



**TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF G.S. AUTO INTERNATIONAL LIMITED IN THEIR MEETING HELD ON 15<sup>th</sup> APRIL, 2015 AT REGISTERED OFFICE, G.S. ESTATE, G.T. ROAD, LUDHIANA.**

"RESOLVED THAT pursuant to the provisions of Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions/ rules, if any, of the Companies Act, 2013 or any re-enactment thereof, any other law for the time being in force and subject to approval of members of the Company, the consent of Board of Directors of the Company, be and is hereby accorded to conduct the Postal Ballot to seek member's approval by a Special Resolution for the following items of business:

- a) To alter the Objects Clause of the Memorandum of Association of the Company.
- b) To consider to authorize the Board to give on lease the whole or a part of the undertaking(s) of the Company.

RESOLVED FURTHER THAT the draft notice along with Statement u/s 102 thereto (a copy of which duly initialed by the Chairman for the purpose of identification was placed before the Board) be and is hereby approved and this Notice alongwith Statement u/s 102, be issued to the Members by Mr. Jasbir Singh Ryait, Chairman.

RESOLVED FURTHER THAT M/s B.K. Gupta & Associates, Practising Company Secretary, who has given his consent to act as scrutinizer for a period not exceeding 90 (Ninety ) days from the date of appointment to conduct the postal ballot at such remuneration as may be determined by the Chairman of the Company.

RESOLVED FURTHER THAT M/s B.K. Gupta & Associates, Practising Company Secretary, be and is hereby authorized to do all such acts, deeds and things as may be necessary to conduct the process in fair and transparent manner and to submit their final report, ballot papers and other related papers and registers to the Chairman of the Company within the specified time period.

RESOLVED FURTHER THAT the following Calender of Events for implementing the proposal, be and is hereby approved and Mr. Jasbir Singh Ryait, Chairman and Ms. Amninder Kaur, Company Secretary be and are hereby severally authorized to alter/ modify/ amend the calendar of events, if thought necessary for implementing of the resolution.

1.	Date on which consent is given by the Scrutinizer	13.04.2015	Monday
2.	Date of Board Resolution authorizing Managing Director or any other Director and the Company Secretary who is responsible for the entire Postal Ballot process.	15.04.2015	Wednesday
3.	Date of appointment of Scrutinizer	15.04.2015	Wednesday
4.	Cut-off date of Shareholders' Notice	17.04.2015	Friday



# G.S. AUTO INTERNATIONAL LTD.



5.	Date of completion of dispatch of Notice.	27.04.2015	Monday
6.	Voting Start date	29.04.2015	Wednesday
7.	Publication of notice in the Newspaper.	29.04.2015	Wednesday
8.	Last date for receiving postal ballot forms by the Scrutinizer.	28.05.2015	Thursday
9.	Last date of submission of report by the Scrutinizer.	30.05.2015	Saturday
10.	Date of declaration of result by the Chairman/ Authorized Director.	01.06.2015	Monday
11.	Last date of signing of Minutes by the Chairman.	01.06.2015	Monday
12.	Date of returning the ballot papers, register and other related papers to the Chairman by the Scrutinizer.	02.06.2015	Tuesday
13.	Date of handing over the postal ballot forms to the Company Secretary.	02.06.2015	Tuesday

RESOLVED FURTHER THAT the notice may be given to every member of the Company and voting right of such members be reckoned as on cutoff date which will be April 17, 2015.

RESOLVED FURTHER THAT Mr. Jasbir Singh Ryait, Chairman, Mr. Surinder Singh Ryait, Managing Director and Ms. Amninder Kaur, Company Secretary, be and are hereby severally authorized for submission of the said notice to the Stock Exchange and for publication of an advertisement in the newspaper specifying the date of completion of dispatch of postal ballots and to do acts, deeds and things as may be required or deemed necessary to implement the said resolution.

RESOLVED FURTHER THAT Ms. Amninder Kaur, Company Secretary, be and is hereby authorized to retain custody of postal ballot forms and other records received from the Scrutinizer after the submission of his report on scrutiny to the Board of Directors.

RESOLVED FURTHER THAT Mr. Jasbir Singh Ryait, Chairman, failing him Mr. Surinder Singh Ryait, Managing Director, be and is hereby authorized to declare the results of the postal ballot process.

RESOLVED FURTHER THAT Mr. Jasbir Singh Ryait, Chairman, Mr. Surinder Singh Ryait, Managing Director and Ms. Amninder Kaur, Company Secretary, be made responsible for the entire postal ballot process and that above are hereby severally authorized to send Notices to all members, to file the Calender of Events, Resolution with Registrar of Companies and to do any other act, file any document, found incidental and necessary for implementing this resolution."

**Certified to be true copy**

For G.S. Auto International Ltd.

  
**Managing Director**

DIN : 00692792