

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE SHAEHOLDERS OF CIL NOVA PETROCHEMICALS LIMITED HELD ON 28TH SEPTEMBER, 2013 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 396(P), 395/4(P), MORAIYA VILLAGE, SARKHEJ-BAVLA HIGHWAY, TAL.SANAND AHMEDABAD-382210.

ITEM: CONSOLIDATION OF SHARES

RESOLVED THAT in accordance with the provisions of Section 13, 16 and 94 and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or re-enactment thereof and the enabling provisions of the Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, if any, required from any authority, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors for consolidation of existing equity shares of the face value of Rs. 5/- (Rupees Five) each fully paid up in the Authorized Share Capital of the Company into Rs. 10/- (Rupees Ten) each fully paid up."

RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Company be and is hereby altered as follows,

V. The Authorized Share Capital of the Company is Rs. 32,50,00,000/- [Rupees Thirty Two Crores Fifty Lacs Only] divided into 2,75,00,000 [Two Crore Seventy Five Lacs] Equity Shares of Rs.10/- [Rupees Ten only] each and 5,00,000 [Five Lacs] Preference Shares of Rs.100/- [Rupees One Hundred only] each.

RESOLVED FURTHER THAT the issued equity shares of the Company held by the members of the Company in the physical form be cancelled and in lieu thereof fresh share certificates be issued for the consolidated equity shares in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 and where members hold these equity shares in dematerialized form, the consolidated equity shares in lieu thereof be credited to the respective beneficiary accounts of the members with their respective depository participants."

RESOLVED FURTHER THAT in consolidation of 2 equity shares of Rs. 5/- (Rupee five) each fully paid up into one equity share of Rs. 10/- (Rupees Ten) each fully paid up, the Board shall not issue any fractional shares / certificates but the total number of the equity shares representing such fractions shall be transferred to a person or persons appointed by the Board as trustee / trustees for and on behalf of such fractional equity shareholders, who would, otherwise have been entitled to such fractional shares / certificates. The trustee shall be provided with details of the persons entitled for fractional shares / certificates so as to enable the trustees to distribute the sale proceeds to the persons entitled for the same and such sales be completed within stipulated period as may be prescribed, the shares vesting with the trust and after payment of all expenses of the sale, to distribute the net proceeds of such sale amongst the members / shareholders in proportion to their respective fractional entitlements thereto."



CIL Nova

Petrochemicals Limited

Regd. Office & Factory: 396(P)-395/4 (P),
Moraiya Village, Sarkhej-Bavla Highway,
Ahmedabad-382 210. Gujarat, (India)
Telefax : +91-2717-250556-7-8, 251612

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts / deeds, matters and things and give such directions as may be necessary or expedient including forming of trust and to authorize the trustee / trustees to take delivery of fractional shares and to sell such fractional shares transferred to him / them 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 TO BE TRUE

FOR, CIL NOVA PETROCHEMICALS LIMITED

COMPANY SECRETARY

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT PASSED AT THE MEETING OF THE SHAEHOLDERS OF CIL NOVA PETROCHEMICALS LIMITED HELD ON 28TH SEPTEMBER, 2013 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 396(P), 395/4(P), MORAIYA VILLAGE, SARKHEJ-BAVLA HIGHWAY, TAL.SANAND AHMEDABAD-382210.

In order to maintain uniformity in the nominal value of the company's equity shares with the nominal value of equity shares of other companies, the Board of directors of the company, at its meeting held on 13.08.2013 resolved to take steps for consolidation of the company's equity shares of Rs. 5/- (Rupees five) each into shares of Rs.10/- (Rupees ten) each.

Having regard to the anticipated growth of the Company in future, it is proposed to reorganize the capital structure by consolidating the equity shares from Re. 5/- (Rupee five) to Rs. 10/- (Rupees Ten) each. The restructuring will help the Company to give a better picture of Earning Per Share (EPS) to the equity shareholders together and to enable them to take effective decision in the development of the Company.

The purpose of the Consolidation is to reduce the number of Shares on issue and consolidate the share price to a more reasonable level. The Consolidation will reduce the number of Shares on issue from 27100000 to approximately 13550000 post-consolidation Shares. In case of members having fractional shares not divisible by 10 will be transferred to a trust which will be formed by the Board for this purpose. All the fractional shares will be transferred as on record date. The trust will consolidate the fractional shares transferred to it and will sell the total shares. The proceeds of the total shares will be paid to the respective shareholders after deducting the expenses incurred in this regard, if any. The said resolution, if passed, will have the effect of allowing the Board to do all such matters and deeds as are necessary to give effect to the said matter.

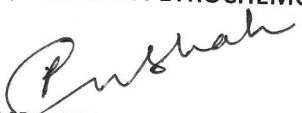
The Consolidation will not result in any change to the substantive rights and obligations of Shareholders, only a change in the number of Shares on issue. The Company's share capital, balance sheet and tax position will remain unaltered as a result of the Consolidation.

The proposed resolution as set out in the notice is intended to give effect to the above proposal and seek approval of the shareholders of the Company for consolidation of share capital. The Directors of the Company are deemed to be interested in the said resolution to the extent of their shareholding in the Company.

The Directors of the company are interested in the proposed resolutions to the extent of their respective shareholdings in the company.

CERTIFIED TO BE TRUE

FOR, CIL NOVA PETROCHEMICALS LIMITED


COMPANY SECRETARY