

MIC Electronics Limited

A-4/II, Electronic Complex, Kushaiguda, Hyderabad - 500062, India
Ph: +91 40 27122222 Fax: +91 40 27133333
www.micelectronics.com

ISO 9001:2000 Certified Company



Date: 14-06-2008

Certified true copy of the resolution passed at Extra-Ordinary General Meeting of the members of the MIC Electronics Limited held on Saturday, the 14th day of June 2008, at 11.30 a.m. at its registered office at A-4/II, Electronic Complex, Kushaiguda, Hyderabad-500 062.

Approval for sub-division of face value of Equity Shares:

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment therefor for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, and subject to other such approvals, consents, sanctions, if any, required from any authority and subject to such conditions as may be prescribed while granting such approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any Committee thereof), the consent of the Members be and is hereby accorded for sub-dividing the Equity Shares of the Company, including the paid up shares, such that the Equity Shares of the Company of the face value of Rs.10/- (Rupees Ten) each be sub-divided into Five Equity Shares of the Company of the face value of Rs.2/- (Rupees Two) each and consequently, the Authorised Share Capital of the Company of Rs.30,00,00,000/- (Rupees Thirty Crores only) would comprise of 15,00,00,000 (Fifteen Crores) Equity Shares of Rs.2/- each, with effect from the “Record Date” to be determined by the Board for this purpose.”

“RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, the paid up Equity Shares of the Company of the face value of Rs.10/- (Rupees Ten) each, as existing on the Record Date, shall stand sub-divided into Five Equity Shares of the face value of Rs.2/- (Rupees Two) each fully paid up, with effect from the Record Date.”

“RESOLVED FURTHER THAT the existing physical share certificates in relation to the issued Equity Shares of the Company be cancelled and the Board be and is hereby authorized to call back the same from the Shareholders, if necessary and to issue new share certificates in lieu thereof, with regard to the sub-divided Equity Shares in accordance with the provisions of the Companies (Issue of Share Certificate) Rules, 1960 and in case of Members who hold the Equity Shares / opt to receive the sub-divided Equity Shares, in dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary account of the Members, with their respective Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.”

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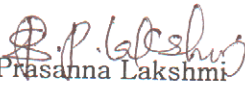
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“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interests of the Company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents, including giving customary representations and warranties, together with such indemnities as may be deemed necessary and expedient in its discretion and settling 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 decisions shall be final and binding on all the Members.”

For MIC Electronics Limited


P. Prasanna Lakshmi
Company Secretary