



# JMT AUTO LTD.

An Amtek Group Company

## EXTRACT OF THE RESOLUTIONS PASSED BY SHAREHOLDERS OF JMT AUTO LIMITED BY MEANS OF POSTAL BALLOT AND THE RESULTS DECLARED BY THE CHAIRMAN ON 25<sup>th</sup> MAY, 2015 AT 4.00 P.M.

---

Extracts of the Resolutions passed by the Shareholders by means of Postal Ballot the result of which was declared on 25th May, 2015 at 4.00 P.M. at the Registered Office of JMT AUTO Limited, at New Delhi.

The Postal Ballot was conducted pursuant to Section 110 of the Companies Act, 2013 on the Resolutions mentioned in the Postal Ballot Notice dated 20<sup>th</sup> April, 2015 for Sub-division of Equity Shares of the Company in the ratio 5:1 and the Resolutions passed by the Shareholders are as follows:-

### ITEM NO. 3

#### SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS.10/- EACH INTO 5 (FIVE) EQUITY SHARES OF RS. 2/- EACH

Passed with requisite majority as an **Ordinary Resolution**:-

“**RESOLVED** that pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), each Equity Share of the Company having a face value of Rs. 10/- each fully paid-up be sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- each fully paid-up.

**RESOLVED FURTHER** that on sub-division, 5 (Five) Equity Shares of face value of Rs. 2/- each be allotted in lieu of existing 1 (one) Equity Share of Rs.10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of Rs. 10/- each of the Company and shall be entitled to participate in full in dividends to be declared after the sub- divided Equity Shares are allotted.

**RESOLVED FURTHER** that on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in

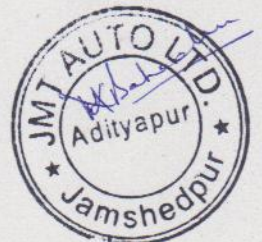
CIN : L42274DL1997PLC270939

#### Corporate Office & Works :

C-19-20, 7th Phase, Industrial Area,  
Adityapur, Jamshedpur-832 109, Jharkhand, India  
Phone : +91-657-6626379 / 6626333  
Fax : +91-657-2200749, E-mail : jmt.auto@amtek.com  
Website : www.jmtauto.com

#### Registered Office :

3 LSC, Pamposh Enclave  
Guru Nanak Market  
Opp. LSC Market  
New Delhi - 110048  
Phone : +91 9234602083





# JMT AUTO LTD.

An Amtek Group Company

lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialised form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER** that the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to make appropriate adjustments due to the sub-division of Equity Shares as aforesaid, to stock options which have been granted to employees of the Company under its Employee Stock Option Scheme pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and any amendments thereto from time to time, such that the exercise price for all employee stock options which are outstanding as on the Record Date (vested and unvested options including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of stock options which are available for grant and those already granted but not exercised as on Record Date shall be appropriately adjusted.

**RESOLVED FURTHER** that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

## ITEM NO. 4

### ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

Passed with requisite majority as an **Ordinary Resolution**:-

“**RESOLVED** that pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, and subject to such other approval(s) from the concerned Statutory Authority(ies), Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:-

**Clause V**:- “The Authorised Share Capital of the Company is Rs. 52,50,00,000 (Rupees Fifty-two Crores Fifty Lacs only) divided into 26,25,00,000 (Twenty-six Crores Twenty-five Lacs) Equity Shares of Rs.2/- each with the power to increase and reduce the Share Capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights and privileges or conditions including the power to create preference shares subject to the provision of Companies Act.

CIN : L42274DL1997PLC270939

#### Corporate Office & Works :

C-19-20, 7th Phase, Industrial Area,  
Adityapur, Jamshedpur-832 109, Jharkhand, India  
Phone : +91-657-6626379 / 6626333  
Fax : +91-657-2200749, E-mail : jmt.auto@amtek.com  
Website : www.jmtauto.com

#### Registered Office :

3 LSC, Pamposh Enclave  
Guru Nanak Market  
Opp. LSC Market  
New Delhi - 110048  
Phone : +91 9234602083





# JMT AUTO LTD.

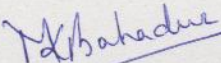
An Amtek Group Company

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) or the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

The above mentioned Resolutions were declared to have been passed with the requisite majority and the Shareholder's approval is deemed to have been obtained in EGM through Postal Ballot as on 25<sup>th</sup> May, 2015.

.....  
CERTIFIED TO BE TRUE

For JMT AUTO Limited

  
.....  
(Mona K Bahadur)  
Company-Secretary



CIN : L42274DL1997PLC270939

**Corporate Office & Works :**

C-19-20, 7th Phase, Industrial Area,  
Adityapur, Jamshedpur-832 109, Jharkhand, India  
Phone : +91-657-6626379 / 6626333  
Fax : +91-657-2200749, E-mail : [jmt.auto@amtek.com](mailto:jmt.auto@amtek.com)  
Website : [www.jmtauto.com](http://www.jmtauto.com)

**Registered Office :**

3 LSC, Pamposh Enclave  
Guru Nanak Market  
Opp. LSC Market  
New Delhi - 110048  
Phone : +91 9234602083