**RESOLUTION FOR ISSUE OF BONUS SHARES**

RESOLVED that subject to the approval of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 for allotment and issue of new equity shares to the non-resident members and subject to such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approvals which the board of directors of the company (hereinafter referred to as the "Board"), be and is hereby authorised to accept, if it thinks fit, the entire amount standing to the credit of Capital Reserve and Capital Redemption Reserve and part of the amount standing to the credit of Share Premium Account in the books of the company as on 31st March, 1991 for an aggregate amount of Rs …………be and is hereby capitalised and such sum be set free for distribution among the holders of existing fully paid equity shares of Rs. 10 each of the company, whose names appear in the register of members of the company as on a date to be decided in that behalf as Record Date, as an increase of the amount of share capital of the company held by each such member and not as income or in lieu of dividend, credited as…………fully paid-up equity shares as bonus shares in the proportion of two new equity shares for every three existing fully paid equity shares held.

RESOLVED FURTHER that the above proposal will be subject to the following terms and conditions:

(i) The new equity shares to be allotted as bonus shares will be allotted subject to the terms of the memorandum and articles of association of the company.

(ii) The new equity shares shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up equity shares of the company and notwithstanding the date or dates of allotment thereof shall be entitled to participate in full in any dividend to be declared in respect of the financial year in which the allotment of the new equity shares pursuant to this Resolution is made.

(iii) No letter of allotment will be issued by the company in respect of the new equity shares. However, the equity share certificates in respect thereof will be ready for delivery to the allottees within 3 months from the date of allotment thereof.

(iv) If as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as Bonus Shares, the company shall not issue any certificate or coupon in respect of such fractional shares but the total number of such new equity shares representing such fractions shall be allotted by the Board to a nominee to be selected by the Board who would hold them as trustee for the equity shareholders who would have been entitled to such fractions, in case the same were issued. Such nominee will as soon as possible sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fractions thereof.

(v) No allotment of bonus shares or distribution of proceeds in respect of fractions to the non-resident Indian members will be made till the approval of Reserve Bank of India is obtained by the company.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorised:

(a) to do all such acts, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the issue or allotment of the bonus shares;

(b) to accept on behalf of the company any conditions, modifications relating to the issue of bonus shares prescribed by the Reserve Bank of India or any other such authority and which the Board in its discretion thinks fit and proper.

RESOLVED FURTHER that this meeting hereby notes the intention of the Board to recommend, barring unavoidable and unforeseen circumstances, payment of a dividend at a rate not less than 25% (subject to deduction of tax) on the equity share capital of the company as increased by the issue of bonus shares as above for the year in which such shares are allotted.