



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE CUBICAL FINANCIAL SERVICES LIMITED ON MONDAY ON 7<sup>TH</sup> DAY OF APRIL 2014 AT 10:00 A.M. AT MULTIPURPOSE COMMUNITY CENTRE, GHOGA VILLAGE, NEAR MAIN BUS STOP, DELHI-110039.**

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**1. SUB- DIVISION (STOCK SPLIT) OF EQUITY SHARES OF RS. 10 EACH OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of the section 94 of the Companies Act, 1956 or section 61 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 1956/2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the company, such that the each equity share having nominal value of Rs.10/- (Rupees Ten) each be sub-divided into 5 (Five) Equity Shares having nominal value of Re. 2/- (Rupees Two) each fully paid-up.

RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the company, the Authorized, Issued, Subscribed and Paid-up Equity Share of nominal value of Rs. 10/- each, shall stands sub-divided into 5 (Five) Equity Shares of nominal value of Re. 2/- each.

RESOLVED FURTHER THAT upon sub division of the equity shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be exchange in lieu of original share certificate surrendered by the shareholder and from the Record Date (To be decided by the Board) and the Company may, requiring the surrender of the existing share certificate(s), issue and dispatch the rectified share certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions of Companies (Issue of Share Certificate) Rules, 1960 and in case of Shares held in dematerialized form, the corresponding number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the company before sub-division.”

RESOLVED FURTHER THAT Mr. Ashwani Kumar Gupta, Managing Director and/or Mr. Rishi Kumar Sharma, Company Secretary of the company be and are hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the equity shares as aforesaid or for any matters connected herewith or incidental hereto.”

**1. ALTERATION OF MEMORANDUM OF ASSOCIATION**

To consider and if found fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 16 of the Companies Act 1956 or Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act 1956/2013, the consent of the Shareholders be and is hereby accorded to alter the Memorandum of Association of the company as follows:



**CUBICAL  
FINANCIAL  
SERVICES  
LIMITED**

The Existing Clause V of the Memorandum of Association of the company be deleted and substituted in its place and read the following clause as new Clause V:

" V. The Authorized Share Capital of the Company is Rs. 13,51,00,000 /- (Thirteen Crores and Fifty One Lacs only) divided into 6,75,50,000 (Six Crore Seventy Five Lac Fifty Thousand ) Nos. of Equity Shares of Re. 2/- (Rupees Two) each with the power of the company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction limitation or conditions and to vary regulation of the company as may be necessary to give effect to the same."

Regd. Office : 456, Aggarwal Metro Heights,  
Netaji Subhash Place, Pitampura, Delhi-110034  
Phone : 27351705 E-mail : cubofinse@yahoo.com

**RESOLVED FURTHER THAT** Mr. Ashwani Kumar Gupta, Managing Director and/or Mr. Rishi Kumar Sharma, Company Secretary of the company be and are hereby jointly/severally authorized to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the companies and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto."

**For and on behalf of the Board of Directors  
For Cubical Financial Services Limited**

**Ashwani Kumar Gupta  
Managing Director**

Date: 7<sup>th</sup> April, 2014

Place: - New Delhi