

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED ON 9TH AUGUST, 2013 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 114, 11TH FLOOR, MITTAL CHAMBERS, OPPOSITE INOX THEATRE, NARIMAN POINT, MUMBAI-400021 BY POSTAL BALLOT PROCESS CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2011.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 and Articles of Association of the Company and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure) Regulations, 2009 and such other approvals, permissions and sanctions as may be necessary and subject further to such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approvals which the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee of Directors for the time being authorised by the Board to exercise the powers conferred on the Board by this resolution) in its sole discretion, the Company be and is hereby authorised to capitalize upto Rs. 8,28,00,000/- (Rupees Eight Crores Twenty Eight Lacs Only) out of "Securities Premium Account" and transfer to Share Capital Account towards issue and allotment of Equity shares not exceeding 82,80,000 (Eighty Two Lacs Eighty thousand) Equity Shares of Rs. 10/- (Rupee Ten Only) each, as bonus shares credited as fully paid- up to members of the Company holding Equity shares of Rs. 10/- (Rupee Ten Only) each whose names stand on the register of members of the Company on such date ('record date') as the Board may determine in that behalf, in the proportion of 6 (Six) new fully paid up equity shares of Rs.10/- (Rupee Ten Only) each for every 1 (One) Equity shares of Rs.10/- (Rupee Ten Only) each held as on the record date and that the bonus shares so issued and allotted be treated for all purposes as an increase in the nominal amount of the equity capital of the Company held by each such member/person and not as income and that the said equity shares be issued and allotted, *inter alia*, on the following terms and conditions :

- i. The new equity shares of Rs.10/- (Rupee Ten Only) each to be issued and 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 and carry the same rights as the then existing equity shares of the Company, notwithstanding the date or dates of the allotments thereof, including entitlement to payment of dividend, if declared, for the financial year in which the same are allotted.
- ii. No letters of allotment shall be issued for the bonus shares and the share certificates in respect thereof shall be issued and delivered subject to the provisions of the Companies (Issue of Share Certificates) Rules 1960.
- iii. The members to whom the new Equity shares are allotted, shall accept the same in full and final satisfaction of their respective rights and interest in the capitalized sum of Rs. 8,28,00,000/- (Rupees Eight Crores Twenty Eight Lacs Only).



- iv. In case of shares held by Beneficial Owners in Dematerialized Form, allotment of bonus shares shall, subject to the approval of the depositories, be made by way of direct credit in their respective Demat Accounts.
- v. The members holding shares in physical form may, at their option, be allotted Bonus shares by way of direct credit to their respective Demat accounts.
- vi. The members holding shares in physical form be allotted Bonus shares in physical form on their failure to exercise the option as per terms and conditions given in point no. v.
- vii. The issue and allotment of fully paid -up new equity shares as bonus shares to the extent that they relate to non-residents shall be subject to approval of Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of bonus shares as aforesaid or any other matter incidental or consequential thereto."

: Certified True Copy:

For Finkurve Financial Services Limited


Sachin Kothari
Executive Director

