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Sujana Towers Limited

COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 20TH JULY, 2013.

“RESOLVED THAT, pursuant to the provisions of Sections 13, 16, 94 (1) (b) and 97 and all other applicable provisions, if any, of the Companies Act, 1956, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and also subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority, (including SEBI and Stock Exchanges) 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 duly constituted and authorized Committee thereof), consent of the Members of the Company be and is hereby accorded to the Board to consolidate every 10 (Ten) existing equity shares of nominal face value of Re. 1/- (Rupee One only) each fully paid up into 1 (One) Equity Share of nominal face value of Rs. 10/- (Rupees Ten only) each fully paid-up.”

“RESOLVED FURTHER THAT pursuant to the consolidation of the equity shares of the Company, the issued, subscribed and paid up equity shares of face value of Re. 1/- (Rupee One) each, shall stand consolidated into equity shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up.”

“RESOLVED FURTHER THAT upon consolidation of 10 (Ten) Equity Shares of Re. 1/- (Rupee One only) each into 1 (One) Equity Share of Rs. 10/- (Rupees Ten only) each the Board shall not issue any fractional shares/certificates, however, the total number of Equity Shares constituting such fractions shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional equity shareholders and the details of such fractional equity shareholders will be provided to the Trustee so as to enable Trustee to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses.”

“RESOLVED FURTHER THAT pursuant to consolidation of the equity shares of the Company, consent of the Members be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

The existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

“The Authorised Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 7,90,00,000 (Seven Crores Ninety Lakhs only) Equity Shares of Rs.10/- (Rupee Ten only) each and 21,00,000 (Twenty One Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each.”

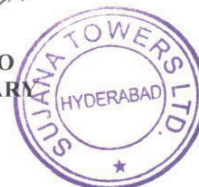
“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue new share certificates representing the consolidated equity shares with new distinctive numbers, consequent to the consolidation of shares as aforesaid and/or credit the respective shareholders’ accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolutions including but not limited to filing necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.”

Place : Hyderabad
Date : 20.07.2013.

Sd/-
Chairman of the meeting

// CERTIFIED TRUE COPY //
For SUJANA TOWERS LIMITED

L. SARASIMHA RAO
COMPANY SECRETARY



Regd. Office: T +91-40-2335 1882/85/87
41, Nagarjuna Hills, F +91-40-2335 8499
Punjagutta, E info.towers@sujana.com
Hyderabad - 500 082. www.sujana.com