

and dispatch the new share certificate/s of the Company, in lieu thereof, pursuant to the provisions of the Companies (Issue of share certificate) Rules, 1960 and in the case of members who hold the equity shares in dematerialized form or opt to receive the new equity share of face value of Rs. 5/- (Rupees five only) each in dematerialized form, the equity shares would be credited to the respective beneficiary account of the members with their respective depository participant/s and the Company would undertake such actions as may be necessary in this connection.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to make such applications to the Court as may be required and agree to any modifications or conditions that may be suggested, imposed or stipulated by the Court or any other Statutory / Government Authority or effect such modifications as may be considered in the best interest of the Company and its Members and to give such directions or instructions as they, from time to time, may think fit or proper (including directions for settling any question, doubt or difficulty which may arise in this regard) and to do all such acts, deeds, matters and things as the Board, in its absolute discretion, may consider necessary, expedient, usual or proper”.

2. To consider and to pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT upon the Capital Reduction set out in Resolution at Item No. 1 of the Notice seeking Members’ approval through Postal Ballot becoming finally effective, and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 and of the Articles of Association of the Company, the nominal face value of the fully paid-up equity share of Rs. 10/- (Rupees ten only) each of the Company be and shall stand reduced to Rs. 5/- (Rupees five only) per share and the relevant capital clauses in the Memorandum and Articles of Association of the Company be accordingly altered as proposed in the resolutions as Item Nos. 3 and 4 of this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, including issue of fresh share certificates and execute all such documents, instruments and writings as may be required in the said connection and to delegate all or any of the powers herein vested in them to any Committee of Directors or any Director(s) / Company Secretary or any other employee to give effect to the aforesaid resolution.”

3. To consider and to pass the following Resolution as an Ordinary Resolution :

“RESOLVED THAT upon the Capital Reduction as set out in Resolution at Item No. 1 becoming finally effective, the existing Clause V(a) of the Memorandum of Association of the Company be deleted and the following new Clause V(a) be substituted in place thereof :

‘V(a) The Authorised Share Capital of the Company is Rs. 495,00,00,000 (Rupees four hundred & ninety five crores only) divided into 99,00,00,000 equity shares of Rs. 5/- (Rupees five only) each.”