



## PIL ITALICA LIFESTYLE LIMITED

(Formerly known as Peacock Industries Limited)

(An ISO 9001:2008 Certified Company)

CIN : L25207RJ1992PLC006576

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF PIL ITALICA LIFESTYLE LIMITED ON SATURDAY, 23<sup>RD</sup> JULY, 2016 AT 9.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT KODIYAT ROAD, VILLAGE: SISARMA, UDAIPUR-313031.**

Resolution No. 06

### Subdivision of Equity Shares

**“RESOLVED THAT** pursuant to Section 61 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to all such approvals, consents, permissions and sanctions, if any, as may be required from the concerned authorities and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof which the Board by this Resolution, have been or may hereafter at any time be delegated), the consent of members be and is hereby accorded for sub division of one equity share of the company having face value of Rs. 4/- (Rupees Four) each into 4 (four) equity shares having face value of Re.1/- (Rupee one) each fully paid up and consequent upon the sub division, the authorized share capital is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 25,00,00,000 (Rupees Twenty Five Crore) Equity Shares of Re.1/- (Rupee One) each with effect from the Record Date to be determined by the Board of Directors for the said purpose and that such new equity shares will rank pari passu in all respect with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** consequential amendments be made in the capital clause of the Memorandum of Association of the Company after the said sub division becomes operative.

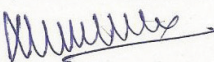
**RESOLVED FURTHER THAT** the company shall issue new share certificate(s) in lieu of existing share certificate(s) to physical shareholders and the existing certificates shall become null and void on and from the Record Date subject to the provisions of Companies (Share Capital & Debentures) Rules, 2014 and in case of shares held in dematerialized form, the no. of sub divided equity shares be credited to their respective beneficiary accounts of members with the Depository Participants, in lieu of the existing credits representing equity shares of the company before sub division.

**RESOLVED FURTHER THAT** the new shares so issued will be listed on the Stock Exchanges at which the shares are already listed/ proposed to be listed by the Company.

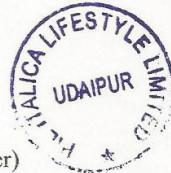
**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, desirable and expedient for giving effect to this resolution.”

**CERTIFIED TRUE COPY**

For PIL ITALICA LIFESTYLE LIMITED

  
Narendra Bhanawat

(Whole Time Director and Chief Financial Officer)



Add : Kodyat Road, Udaipur - 313 031 (Rajasthan)

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Resolution No. 07

## **Alteration of Memorandum of Association of the Company**

**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including amendments thereto or re-enactment thereof, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of existing Clause V and substitution thereof by the following clause:

**CLAUSE V:**

“The Authorised Share Capital of the Company consists of Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 25,00,00,000 (Rupees Twenty Five Crore) Equity Shares of Re. 1/- (Rupee One) each.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, desirable and expedient for giving effect to the above stated resolutions.”

**CERTIFIED TRUE COPY**

For PIL ITALICA LIFESTYLE LIMITED

**Narendra Bhanawat**  
(Whole Time Director and Chief Financial Officer)



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## Statement pursuant to section 102(1) of the Companies Act, 2013

The equity shares of the Company are listed on National Stock exchange of India Limited (NSE) and BSE Limited (BSE). With a view to have large participation of the investors in the scrip of the company, the Board of Directors at their meeting held on 09.06.2016 approved the sub division of equity shares of the company having face value of Rs. 4/- (Rupees Four only) each into 4(four) equity shares having face value of Re.1/- (Rupee one) each fully paid up, subject to the approval of members. The Record date for the purpose of sub division of equity shares will be fixed by the Board of Directors after seeking approval from members. On the date of record date, the existing shares of the company of face value Rs. 4/- each shall stand sub divided into 4 equity shares of face value Re. 1/- each.

In view of the provisions of companies act 2013 and rules framed thereunder, the sub division of shares and alteration of Memorandum of Association of the company requires approval of members and others permissions, sanctions, if any.

Consequent upon the sub division of shares, Clause V of the Memorandum of Association will be altered to reflect the new Authorised share capital of the company i.e. Rs. 25,00,00, 000/- (Rupees Twenty Five Crores Only) comprising of 25,00,00,000 (Twenty Five Crore) Equity Shares of Re. 1/- (Rupee one) each.

The capital structure before and after the proposed sub division of each equity share shall be as under:

Particulars	Before proposed sub-division			After proposed sub-division		
	No. of shares	Face Value (in Rs.)	Amount (in Rs.)	No. of shares	Face Value (in Rs.)	Amount (in Rs.)
Authorised Share Capital	6,25,00,000	4	25,00,00,000	25,00,00,000	1	25,00,00,000
Issued, Subscribed and Paid up capital	5,25,00,000	4	21,00,00,000	21,00,00,000	1	21,00,00,000

The Board of Directors accordingly recommends the ordinary and special resolution as set out in item no. 6 & 7 of the accompanying notice for approval of members of the Company.

The draft Moa is available for inspection by the Members at the Registered Office of the Company during business hours on all working days (except Saturdays) upto the date of annual general meeting.

None of the directors and key managerial personnel of the company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

**CERTIFIED TRUE COPY**

For PIL ITALICA LIFESTYLE LIMITED

  
Narendra Bhanawat

(Whole Time Director and Chief Financial Officer)



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