



CERTIFIED TRUE COPY OF RESOLUTION PASSED BY POSTAL BALLOT BY THE SHAREHOLDERS OF SIGNET INDUSTRIES LIMITED ON 24th JULY, 2015.

SPLITTING OF SHARES (SPECIAL RESOLUTION)

“RESOLVED THAT pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, Equity Shares of the Company having a face value of Rs.10/- each be sub-divided into Equity Shares having a face value of Re. 1/- each.”

“RESOLVED FURTHER THAT upon the 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 deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the 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 the existing clause V of the Memorandum of Association be and is hereby substitute in the manner as set out below:

“The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 30,00,00,000 (Thirty Crores) equity shares of Rs.1 (Rs. One only) each, 50,00,000 (Fifty Lakhs) 5% Non-Cumulative Redeemable Preference Shares of Rs.10 (Rs. Ten only) each 1,50,00,000 (One crore Fifty Lacs) 2% Non-convertible Non-Cumulative Redeemable Preference Shares of Rs.10 (Rs. Ten only) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary modify or abrogate any regulations of the Company. The rights of the preference shall be determined at the time of the issue thereof”



Corp. Off : Survey No. 314/3, SDA Compound,
Lasudia Mori, Dewas Naka, Indore - 452010 (M.P.)
Ph. : 0731- 4217800 Fax - 0731- 4217867
E-mail : info@groupsignet.com
Web : www.groupsignet.com
CIN No. : L51900MH1985PLC035202

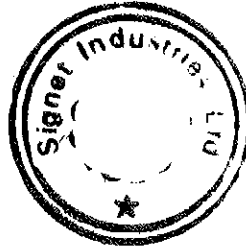


The Irrigation House

SIGNET
INDUSTRIES LIMITED
(An ISO 9001:2008 Company)

“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), (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 for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Executive Director- Finance & CFO or Company Secretary, to give effect to the aforesaid resolution.”

For and on behalf of the Board of Directors
Signet Industries Limited



P. Singh

Preeti Singh

Company Secretary

Place: Indore

Date: 24th July, 2015

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The equity shares of the Company are listed and are actively traded on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).

The market price of the shares of the Company has witnessed significant growth over the past few years. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of directors of the Company at their meeting held on May 28, 2015, considered it desirable to sub-divide the nominal value of the equity share capital of the Company from Rs. 10/- per share to Rs. 1/- per share as proposed in the resolution.

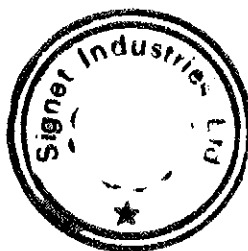
The aforesaid sub-division would require substitution of existing Capital Clause V of the Memorandum of Association of the Company by Clause V detailed in the resolution.

Accordingly, the Board recommend the resolution as set out in item no. 5 for approval of the shareholders as an ordinary resolution through Postal Ballot.

Upon approval of the shareholders for sub-division of shares, in case the shares are held in physical, the old share certificates of face value of Rs. 10/- each will be cancelled on the record date and the new share certificates will be sent to the shareholders within 10 days of the record date. In case the shares are in dematerialized form, the sub-divided shares will be directly credited to the shareholders demat account on the record date in lieu of their existing shares.

The Directors of the Company are deemed to be concerned or interested in the resolution only to the extent of shares held by them in the Company.

For and on behalf of the Board of Directors
Signet Industries Limited



Po Singh

Preeti Singh

Company Secretary