



Jamna Auto Industries Ltd.

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 29, 2015

Sub: Approval of Stock Split and consequent to this Alteration in Authorised Share Capital of the Company

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with Articles of Association of the Company subject to the approval of Securities and Exchange Board of India (SEBI), National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE) and such other authorities, as may be necessary, approval of the members of the Company be and is hereby accorded for subdividing the Equity Shares of the Company, including the Paid up Shares, such that, each existing Equity Share of nominal value of Rs. 10/- each be sub-divided into 2 (Two) Equity Shares of nominal value of Rs. 5/- each, and consequently, the Authorized Share Capital of Rs. 673,865,000/- (Rupees Sixty Seven Crore Thirty Eight Lacs Sixty Five Thousand only) would comprise of 127,773,000 (Twelve Crore Seventy Seven Lacs Seventy Three Thousand) Equity Shares of Rs. 5/- each and 350,000 (Three Lacs Fifty Thousand) 12.5% Optionally Convertible Cumulative Preference Shares of Rs. 100/- each with effect from the 'Record date' to be determined by the Board for this purpose".

"RESOLVED FURTHER THAT Clause V of the Memorandum of Association and Article No. 5 of the Article of Association of the Company shall stand altered as:

"The Authorised Share Capital of the Company is Rs. 673,865,000/- (Rupees Sixty Seven Crore Thirty Eight Lacs Sixty Five Thousand only) divided into 127,773,000 (Twelve Crore Seventy Seven Lacs Seventy Three Thousand) Equity Shares of Rs. 5/- each and 350,000 (Three Lacs Fifty Thousand) 12.5% Optionally Convertible Cumulative Preference Shares of Rs. 100/- each with power to extinguish, subdivide, consolidate, increase or decrease and upon subdivision of the shares to apportion the right to participate in profits, in any manner and between the shares resulting from the subdivision and with power to the Board of Directors ("the Board") subject to the provisions of Article of Association to issue Equity Shares with or without voting rights and with the rights privileges and conditions attaching thereto as are provided by the Articles of Association of the Company with power to increase and reduce the capital of the Company and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Associations of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."



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YAMUNA NAGAR | MALANPUR | CHENNAI | JAMSHEDPUR | PANTNAGAR | HOSUR

“RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, each existing Paid-up Equity Share of the Company of the nominal value of Rs. 10/- each, as existing on the Record Date, shall stand sub-divided into 2 (Two) Equity Shares of nominal value of Rs. 5/- each fully paid-up, with effect from the Record Date.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do or cause to do all such acts, deeds, matters as may be necessary in the interest of the Company to give effect to this resolution, including but not limited to signing and execution of necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in this regard.”

For Jamna Auto Industries Limited



Praveen Lakhera

Company Secretary & Head Legal

M. No. A12507

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