

MINUTES OF EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF GABRIEL INDIA LIMITED HELD ON MONDAY, JULY 02, 2012 AT 2.30 PM AT THE AUDITORIUM, 29TH MILESTONE, PUNE-NASHIK HIGHWAY, VILLAGE KURULI, TALUKA KHED, PUNE - 410501

PRESENT:-

MR. DEEPAK CHOPRA	-	CHAIRMAN
MR. H. R. PRASAD	-	DIRECTOR
MR. RAJEEV VASUDEVA	-	DIRECTOR
MR. MANOJ KOLHATKAR	-	MANAGING DIRECTOR

IN ATTENDANCE:-

MR. KAWAL JAGGI	-	SR. VICE PRESIDENT - FINANCE
MR. ANSHUL BHARGAVA	-	COMPANY SECRETARY

46 Nos. Members present in person.

Nil Nos. proxies represented Members.

1. CHAIRMAN:-

Mr. Deepak Chopra - Chairman, presided over the meeting.

Requisite quorum being present, the meeting commenced at 2.30 p.m.

2. AUTHORISATION U/S 187 OF THE COMPANIES ACT, 1956

The Chairman informed the members that the representations u/s 187 of the Companies Act, 1956 in respect of M/s. Kayaba Industry Company Limited holding 3968680 (5.53%) equity shares and M/s. Asia Investments Private Limited holding 35952734 (50.06%) equity shares were tabled and Statutory Books were available for inspection.

3. EXTRA ORDINARY GENERAL MEETING :-

Mr. Deepak Chopra – Chairman invited Mr. Manoj Kolhatkar – Managing Director, to give the presentation on the key milestones achieved by the Company during last 50 years.

Mr. Manoj Kolhatkar made a presentation which covered the following points :-

- Indian Economy
- Automotive Industry
- Auto Industry – production 2010-11 onwards
- Financial Results – *crossed 1000 Crores Sales*
- Company Performance
- Opportunities and Challenges
 - Industry Growth
 - Forecast of Passenger Vehicle Market
 - Applications & Valued Customers OE
 - OE Market Share
 - AM Market Shares
 - Goals for various Stakeholders

- Corporate Social Responsibility & Green Initiative

The Board and the Shareholders thanked the Managing Director for the informative presentation.

Mr. Deepak Chopra requested the shareholders to present their valuable inputs for improving the progress of the Company and their expectations.

The shareholders greeted the Board of Directors and congratulated them for completing the 50 years of the Company. They further thanked the Board for recommending the issue of Bonus Shares in the ration of 1:1. They requested the Chairman to convey their regards to Mr. Deep C Anand – Chairman Emeritus and request him on their behalf to attend the 50th Annual General Meeting of the Company.

They thanked the Chairman and the Company Secretary for the comfortable arrangements for the Extra Ordinary General Meeting. The Shareholders requested the Chairman to inform them about the number of employees in the Company, the record date for the issuance of bonus shares, whether the dividend percentage would be maintained or increased, the Capex plans of the Company. They further, requested the Board to plan a plant visit of the Shareholders at Parwanoo.

Mr. Deepak Chopra - Chairman informed that the current strength of employees of the Company is 3110 Nos, the record date for the issuance of Bonus Shares is July 13, 2012. He further informed the shareholders that the Company is supporting the "go green initiative" and requested shareholders to get themselves registered for receiving notices in electronic forms instead of physical forms. He further informed the shareholders that Capital expenditure plans of the Company would depend upon the market conditions and capacity requirements. He further promised the Shareholders to show a video of all the Plants of Gabriel at the ensuing 50th Annual General Meeting.

4. NOTICE OF MEETING

With the permission of the Members the Notice of the meeting was taken as read.

Mr. Deepak Chopra – Chairman informed the members that, The present Authorised Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) comprising of Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 14,00,00,000/- (Fourteen Crore Only) Equity shares of Re. 1/- (Rupee

One only) each and Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 1,00,000/- (One Lac only) Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One Hundred each). The Board of Directors in their meeting held on May 30, 2012, has subject to approval of the members, proposed to give 1 bonus share of Re. 1/- each for every 1 equity share of Re. 1/- each held by the equity shareholders of the Company. Accordingly, after Bonus, the paid up share capital of the Company would increase from Rs. 7,18,21,970/- to Rs. 14,36,43,940/-. The Current authorised share capital falls short to accommodate such increase in the paid up capital of the Company pursuant to allotment of bonus shares. As a result, the Board proposes to increase the authorized share Capital of the Company from Rs. 15,00,00,000 (Rs Fifteen Crore Only) to Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) by creation of 1 crore equity shares of Rs.1/- each, which will rank *pari-passu* in all respects with the existing Equity Shares of the Company and carry the same rights as the existing equity shares and shall be entitled to participate in full in any dividends to be declared for the financial year after these Bonus Shares are allotted . The proposed increase of Authorised Share Capital requires the approval of the Members in the Extra-Ordinary General Meeting.

Consequent upon the increase of the Share Capital of the Company, Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company will be required to be suitably altered so as to reflect the increase in the share capital of the Company.

The Board recommends the resolutions to be passed as Ordinary Resolution for item nos. 1 & 2 and special resolution for item no. 3.

The first three proposed resolutions mentioned in the Notice were put in motion, as mentioned below, as per the sequence.

3. ITEM NO. 1 RELATES TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

Mr. Maniar proposed the following resolution as an **ORDINARY RESOLUTION**



“RESOLVED THAT

(i) pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the provisions of Article 4 and other applicable provisions of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority(ies) and also subject to such terms, conditions, alterations, modifications, variations and changes as may be specified while according such approval which the Board of Directors of the Company (hereinafter “Board”), be and is hereby authorized to accept, if it thinks fit and proper, consent of the members is hereby accorded for the enhancement of the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 14,00,00,000 (Fourteen Crore Only) Equity Shares of Re. 1/- (Rupees One) each and 1,00,000 Redeemable Cumulative Preference shares of Rs. 100/- (Rupees Hundred) each to Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 15,00,00,000 (Fifteen Crore Only) Equity Shares of Re. 1/- (Rupees One) each and Rs.1,00,00,000/- (Rupees One Crore Only) divided into 1,00,000 (One Lac Only) Redeemable Cumulative Preference Shares of Rs.100/- (Rupees One Hundred each).

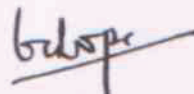
(ii) for the purpose of giving effect to the aforementioned resolution, the Board hereby authorized to do all such acts, deeds, matters and things whatsoever including setting any question, doubt, difficulties that may arise with regard to or in relation to above and to accept on behalf of the Company any conditions, modifications, changes, variations in this regard as prescribed by the Statutory Authorities and which Board in its discretion thinks fit and proper.”

Mr. Bharat Nigam seconded the Resolution

The resolution was put to vote by the Chairman by show of hands method, and he declared that the same was carried out unanimously

4. ITEM NO. 2 RELATES TO AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Mr. S. S. Jain proposed the following resolution as **ORDINARY RESOLUTION**



"RESOLVED THAT pursuant to the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, read with applicable provisions of the Articles of Association of the Company, First Para of the existing Clause V of the Memorandum of Association of the Company be substituted with the following:

"V. The Authorised Share Capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into Rs. 15,00,00,000 (Fifteen Crore Only) equity shares of Rs. 1/- (Rupees One each) and Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 1,00,000/- (One Lacs) Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees Hundred Each)"

Mr. S. K. Mahajan seconded the Resolution

The resolution was put to vote by the Chairman by show of hands method and he declared that the same was carried out unanimously

5. ITEM NO. 3 RELATES TO AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY.

Mrs. Shobhna Mehta proposed the following resolution as **SPECIAL RESOLUTION**

"RESOLVED THAT Article 3 of the Articles of Association of the Company be and is hereby altered by substituting the following as new Article 3:

"3. The Share Capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen Crores only) comprising of Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 15,00,00,000 (Fifteen Crores only) Equity Shares of Re. 1/- (Rupee One) each and Rs. 1,00,00,000 (Rupees One Crore Only) divided into 1,00,000 (One Lac) Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One Hundred Each). "

Mrs. Mascarenhas seconded the Resolution

The resolution was put to vote by the Chairman by show of hands method and he declared that the same was carried out unanimously.

6. ITEM NO. 4 RELATES TO ISSUANCE OF BONUS SHARES.

Mr. Deepak Chopra informed the members that, in order to bring the paid share up capital of the Company more in line with the Capital employed, the Board of Directors at its meeting held on May 30, 2012 have recommended, subject to the applicable provisions of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable provisions of the Companies Act, 1956 and other allied applicable regulations, for the Capitalization of Share Premium Account/General Reserves or such other eligible accounts in the Books of the Company, by way of issue of Bonus Shares in the proportion of 1 (One) new Equity Share of the Company of Re. 1/- each for every 1(One) existing Equity Share of the Company of Re. 1/- each held by the Members on a date to be fixed by the Board, thereby capitalizing a part of the Share Premium Account/General Reserves Account.

As per Article 166 of the Articles of Association of the Company, it is necessary for the Members to approve the issue of Bonus Shares. It is also necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities in connection with the issue of the Bonus Shares that may be prescribed by SEBI, the Stock Exchanges on which the Company's securities are listed and/ or any other regulatory authority.

In order to facilitate the Capitalization of Share Premium Account/ General Reserves or such other eligible accounts in the Books of the Company as set out in Resolution at Item No. 4 of the Notice, the Authorized Equity Share Capital of the Company is being increased from Rs.14,00,00,000/- (Rs Fourteen Crore Only) divided into 14,00,00,000 Nos. Equity Shares of Re.1/- each to Rs.15,00,00,000/- (Rs Fifteen Crore Only) divided into 15,00,00,000 Nos. Equity Shares of Re.1/- each as indicated in the Resolution at item No.1 of the Notice. Consequently, Clause V of the Memorandum of Association and Article 3 of the Articles of Association are proposed to be suitably altered.

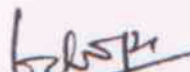
The Resolutions at Item Nos. 1, 2, 3 & 4 seek the approval of the members to increase the Authorized Share Capital, alter the Memorandum and Articles of Association and issue Bonus Shares on the terms and conditions set out in Resolutions at Item Bo. 1, 2, 3 & 4. The Board recommends the resolutions as set forth in Item Nos. 1, 2, 3 & 4 above for approval of the shareholders., The Directors of the Company may be deemed to be concerned or interested in the issue of Bonus Shares to the extent of their Shareholdings in the Company.

Mr. Batiwala proposed the following resolution as **ORDINARY RESOLUTION**

"RESOLVED THAT

Pursuant to Section 205(3) and all other applicable provisions of the Companies Act, 1956 and Article 166 of the Articles of Association of the Company and subject to the guidelines issued by the Securities and Exchange Board of India and such consents and approvals as may be required by the appropriate Authorities and also subject to such terms, conditions, alterations modifications, variations and changes as may be specified while according such approval which the Board of Directors of the Company (hereinafter "Board") be and is hereby authorized to accept, if it thinks fit and proper, the consent of the Company be and is hereby accorded to capitalize a sum of Rs. 7,18,21,970/- (Rupees Seven Crore Eighteen Lacs Twenty One Thousand Nine Hundred and Seventy Only) out of the balances lying in Securities Premium/ General Reserve Account or such other eligible accounts in the books of the Company, and the said sum be set free for distribution amongst the holders of the existing fully paid up equity shares of Re. 1/- each of the Company whose names shall appear in the Register of Members / Beneficial Owners position of the Company downloaded by the depositories as on a Record date to be decided by the Board of Directors, on a later date, by way of an increase in the Equity Share Capital of the Company held by each such member and not as income or in lieu of dividend, credited as 7,18,21,970 new fully paid up equity shares of Re. 1/- each as Bonus Shares in the proportion of 1(One) equity share of Re.1/- each for every 1 (One) equity share of Re.1/- each held by the member subject to the following terms and conditions:

- (i) The New Equity Shares of Rs.1/- each to be allotted as "Bonus Shares" shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends to be declared for the financial year in which these Bonus Shares are allotted.
- (ii) No Letter of Allotment shall be issued to the allottees of the Bonus Shares while the Share Certificates in respect of the Bonus Shares to the shareholders who hold their existing shares in physical form shall be issued and dispatched to the allottees thereof and the Bonus Shares will be



HELD AT _____ ON _____ TIME _____

credited to the demat accounts of the allottees who hold the existing equity shares in electronic form within the period prescribed in this behalf as per the applicable statutory provisions.

- (iii) The allotment of the fully paid Bonus Shares to the extent that they relate to non-resident members, Foreign Institutional Investors (FIIs) and other foreign investors of the Company, shall be subject to the approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, if necessary.
- (iv) For the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts and deeds and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the "Bonus Shares".

Mr. Mahesh Makhija seconded the Resolution

The resolution was put to vote by the Chairman by show of hands method and he declared that the same was carried out unanimously

THERE BEING NO OTHER BUSINESS, THE MEETING TERMINATED WITH A VOTE OF THANKS TO THE CHAIR. THE CHAIRMAN DECLARED THE MEETING CLOSED AND THANKED THE SHAREHOLDERS.


CHAIRMAN

Date : - July 2, 2012

Place :- Pune