

THACKER AND COMPANY LTD.

CIN No. : L21098MH1878PLC000033

Registered Office: Bhogilal Hargovindas Building, Mezzanine Floor
18/20, K.Dubhash Marg, Mumbai 400 001

COPY OF RESOLUTION PASSED BY SHAREHOLDERS ON 12TH JUNE, 2014.

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"RESOLVED THAT pursuant to the provisions of Section 13, 61 of Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the relevant provisions of the Companies Act, 1956 to the extent applicable including any statutory modification(s) or re-enactment thereof, for the time being in force ("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 with present face value of Rs. 5/- (Rupees Five Only) in the Share Capital of the Company be and is hereby sub-divided into 5 (Five) equity shares of the face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 5/- 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".

RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

"The Authorised Share Capital of the Company is Rs. 15,00,000/- (Rupees Fifteen Lacs Only) divided in to 15,00,000 (Fifteen Lacs) Equity Shares of Re. 1/- (Rupee One Only) each with 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."

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."

Certified True Copy,
THACKER AND COMPANY LTD.,

