

CERTIFIED COPY OF RESOLUTION PASSED IN THE BOARD MEETING OF DIRECTORS OF ABC PRIVATE LIMITED HELD ON [DATE] AT AT 10:00 A.M.

“RESOLVED THAT in pursuance of Section 63 of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014 the approval of the Board be and is hereby accorded to the Company to issue equity shares of Rs. /- each as bonus shares (hereinafter referred to as new shares) of an aggregate nominal value of Rs./- (Rupees IN WORDS), as bonus shares to the shareholders out of the Securities Premium Account and in the interest of all concerned, such issue to be made on the following terms and conditions: -

- The shares will be issued in the proportion of new shares for every 1 equity share held on today on the meeting date i.e.,
- Upon allotment, The Equity Shares so issued shall have the same rights of voting as that of the existing equity shares and pari-passu shall be treated for all other purposes with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.
- Share Certificates shall be issued to those to whom the new shares are allotted within the time prescribed in the Companies Act, 2013.

“FURTHER RESOLVED THAT to give effect to above resolution an Extra-Ordinary General Meeting of the members is hereby called on [DATE] at 10.00 a.m. at the registered office of the company at a shorter notice. The consent of all the shareholders has been received. The Notice of the Extra-Ordinary General Meeting is hereby approved.”

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all steps to implement the above resolutions, finalize and take all actions in connections with the bonus issue and allotment of shares to the members and others where applicable”.

Certified true copy

For XYZ (P) Ltd.

Director

[NAME]

DIN: