed at Item No. 5 are as follows:

1. The object of the issue through preferential offer:

The proceeds shall be utilized to increase the existing manufacturing capacity and capability, working capital and general corporate purposes. Therefore, the Company has proposed to issue of shares on a preferential basis to selected persons/entities to meet its capital requirements in the due course.

- 2. The proposal of the promoters, Directors or Key Managerial Personnel's of the Issuer to subscribe to the offer:** The Promoter would subscribe to equity shares and warrants as provided in this notice.

3. The proposed time within which the preferential issue shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Promoter Warrants as aforesaid within a period of 15 days from the date of passing of resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval, as the case may be.

4. Shareholding Pattern before Issue and After the Issue:

Category of Shareholders	Pre Preferential Allotment *		Post Preferential Allotment **		Post Preferential Allotment ***	
	No of Shares	% of shareholding	No of Shares	% of shareholding	No of Shares	% of shareholding
Promoter and Promoter						
(A) Group						
1 Indian						
(a) Individuals/ Hindu Undivided Family	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
(b) Bodies Corporate	—	—				
Sub Total(A)(1)	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
2 Foreign						
a Individuals (Non Residents Individuals/ Foreign Individuals)		—	—	—	—	
b Bodies Corporate		—	—	—	—	
Sub Total(A)(2)		—	—	—	—	
Total Shareholding of Promoter and Promoter Group (A)	57,04,360	59.82%	65,19,360	44.42%	81,19,360	49.68%
(B) Public Shareholding						
1 Institutions						
(a) Mutual Funds/ UTI	1,60,467	1.68%	1,60,467	1.09%	1,60,467	0.97%
(b) Financial Institutions / Banks		—	—	—	—	
(c) Central Government/ State Government(s)		—	—	—	—	
(d) Venture Capital Funds		—	—	—	—	
(e) Insurance Companies		—	—	—	—	
(f) Foreign Institutional Investors		—	—	—	—	
(g) Foreign Venture Capital Investors		—	—	—	—	
(h) Qualified Foreign Investor		—	—	—	—	
(i) Any Other (specify)		—	—	—	—	
Sub Total (B)(1)	1,60,467	1.68%	1,60,467	1.09%	1,60,467	0.97%

2. Non Institutions						
(a) Bodies Corporate	1,62,584	1.71%	26,37,584	17.97%	26,37,584	15.96%
(b) Individuals						
I Individual shareholders holding nominal share capital up to Rs 2 lakhs	26,11,667	27.39%	26,11,667	17.80%	26,11,667	15.80%
II Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	7,21,559	7.57%	22,71,559	15.48%	25,21,559	15.26%
(c) Any Other (specify)			3,00,000	2.04%	3,00,000	1.82%
(i) Non Residents Indians	1,70,605	1.79%	1,70,605	1.16%	1,70,605	1.03%
(ii) Clearing Members	3,858	0.04%	3,858	0.03%	3,858	0.02%
(iii) Others (Trust)						
Sub Total (B)(2)	36,70,273	38.50%	79,95,273	54.48%	82,45,273	19.90%
(B) Total Public Shareholding	38,30,740	40.18%	81,55,740	55.58%	84,05,740	50.87%
TOTAL (A)+(B)	95,35,100	100%	1,46,75,100	100%	1,65,25,100	100%
(C) Shares held by Custodians and against which Depository Receipts have been issued						
1 Promoter and Promoter Group	—	—	—	—		
2 Public	—	—	—	—		
Total (C)	—	—	—	—		
GRAND TOTAL (A)+(B)+(C)	95,35,100	100%	1,46,75,100	100%	1,65,25,100	100%
<p><i>* As on December 2017</i></p> <p><i>** The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice (except Equity Shares to be issued on warrant conversion)</i></p> <p><i>*** The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice and on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of Warrants into Equity Shares (Resolution no. 4); and (ii) conversion of actual number of Promoter Warrants into Equity Shares (Resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.</i></p>						

5. Total number of Securities to be issued and Basis of Price:

16,00,000 Promoter Warrants to be converted into equal number of Equity Shares of Rs. 10/- each at a premium of Rs. 10/- per equity share.

6. Relevant Date:

The "Relevant Date" as per ICDR Regulations for determination of minimum price is January 29, 2018, being a date, which is 30 (Thirty) days prior to the date of Extra-Ordinary General Meeting.

7. Pricing of Preferential Issue:

The price of Promoter Warrants to be issued is fixed at Rs. 20 per Promoter Warrants convertible into equal number of equity share of Rs. 10/- each at a premium of Rs. 10/- per share in accordance with the price determined in terms of Regulation 76A of the ICDR Regulations.

Basis on which the price has been arrived at:

The equity shares of the Company are listed on BSE Limited. The equity shares of the Company are not frequently traded in accordance with Regulation 71A of the ICDR Regulation.

In terms of the ICDR Regulations, the equity shares shall be allotted at a price to be determined by the issuer after taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation.

Since, the networth of the Company is less than paid-up capital and that the Company have made losses from operations for the period ending September 30, 2017, the price have been determined in accordance with the higher of NAV, comparable trading multiples and weekly high and low of the Volume Weighted Average Prices of the equity shares of the Company quoted on the stock exchange during the 2 weeks preceding the Relevant Date.

Since, the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

8. Class or classes of persons to whom allotment is proposed to be made:

The allotment is proposed to be made to Promoter/Promoter Group.

9. No. of persons to whom allotment on preferential basis has already been mad during the year, in terms of no. of securities as well as price:

During the year no, preferential allotment has been made, expect as provided in this resolution.

10. Particulars of proposed allottees and identity of natural person who are the ultimate beneficial owner of Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of the post preferential issue capital that may be held by them and the changes in control, if any, in the issuer consequent to the preferential issue:

Sl. No.	Name, address and PAN of the proposed Allottees*	Natural person who are the Ultimate Beneficial Owner/who control the Proposed Allottees	Pre-Issue % shareholding*		Post-Issue % shareholding**		Change in Control if any, in the Issuer consequent to Preferential Issue
			No. of Shares	%	No. of Shares	%	
1.	Sri P. Veerananarayana PAN: ABZPP5336JD NO 18-3-62/29, New No. 30, Shanthi Nagar, Khadi Colony, Tirupati	Not Applicable	5,72,850	6.01%	922,850	5.58%	The allottee forms part of the Promoter/ Promoter Group
2.	Sri P. Madhu Pratap & Sri P. Ravichandra PAN: AENPP0018CD NO 18-3-62/29, New No. 30, Shanthi Nagar, Khadi Colony, Tirupati	Not Applicable	NIL		18,85,000	11.41%	
3.	Sri. P Sugunamma PAN: ABZPP5346GD NO 18-3-62/29, New No. 30, Shanthi Nagar, Khadi Colony, Tirupati	Not Applicable	23,78,680	24.95%	25,58,680	15.48%	

**Presently Sri P. Madhu Pratap and Sri P. Ravichandra holds shares in their individual capacity.*

***On a fully diluted basis and assuming 100% conversion of warrants*

11. Auditor Certificate:

A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of Promoter Warrants is being made in accordance with the SEBI ICDR Regulations shall be placed before the shareholders at the EGM and will also be open for inspection by the members at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Saturday and Sunday, up to the date of the EGM.

12. Lock-in:

i) The Promoter Warrants and the Equity Shares, allotted upon conversion of the Promoter Warrants, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations.

ii) The entire pre-preferential shareholding of the above allottee, if any, shall be locked-in from the Relevant Date up to the period of 6 months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

13. Terms of Issue of the Equity Shares, if any

The Equity Shares allotted pursuant to conversion of Promoter Warrants in terms of this resolutions shall rank pari passu with the then existing equity shares of the Company in all respects.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable

15. The Board at its meeting held on January 29, 2018 has approved the issue and allotment of Promoter Warrants on preferential basis in the manner stated here in above to the Promoter Warrant Holders, subject to the approval of members and other approvals, as may be required.

16. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of SEBI ICDR Regulations, the above preferential issue requires the approval of shareholders by way of Special Resolution. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

Registered Office:
**D4-D5, INDUSTRIAL ESTATE,
RENIGUNTA RAOD, TIRUPATI,
ANDHRA PRADESH -517506**

Place: Tirupati
Date : January 29, 2018

By order of the Board
FOR SIBAR AUTO PARTS LIMITED

Sri P. Veeramarayana
Chairman and Managing Director
DIN:00644259

SIBAR AUTO PARTS LIMITED

CIN: L34201AP1983PLC003817

**Registered Office: D4-D5, INDUSTRIAL ESTATE, RENIGUNTA RAOD,
TIRUPATI, ANDHRA PRADESH -517506**

Email:- sibarauto77@yahoo.com, website:- www.sibarauto.com

Tel:- +91 877 2274765 / 2274783, Fax:- +91 877 2271991

Please complete this attendance slip and hand it over at the entrance of the meeting hall

Registered Folio/ DP ID No. / Client ID No	
Name and Address of the Member(s)	
Joint Holder 1	
Joint Holder 2	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at D4-D5, Industrial Estate, Renigunta Road, Tirupati, Andhra Pradesh - 517506 on Wednesday, February 28, 2018

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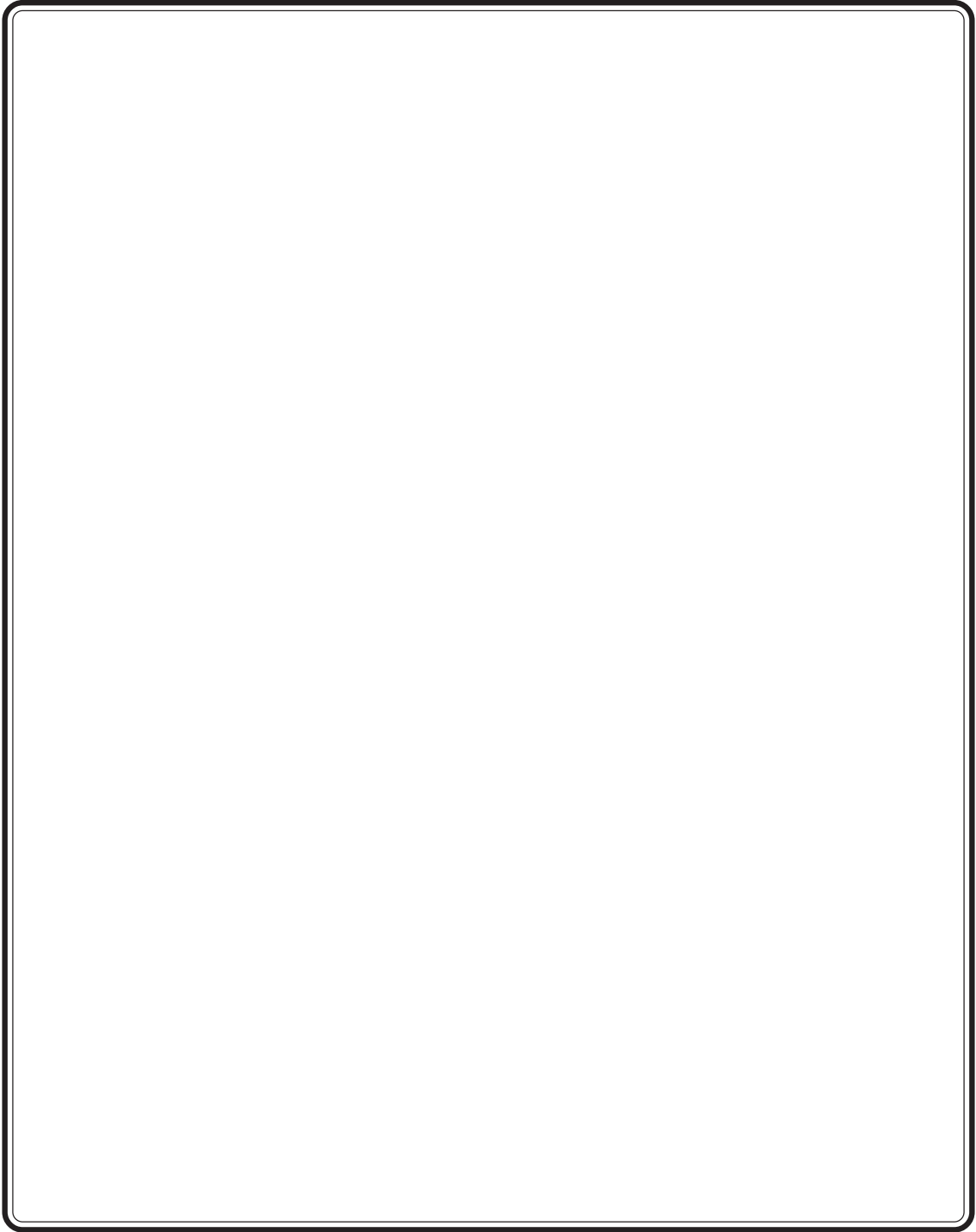
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Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.



**PROXY FORM
FORM MGT-11**

(Pursuant to section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration Rules, 2014)

SIBAR AUTO PARTS LIMITED

CIN: L34201AP1983PLC003817

Registered Office: D4-D5, INDUSTRIAL ESTATE, RENIGUNTA RAOD, TIRUPATI,
ANDHRA PRADESH -517506

Email:- sibarauto77@yahoo.com, website:- www.sibarauto.com

Tel:- +91 877 2274765 / 2274783, Fax:- +91 877 2271991

Name of the member(s)	
Registered address	
Email ID:	
Folio No /	
Client ID / DP ID:	

I/We, being the member (s) of Sibar Auto Parts Limited holding _____
shares of the Sibar Auto Parts Limited, hereby appoint:

1 Name		
Address		
Email Id		
Signature	Or failing him	
2 Name		
Address		
Email Id		
Signature	Or failing him	
3 Name		
Address		
Email Id		
Signature	Or failing him	

and whose signature are appended below, as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, February 28, 2018 at D4-D5, Industrial Estate, Renigunta Road, Tirupati, Andhra Pradesh - 517506 and at any adjournment thereof in respect of such resolutions as is indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
ORDINARY BUSINESS			
1	INCREASE OF AUTHORISED CAPITAL		
SPECIAL BUSINESS			
2.	PREFERENTIAL ISSUE OF EQUITY SHARES TO NON-PROMOTERS		
3.	ISSUE OF EQUITY SHARES TO THE PROMOTERS BY WAY OF CONVERSION OF UNSECURED LOAN OF RS. 1.63 CRORES.		
4.	ISSUANCE AND ALLOTMENT OF 2,50,000 WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS:		
5.	ISSUANCE AND ALLOTMENT OF 16,00,000 WARRANTS ON PREFERENTIAL BASIS TO PROMOTER/PROMOTER GROUP BY WAY OF CONVERSION OF UNSECURED LOAN:		

Signed this _____ day of _____ 2018

Signature of Member: _____

Signature of Proxy Holder(s) _____

Affix Revenue Stamp

NOTES:

- This Proxy Form in order to be effective should be completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Extra- Ordinary General Meeting.**
- A proxy need not be a member of the Company.
- A person cannot act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated

The remote e-voting period starts from 9.00 a.m. on Sunday, February 25, 2018 and ends at 5.00 p.m. on Tuesday, February 27, 2018. The remote e-voting module shall be disabled by CDSL for voting thereafter.