The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.
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EXTRACT OF RESOLUTIONS PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE RAI SAHEB REKHCHAND MOHOTA SPG. & WVG. MILLS LTD. HELD ON WEDNESDAY THE 22ND DAY OF JANUARY, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT BLOCK NO.15, DEVKARAN MANSION, GATE NO.2, 3RD FLOOR, 63 PRINCESS STREET, MUMBAI 400 002

Agenda No.1
ALTERATION OF MEMORANDUM OF ASSOCIATION :

"**RESOLVED THAT** pursuant to Sections 16, 94 and all other applicable provisions, if any, under the Companies Act, 1956, the Authorized Capital of the Company be and is hereby approved to be enhanced from Rs. 10.00 Crores divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- each and 3,00,000 (Three Lacs) Non Cumulative Redeemable Preference Shares of Rs. 100/- each to Rs. 18.00 Crores divided into 1,50,00,000 Equity Shares of Rs. 10/- each and 3,00,000 Non Cumulative Redeemable Preference Shares of Rs. 100/- each ranking pari passu with the existing Equity Shares of the Company.

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956, the Memorandum of Association of the Company be altered by substituting the following as new Clause V in place of the existing Clause V thereof :

The Authorized Share Capital of the Company is Rs.18,00,00,000/- (Rupees Eighteen Crores only) divided into 150,00,000 (One Crore Fifty Lacs only) Equity Shares of Rs.10/- (Rupees Ten only) each and 3,00,000 (Three Lacs only) Non-Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred only) each, with powers to the Company to increase or reduce the Capital and to issue any part of its capital, original or increased, with or without preference, priority or special privileges or subject to any postponement of rights or to any conditions or restrictions and so that unless the condition of issue shall otherwise expressly declare, every issue of the shares, whether declared to be preference or otherwise shall be subject to the powers here in before contained.

Agenda No.2
DECLARATION OF BONUS

"**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 1956, or any amendment or re-enactment thereof and Article 195 of the Articles of Association of the Company and subject to the provisions of Chapter IX-"Bonus Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent be and is hereby accorded to the Board of Directors of the Company ('the Board' which term shall be deemed to include any Committee thereof) for capitalization of a sum not exceeding Rs.8,50,00,000/- (Rupees Eight Crore Fifty Lakh only) from the Securities Premium Account, General Reserves or any

other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs.10/- (Rupees Ten only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose name shall appear on the Register of Members i.e. the Record Date as may be determined by the Board thereof for the purpose, in the proportion of 2 (Two) Bonus Equity Shares of Rs.10/- each for every 1 (One) fully paid-up Equity Shares of Rs.10/-each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as Income.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend that may be declared before the 'Record Date'.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in Certificate Form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Certified True Copy
For, The Rai Saheb Rekhchand Mohota
Spg. & Wvg. Mills Ltd.

Vinod Kumar Mohota
Managing Director