



**EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
OF JMT AUTO LIMITED HELD AT DELHI ON 19<sup>th</sup> JULY, 2014 AT 2.00 P.M.**

Minutes of the proceedings held on 19th July, 2014 at 2.00 P.M. at Corporate Office of JMT AUTO Limited, at Delhi & Registered Office at Kolkata, relating to declaration of the result on the voting by Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 on the Ordinary & Special Resolutions as given under:

Present:

1. Mr. Sanjay Tiku - Chairman of the Board of Directors
2. Ms. Mona K Bahadur - Company Secretary of the Company
3. Ms. Iqneet Kaur - Scrutinizer for the Postal Ballot
4. Mr. Rajeev Raj - Member (representing the Promoters)

The Chairman stated that the Company had, on 18<sup>th</sup> June, 2014, completed the dispatch of Postal Ballot Notice dated 10.06.2014, to all the shareholders, under Section 110 of the Companies Act, 2013, for obtaining the consent of the shareholders to the following Resolutions by means of Postal Ballot:

**ITEM NO. 1**

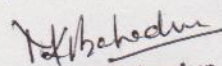
**INCREASE IN AUTHORIZED SHARE CAPITAL**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules issued in that behalf subject to such other rules framed thereunder as may be applicable the authorized share capital of the Company be and is hereby increased from Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- each to Rs. 52,50,00,000 (Rupees Fifty Two Crores Fifty Lacs only) divided into 5,25,00,000 (Five Crores Twenty-five Lacs) Equity Shares of Rs.10/- each by creation of additional 3,75,00,000 (Three Crores Seventy-five Lacs) Equity Shares of Rs.10/- each.

**RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

For JMT AUTO Limited

  
Mona K Bahadur  
Company Secretary

**Corporate Office :**

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

**Works :**

Unit - II & III  
C-19-20, 7th Phase, Industrial Area, Adityapur  
Jamshedpur-832 109, Jharkhand, India  
Phone : +91-657-6626379/6626333

## ITEM NO. 2

### AMENDMENT OF MEMORANDUM OF ASSOCIATION

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

**Clause V:-** “The Authorised Share Capital of the Company is Rs. 52,50,00,000 (Rupees Fifty Two Crores Fifty Lacs only) divided into 5,25,00,000 (Five Crores Twenty-five Lacs) Equity Shares of Rs.10/-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 attached thereto respectively such preferential rights and privileges or conditions including the power to create preference shares subject to the provision of Companies Act.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”

## ITEM NO. 3

### ISSUE OF BONUS SHARES

To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:-

**“RESOLVED THAT** in accordance with the Section 63 and other applicable provisions of the Companies Act, 2013, read with relevant rules thereof including any amendment or re-enactment thereof for the time being in force and as per the Articles of Association of the Company and also subject to the regulations/ guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent be and is hereby accorded to the Company for capitalization of a sum not exceeding Rs. 35,98,80,100/- (Rupees Thirty Five Crores Ninety Eight Lacs Eighty Thousand One Hundred Only) from the Securities Premium Account, General Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten each), credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the ‘Record Date’ determined by the Board or a Committee thereof for the purpose, in the proportion of 5 (Five) fully paid up Bonus Equity Shares of Rs. 10/- each for every 2 (Two) fully paid-up Equity Shares of Rs. 10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income;

**RESOLVED FURTHER THAT** no member shall be entitled to a fraction of a share and all fractional entitlements resulting from the issue of Bonus shares shall be aggregated into whole shares and the number of whole shares so arising shall be held by a trustee appointed by the Board of Directors of the Company (Trustee) who shall dispose of the said whole shares and the proceeds of sale of such whole shares shall be distributed proportionately among the members who would otherwise be entitled to fractional entitlements.”

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend that may be declared before the ‘Record Date’;

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

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The Chairman stated that it was mentioned in the said Notice dated 10.06.2014 that the shareholders had to cast their votes through physical postal ballots or through e-voting facility provided by the Company through CDSL by or before 18.07.2014 and that the Scrutinizer will submit his report to the Chairman after completion of the scrutiny.

The Chairman thereafter stated that the Scrutinizer, Ms. Iqneet Kaur had carried out the scrutiny of all the postal ballot forms and e-votes received up to the close of working hours on 18.07.2014 and that Ms. Iqneet Kaur had submitted her Report dated 19.07.2014 and that he as the Chairman had accepted the said Report.

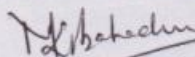
The Chairman then announced the following result of the Postal Ballot as per the Scrutinizer’s Report:

Total Postal Ballots Received – 26 – (3400 Shares)

Less: Invalid Postal Ballots – NIL

No. of Valid Postal Ballots – 26 – (3400 Shares)

**For JMT AUTO Limited**

  
**Mona K Bahadur**  
**Company Secretary**

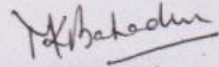
Total E-Voting options received - 3 – (10326165 Shares)

Total Invalid E-Voting options received - Nil

Resolution - 1		Ordinary Resolution	Increase of Authorised Capital from Rs. 15 Crores to Rs. 52.5 Crores, under Section 61(1) (a) of the Companies Act, 2013.		
Sr. No	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes	
(a)	1. Postal Ballot Forms with assent for the resolution.	26	3400	0.02%	
	2. E-voting Options with assent for the resolution.	2	10326065	71.73%	
	<b>Total (1+2)</b>	28	10329465	71.76%	
(b)	1. Postal Ballot Forms with dissent for the resolution	NIL	NIL	0%	
	2. E-voting Options with dissent for the resolution	1	100	0.001%	
	<b>Total (1+2)</b>	1	100	0.001%	
(c)	Postal Ballot Forms with not voted for/against the Resolution	NIL	NIL	0%	

Resolution - 2		Special Resolution	Altering the Authorised Capital Clause of the Memorandum & Articles of Association of the Company, under Section 13 & 61 of the Companies Act, 2013.		
Sr. No	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes	
(a)	1. Postal Ballot Forms with assent for the resolution.	25	3300	0.02%	
	2. E-voting Options with assent for the resolution.	2	10326065	71.73%	
	<b>Total (1+2)</b>	27	10329365	71.76%	
(b)	1. Postal Ballot Forms with dissent for the resolution.	1	100	0.001%	
	2. E-voting Options with dissent for the resolution	1	100	0.001%	
	<b>Total (1+2)</b>	2	200	0.001%	
(c)	Postal Ballot Forms with not voted for/against the Resolution	NIL	NIL	0%	

For JMT AUTO Limited

  
Mona K Bahadur  
Company Secretary

Resolution - 3		Ordinary Resolution	Issue of Bonus Shares in the ratio 5:2 (5 bonus shares for every 2 fully paid shares held as on record date, under Section 63 of the Companies Act, 2013.	
Sr. No	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Postal Ballot Forms with assent for the resolution.	26	3400	0.02%
	2. E-voting Options with assent for the resolution.	2	10326065	71.73%
	<b>Total (1+2)</b>	28	10329465	71.76%
(b)	1. Postal Ballot Forms with dissent for the resolution	NIL	NIL	0%
	2. E-voting Options with dissent for the resolution	1	100	0.001%
	<b>Total (1+2)</b>	1	100	0.001%
(c)	Postal Ballot Forms with not voted for/against the Resolution	NIL	NIL	0%

#### RESULT of the POSTAL BALLOT

Sl. No.	Description	Type of Resolution	Total No of Valid Votes cast	No. of Votes cast in favour of the Resolution	No. of Votes cast against the Resolution	%age of Votes cast in favour	%age of votes cast against	Result
(1)	Increase of Authorised Capital from Rs. 15 Crores to Rs. 52.5 Crores, under Section 61(1)(a) of the Companies Act, 2013.	Ordinary	29	10329465	100	99.99%	0.001%	Passed with Requisite Majority
(2)	Altering the Authorised Capital Clause of the Memorandum & Articles of Association of the Company, under Section 13 & 61 of the Companies Act, 2013.	Special	29	10329365	200	99.99%	0.001%	Passed with Requisite Majority
(3)	Issue of Bonus Shares in the ratio 5:2 (5 bonus shares for every 2 fully paid shares held as on record date, under Section 63 of the Companies Act, 2013.	Ordinary	29	10329465	100	99.99%	0.001%	Passed with Requisite Majority

For JMT AUTO Limited

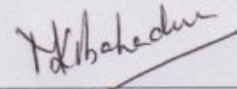
*Mona K Behadur*

Mona K Behadur  
Company Secretary

The Chairman thereafter stated that the Ordinary & Special Resolutions set out in the Notice dated 10.06.2014 were therefore duly approved by the requisite majority of the shareholders.

As given above all the Resolutions are 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 19<sup>th</sup> July, 2014.

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CERTIFIED TO BE TRUE



(Mona K Bahadur)

Company-Secretary



Place: Kolkata

Date: 19.07.2014