

# THACKER AND COMPANY LIMITED.

Registered Office: Bhogilal Hargovindas Building, Mezzanine Floor  
18/20, K.Dubhash Marg, Mumbai 400 001  
Tel: 91-22-30213333 Fax: +91-22-43553345

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COPY OF RESOLUTION PASSED BY SHAREHOLDERS AT THEIR MEETING HELD ON  
23<sup>RD</sup> DECEMBER, 2013.

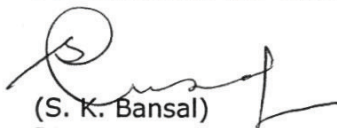
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"RESOLVED THAT pursuant to the provisions of Section 94 of Companies Act, 1956 or Section 61 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956/2013 ("the Act") and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions of the appropriate authorities as may be necessary, each equity share of the company having at present face value of Rs. 10/- (Rupees Ten Only) be and is hereby sub-divided into 2 (Two) equity shares of the face value of Rs. 5/- (Rupees Five Only) each AND THAT Clause V (being Capital Clause) of the Memorandum of Association of the Company relating to equity shares be altered accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing equity shares of the face value of Rs. 10/- each both in electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date (to be decided by the Board of Directors) and the Company may, without requiring the surrender of the old share certificates, directly issue and dispatch the new share certificates of the company, in lieu of such old share certificates and give proportionate credit of shares, wherever required to those shareholders holding shares in demat form".

Certified True Copy,  
For THACKER AND COMPANY LTD.,

  
(S. K. Bansal)  
Director