



FASHIONS LIMITED

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT (INCLUDING E-VOTING) BY THE MEMBERS OF SAMTEX FASHIONS LIMITED AS PER SECTION 110 OF THE COMPANIES ACT 2013, AND RESULTS OF WHICH DECLARED ON 27TH AUGUST, 2015 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 134-135 , NOIDA SPECIAL ECONOMIC ZONE ,PHASE-II ,NOIDA-201305.

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- PER SHARE TO RS.2/- PER SHARE

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), if any, as may be necessary from the concerned Statutory Authorities or bodies, and subject to such condition as may be agreed to by the Board of Directors of the Company, (hereinafter referred as “the Board”, which term shall include any committee thereof), consent of members be and is hereby accorded for sub-division of 1 (one) Equity Share of the Company having a face value of Rs. 10/-(Rupees Ten Only) each to 5 (five) Equity Shares of the face value of Rs. 2/-(Rupees Two Only) each and the Authorised Share Capital of the Company of Rs. 16,00,00,000/- (Sixteen Crores) divided into 1,60,00,000 (One Crores Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each would be subdivided into and shall comprise of 8,00,00,000 (Eight Crores) Equity Shares of Rs. 2/- (Rupees Two) each aggregating to Rs. 16,00,00,000/- (Sixteen Crores) with effect from the record date to be determined by the Board for this purpose.”

“RESOLVED FURTHER THAT pursuant to sub-division of the Authorized Equity Shares Capital of the Company, an issued, subscribed and a paid up 1 (One) Equity Share of face value of Rs. 10/- (Rupees ten only), shall stand sub-divided into 5 (Five) Equity Share of Rs. 2/- each (Rupees Two) as fully paid up.”

RESOLVED FURTHER THAT upon sub-division of 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), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before subdivision.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to fix Record date and to do all such acts, deeds, matters and things and execute all such arrangements, documents, instruments and writing as may be required including filings of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution.”

**CERTIFIED TRUE COPY
For SAMTEX FASHION LIMITED**

Atul Mittal
(Joint Managing Director)

DIN: 00223366

Address: D-250, Anupam Garden, Sainik Farms, New Delhi

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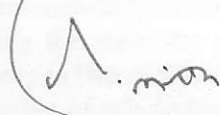
ALTERATION OF CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

“RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), and subject to approvals, permissions, sanctions, consents, if any, as may be required from any authority, the consent of the members be and is hereby accorded to alter Capital Clause of the Memorandum of Association of the Company which shall read as under:

V. The Authorized Share Capital of the Company is Rs.16,00,00,000 (Rupees Sixteen Crores Only) divided into 8,00,00,000 (Eight Crores Only) equity shares of Rs. 2/- (Rupees Two) each.”

RESOLVED FURTHER THAT Mr. Atul Mittal, Jt. Managing Director of the Company, and Ms. Kamini Gupta, Company Secretary & GM Finance be and are hereby severally authorized to make necessary changes in the capital clause of the Memorandum of Association of the Company and to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution.”

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SAMTEX FASHIONS LIMITED ON 17TH JULY, 2015 AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT UNIT NO. 323-324, SQUARE ONE MALL, C-2, DISTRICT CENTER, SAKET, NEW DELHI-110017

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- PER SHARE TO RS.2/- PER SHARE

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approval of shareholders and such other approval(s), consent(s), permission(s) and sanction(s), if any, as may be necessary from the concerned Statutory Authorities or bodies, and subject to such condition as may be agreed to by the Board of Directors of the Company, (hereinafter referred as “the Board”, which term shall include any committee thereof), consent of Board be and is hereby accorded for sub-division of 1 (one) Equity Share of the Company having a face value of Rs. 10/-(Rupees Ten Only) each to 5 (five) Equity Shares of the face value of Rs. 2/-(Rupees Two Only) each and the Authorised Share Capital of the Company of Rs. 16,00,00,000/- (Sixteen Crores) divided into 1,60,00,000 (One Crores Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each would be subdivided into and shall comprise of 8,00,00,000 (Eight Crores) Equity Shares of Rs. 2/- (Rupees Two) each aggregating to Rs. 16,00,00,000/- (Sixteen Crores) with effect from the record date to be determined by the Board for this purpose.”

“RESOLVED FURTHER THAT pursuant to sub-division of the Authorized Equity Shares Capital of the Company, an issued, subscribed and a paid up 1 (One) Equity Share of face value of Rs. 10/- (Rupees ten only), shall stand sub-divided into 5 (Five) Equity Share of Rs. 2/- each (Rupees Two) as fully paid up.”

RESOLVED FURTHER THAT upon sub-division of 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), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before subdivision.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to fix Record date and to do all such acts, deeds, matters and things and execute all such arrangements, documents, instruments and writing as may be required including filings of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution.”

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For SAMTEX FASHION LIMITED


Atul Mittal
(Joint Managing Director)

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ALTERATION OF CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

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RESOLVED FURTHER THAT Mr. Atul Mittal, Jt. Managing Director of the Company, and Ms. Kamini Gupta, Company Secretary & GM Finance be and are hereby severally authorized to make necessary changes in the capital clause of the Memorandum of Association of the Company and to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution.”

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For SAMTEX FASHION LIMITED**

A. Mittal
**Atul Mittal
(Joint Managing Director)
DIN: 00223366**

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