

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SYMPHONY LIMITED HELD ON 30.11.2011 AT AHMEDABAD MANAGEMENT ASSOCIATION (AMA), AITRA CAMPUS, AHMEDABAD 380 015.**

**“RESOLVED THAT:**

- a) pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, 1 (one) equity share of the Company having a face value of Rs.10 each fully paid up be sub-divided into 5 (Five) equity shares having a face value of Rs. 2 each fully paid up.
- b) upon the sub-division of the 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 to be determined by the Board of Directors (the “**Board**”, which expression shall also include a Committee thereof) and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s), of the Company, in lieu of such existing Share Certificate(s), subject to the provisions of Companies (Issue of Share Certificate Rules) 1960, and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.
- c) the Board be and is hereby authorized to take all such steps as may be necessary for obtaining such approvals, as may be necessary in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to the Managing Director or Company Secretary, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** Pursuant to Section 16 and other applicable provisions of the Companies Act, 1956 the existing clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new clause.

“The Authorised share capital of the Company is 15,00,00,000 (Fifteen Crores only) divided into 7,50,00,000 equity shares of Rs.2 each.”

**Certified True Copy  
For Symphony Limited**

  
(Chandrakant Gandhi)  
**Company Secretary**



**Place: Ahmedabad  
Date: 20.01.2011**