



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ATUL AUTO LIMITED, WHICH WAS HELD ON TUESDAY, 12TH AUGUST, 2014 AT 11.00 A. M. AT REGISTERED OFFICE OF THE COMPANY AT NATIONAL HIGHWAY 8-B, NEAR MICROWAVE TOWERS, SHAPAR (VERAVAL), DIST. RAJKOT-360024 , GUJARAT:

Item No: 12 : Sub-division of equity shares of the Company

“RESOLVED THAT in accordance with provisions of Section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any amendments thereto or re-enactment thereof) and subject to provisions of the Companies Act, 1956, to the extent applicable, and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, including the BSE Ltd and National Stock Exchange of India Ltd and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any committee thereof), consent of the Members be and is hereby accorded for sub-dividing the equity shares of the Company, including the paid-up shares, such that each existing equity share of the Company of the face value of Rs.10/- (Rupees Ten) each be sub-divided into two equity shares of the face value of Rs.5/- (Rupee Five) each and consequently, the Authorized Share Capital of the Company of Rs.15,00,00,000 (Rupees Fifteen Crores only) would comprise of 3,00,00,000 (Three Crores) equity shares of Rs.5/- each.”

“RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the issued, subscribed and paid up equity shares of face value of Rs.10/- (Rupees Ten) each, shall stand sub-divided into equity shares of face value of Rs.5/- (Rupee Five) each, fully paid-up.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, Reserve Bank of India and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the subdivision of the equity shares as aforesaid or for any matters connected herewith or incidental hereto.”

<<<<CERTIFIED TRUE COPY>>>

For, ATUL AUTO LIMITED



Date: 12/08/2014

Place: Shapar (Dist.Rajkot)

(Mahendra J Patel)

Whole-time Director & CFO

(Niraj J Chandra)

Whole-time Director

ATUL AUTO LIMITED

(Corporate Identification Number: L54100GJ1986PLC16999)

Regd. Office & Factory: National Highway 8-B, Near Microwave Tower, Shapar (Veraval), Rajkot – 360024 (Gujarat)

Phone: 02827 666000 Fax: 02827 666029 Website: www.atulauto.co.in E-Mail: info@atulauto.co.in



Statement pursuant to Section 102 of the Companies Act, 2013

Item No: 12 :

Members are aware that the Company has made sustainable growth since last few years. Further, over a period of time the share price of the Company has shown an improvement reflecting the performance & strong fundamentals of the Company. The sub-division of equity shares has been proposed with a view to broad the investor base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the equity shares of the Company. The Board of Directors at its meeting held on June 26, 2014, recommended sub-division of each equity shares of the Company of face value of Rs.10/- each to face value of Rs.5/- each. As per the provisions of the Companies Act, 2013, approval of the Shareholder is required for subdivision of shares.

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

Your Directors recommend the above Resolution for your approval as a Special Resolution.

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For, ATUL AUTO LIMITED



Date: 12/08/2014

Place: Shapar (Dist.Rajkot)

(Mahendra J Patel)

Whole-time Director & CFO

(Niraj J Chandra)

Whole-time Director

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