

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THACKER AND COMPANY LIMITED, HELD AT THE REGISTERED OFFICE OF THE COMPANY AT BHOGILAL HARGOVINDAS BUILDING, MEZZANINE FLOOR, 18/20, K DUBHASH MARG, MUMBAI 400 001 ON MONDAY THE 23RD DAY OF DECEMBER, 2013 AT 10.00 A.M. (ST).

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Mr. A. K. Jatia and Vrinda Jatia Directors who are also shareholders, Mr. P. K. Poddar, Director, one another shareholder was present in person, one Shareholder was present by proxy and four shareholders, being Bodies Corporate were present through representatives.

Mr. A. K. Jatia, took the Chair.

The Chairman declared that, the quorum being present, the meeting was validly constituted.

With the unanimous consent of the shareholders present, the Notice convening the meeting was taken as read.

The Chairman then addressed the meeting and explained the reasons for calling the Extra Ordinary General Meeting.

Thereafter the following Ordinary Resolutions were declared passed unanimously.

I

Proposed by : Mr. A. K. Gupta

Seconded by : Mr. Jitendra Porwal

"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".

The resolution was put to vote and it was declared passed unanimously.

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II

Proposed by : Mr. Amit Kumar Jha

Seconded by : Mr. G. S. Malpani

"RESOLVED THAT Pursuant to the provisions of Section 16 of Companies Act, 1956 or Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956/2013, the authorized share capital of the Company of Rs. 15,00,000/- (Rupees Fifteen Lacs Only) consisting of 150000 equity shares of Rs. 10/- each be divided into 3,00,000 equity shares of Rs. 5/-(Rupees Five Only) each and that the existing Clause V of the Memorandum of Association of the Company be altered in the manner so as to read as follows:

V. "The Authorised Share Capital of the Company is Rs. 15,00,000/- (Rupees Fifteen Lacs Only) divided in to 3,00,000 (Thee Lacs) Equity Shares of Rs. 5/-(Rupees Five Only) each with a power to increase, from time to time, or reduce its capital and to divide the shares in the capital for the time being into different classes and to attach thereto such preferential, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, subdivide, modify or put restrictions in such manner as may, for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf".

Thereafter the following Special Resolution was declared passed unanimously.

III

Proposed by : Mr. A. K. Gupta

Seconded by : Mr. Jitendra Porwal

"RESOLVED THAT pursuant to the provisions of Section 31 of companies Act, 1956 or Section 14 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956/2013, the Articles of Association of the Company be and are hereby altered by deleting the existing Article 4 and substituting in its place, the following new Article 4 under the head " CAPITAL".

"4. The Authorised Share Capital of the Company shall be such amount as may, from time to time be provided in Clause V of the Memorandum of Association of the Company".

The meeting, thereafter, was terminated with a vote of thanks to the Chair.

Sd/-
CHAIRMAN