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DRAFTING OF RESOLUTIONS & AGREEMENTS

DRAFTING OF BOARD MEETING MINUTES & RESOLUTION

Item No __: Increase in Authorised Share Capital

The chairman placed before the board, proposal to increase the authorised share capital of the Company. Mr. A and Mr. B, directors of the company, approved the proposal, however, Mr. D sought explanation from the Board for such proposal and accordingly Mr. E, Executive Director of the company clarified upon the same. After all the discussions, the resolution was put to vote and it was approved unanimously.

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013, read with all the applicable rules as amended till date and subject to the permission of shareholders, the Board of Directors of Company be and is hereby authorized to increase the authorized share capital of the company from Rs. 1 Crore [Rupees One Crore only] divided into 10 Lakhs [Ten Lakhs only] equity shares of Rs. 10/- [Rupees Ten only] each to Rs. 5 crore [Rupees five crores only] divided into 50 Lakhs [Fifty lakhs only] equity shares of Rs. 10/- [Rupees Ten only].

FURTHER RESOLVED THAT necessary changes with respect to change in authorized share capital be made in company’s memorandum and articles of association.

FURTHER RESOLVED THAT Mr. X, Company Secretary of the company be and is hereby authorize to file necessary forms, sign necessary documents and submit such papers as may be required to give effect to the said resolution”.

INCREASE IN AUTHORIZED SHARE CAPITAL BY SHAREHOLDERS

1st December 2018

Type of Meeting : General Meeting

Type of Resolution : Ordinary Resolution

To consider, and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION.

“RESOLVED THAT in terms of the provisions of Companies Act, 2013 read with all the applicable rules as amended till date and as approved by the Board of Directors of the company at its meeting held on _____, the shareholders of the company be and is hereby authorized to increase the authorized share capital of the company from Rs. 1 Crore [Rupees one crore only] divided into 10 Lakhs [Ten lakhs only] equity shares of Rs. 10/- [Rupees Ten only] each to Rs. 5 Crs. [Rupees Five Crore only] divided into 50 Lakhs [Fifty Lakh only] equity shares of Rs. 10 [Rupees Ten only] each.

FURTHER RESOLVED THAT necessary changes to effect change in authorized share capital be made in memorandum and articles of association of the company.

FUTHER RESOLVED THAT Mr. X, Company Secretary of the Company be authorized to intimate the concerned ROC by filing form SH-7 and submit such other documents or sign such papers to give effect to the said resolution”.

Explanatory Statement:

The board of directors of your company at its meeting held on _____ approved the proposal for increasing the authorized share capital of the company to Rs. 5 crores.

In order to accommodate the increased paid up capital of the company which the company which requires for its expansion project, it seeks permission of its shareholders as required under Companies Act, 2013 and hence this proposal.

None of the directors are concerned or interested in the said resolution.

TRANSFER OF SHARES BY BOARD OF DIRECTORS

Type of Meeting : Board Meeting

Type of Resolution : Board Resolution

“RESOLVED THAT in terms of the provisions of Companies Act, 2013 read with all the applicable rules as amended till date, the register of members as placed before the board containing transfer applications bearing numbers _____ to _____ be and is hereby approved.

FURTHER RESOLVED THAT Mr. X, Company Secretary of the company be authorized to print the share certificate, sign the same and dispatch the same to the concerned shareholders and make necessary changes in Register of Members.”

TRANSMISSION OF SHARES BY BOARD OF DIRECTORS

Type of Meeting : Board Meeting

Type of Resolution : Board Resolution

“RESOLVED THAT in terms of the provisions of Companies Act, 2013 read with the applicable rules as amended till date, the board be and is hereby authorized to register the transmission of shares for the application received from Mr. X on behalf of Mr. Y bearing 500 shares of the company having Folio No. _____, Distinctive Nos from _____ to _____, Certificate No. _____.

FURTHER RESOLVED THAT Mr. A, Company Secretary of the company be authorized to print the new share certificates and authenticate the same and dispatch it to the concerned applicant and make necessary changes in the register of members.”

INCREASE IN BORROWING LIMITS OF THE COMPANY

Type of Meeting : General Meeting

Type of Resolution : Special Resolution

To consider, and if thought fit, to pass with or without modifications, the following resolution as a SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sec 180 of the Companies Act, 2013 read with all the applicable rules as amended till date, the Board of directors of the Company be and is hereby authorized to borrow monies on behalf of the Company upto an amount not exceeding Rs. 300 crores [Rupees three hundred crores only] as against its existing limit of Rs. 200 Crores [Rupees two Hundred Crores only]

FURTHER RESOLVED THAT Mr. X, Company Secretary of the Company be authorized to file form MGT 14 with the concerned Registrar, and file such documents or sign such papers to give effect to said Resolution.”

Explanatory Statement:

As you are aware that your Company is looking to expand its business operations internationally and therefore it would require more funds for the said activities. It therefore seeks your permission to increase the borrowing limits from Rs. 200 crs. To Rs. 300 crs.

None of the directors are concerned or interested in the said resolution.

RAISING MONEY BY WAY OF DEPOSITS

Type of Meeting : Board Meeting

Type of Resolution : Board Resolution

“RESOLVED THAT in terms of the provisions of Companies Act, 2013 read with all the applicable rules as amended till date, and subject to the permission of members and Central Government, the board of directors of the company be and is hereby authorized

to raise money by way of deposits on behalf of the company from the public upto an amount not exceeding Rs. _____.

FURTHER RESOLVED THAT a copy of the circular containing all the details for issuance of such deposits and as placed before the board along with a copy of newspaper advertisement in English & Vernacular language newspaper be and is hereby approved.

FURTHER RESOLVED THAT Mr. X, Company Secretary of the company be authorized to obtain the signatures of the concerned directors on circular and a copy of it be filed with the concerned ROC and he be authorized to sign such documents and file such papers to give effect to this Resolution.

REGISTRATION OF CHARGES

Type of Meeting : General Meeting

Type of Resolution : Special Resolution

To consider, and if thought fit, to pass with or without modifications, the following resolution as a SPECIAL RESOLUTION.

“RESOLVED THAT in terms of the provisions of Companies Act, 2013 read with all the applicable rules as amended till date, the Board of Directors of the Company be and is hereby authorized to borrow an amount not exceeding Rs. 10 Crs. [Rupees ten Crores only] from HDFC Bank Ltd. by securing Company’s building situated at _____.

FURTHER RESOLVED THAT an agreement for creating such a charge be executed with HDFC Bank Ltd. and Mr. X, Managing Director of the company be authorized to execute such agreement, and pay all the necessary charges and taxes as may be applicable.

FURTHER RESOLVED THAT Mr. X, Managing Director of the company be authorized to intimate ROC by filing form CHG-1 within 30 days of creation of such charge and sign such papers or file such documents to give effect to the said resolution.”

Explanatory Statement:

As you are aware that the company is expanding its business operations out of India, so in order to fund those activities, the board has decided to raise money from HDFC Bank by creating a charge against company's building situated at _____

None of the directors are concerned or interested in the said resolution.

RECOMMENDATION OF FINAL DIVIDEND BY BOARD OF DIRECTORS

Type of Meeting : Board Meeting

Type of Resolution : Board Resolution

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013, read with all the applicable rules as amended till date, and subject to the permission of shareholders in the ensuing AGM, the board hereby recommends dividend at the rate of 500% [Rs. 50 per share] to all the equity shareholder whose name appears in the register of members of as company as on the record date fixed by board of directors.

FURTHER RESOLVED THAT Mr. X, director of company be authorized to complete all the statutory formalities as may be required to give effect to this resolution.”

DECLARATION OF INTERIM DIVIDEND

Type of Meeting : Board Meeting

Type of Resolution : Board Resolution

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with all the applicable rules as amended till date, the Board of Directors of Company be and is hereby authorized to declare dividend at the rate of 500% [Rupees 50 per share] to those equity shareholders of the company whose name appears in the register of members in the company as on _____ [record date].

FURTHER RESOLVED THAT the Board be authorized to open a special bank account in the name and style of _____ and transfer therein such sum including the

amount of dividend distribution tax to this bank account within 5 days from the date of declaration and the same be paid within 30 days of declaration by crediting the bank accounts of all the concerned shareholders.

FURTHER RESOLVED THAT Mr. A and Mr. B directors of the company be authorized to open a bank account and submit the copy of this resolution with concerned bank and do all such acts as may be required to give effect to this resolution.”

APPROVAL OF ANNUAL REPORT AND FINANCIAL STATEMENTS

Type of Meeting : Board Meeting

Type of Resolution : Board Resolution

“RESOLVED THAT in terms of the provisions of Companies Act, 2013 read with all the applicable rules as amended till date, the annual report containing the balance sheet, P&L A/c., cash flow statement, schedules and notes to accounts as prepared and finalized in form AOC-3 be and is hereby approved.

FURTHER RESOLVED THAT the said financial statements be signed by all the directors of the company, CEO, CFO and CS and then the same be sent to the auditors for obtaining their signatures and finally to the members.

FURTHER RESOLVED THAT the Company Secretary of the company be authorized to identify a list of members and dispatch it to all the members at their registered address / e-mail id, available with the company.”

APPROVAL OF DIRECTORS REPORT

Type of Meeting : Board Meeting

Type of Resolution : Board Resolution

“RESOLVED THAT in terms of the provisions of Companies Act, 2013 read with all the applicable rules as amended till date, the draft of the Board’s Report as placed before

board of directors be and is hereby approved and the same be signed by Mr. A, Chairperson of the company.

“FURTHER RESOLVED THAT such directors report be sent to all the members of the company and the company secretary be authorized to do the same.”

BOARD RESOLUTION FOR DIRECTORS REPORT CONTAINING BOARD'S RESPONSE TO AUDITORS COMMENTS OR QUALIFICATION

Type of Meeting : Board Meeting

Type of Resolution : Board Resolution

“RESOLVED THAT in terms of the provisions of Companies Act, 2013 read with all the applicable rules as amended till date, the directors report as was previously circulated and is being modified to the extent of explanation provided by the directors on auditor's remarks be and is hereby approved & the same be signed by chairman of the company and dispatched to all the members for which the CS shall be authorized.”

APPOINTMENT OF ALTERNATE DIRECTOR

Type of Meeting - Board Meeting

Type of Resolution - Board Resolution

“RESOLVED THAT in terms of the provisions of section 161(2) read with all the applicable rules of the Companies Act, 2013, the Board of Directors of the company be and is hereby authorized to appoint Mr. A as an alternate director in place of Mr. B who has gone out of India for 6 months.

FURTHER RESOLVED THAT Mr. A shall continue to hold the office as an alternate director till the time Mr. B returns to India and upon such terms and conditions as decided by the Board from time to time.

FURTHER RESOLVED THAT Mr. A shall not be liable to retirement by rotation and during his term he shall enjoy all the powers as are given to Mr. B.

FURTHER RESOLVED THAT Mr. X, Company Secretary of the company be and is hereby authorized to intimate the concerned ROC and file such papers and sign such documents to give effect to the said Resolution”

APPOINTMENT OF ADDITIONAL DIRECTOR

Type of Meeting - Board Meeting

Type of Resolution - Board Resolution

“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with all the applicable rules as amended till date and as provided by articles of association of the Company and subject to the permission of shareholders, the board be and is hereby authorized to appoint Mr. A as an additional director of the Company who shall hold office till the ensuing annual general meeting of Company or due date of holding such AGM, whichever is earlier.

FURTHER RESOLVED THAT Mr. X, Company Secretary of the Company be authorized to intimate the concerned ROC and file such documents or sign such papers as may be required to give effect to the said resolution”.

APPOINTMENT OF ADDITIONAL DIRECTOR

1st December 2018

Type of Meeting : General Meeting

Type of Resolution : Ordinary Resolution

To consider, and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION.

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with all the applicable rules as amended till date, Mr. A, who was appointed as an additional director on the Board of the Company on _____ and in respect of whom an application in writing is received by the Company along with fee of Rs. 1 lakh [Rupees

One lakh only] proposing his candidature as a director be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT, Mr. X Company Secretary of the company be authorized to intimate the concerned ROC by filing form DIR 12 and sign such papers or file such documents to give effect to the said resolution”

Explanatory Statement:

The Board of Directors of your Company at its meeting held on _____ appointed Mr. A as an additional director, considering the vast experience he has in real estate business.

Since you are aware that your company is expanding its business into real estate and in order to gain some advantage, the board place before its shareholders the proposal to appoint Mr. A as a director of the company.

None of the directors are concerned or interested in the said resolution.

NOTICE OF BOARD MEETING

1st December, 2018

To,

Mr. A

Director

[Address]

Subject : Board Meeting on _____

Dear Sir/Madam,

Notice is hereby given that a meeting of board of directors of the company is scheduled to be held on [day], [date], [time], [place] to discuss the issues as specified in the agenda, which is enclosed to this notice.

Kindly note that the directors can also attend the meeting through video conferencing facility. We request your prior intimation for the same in case if you are participating through video conferencing.

Kindly acknowledge receipt of this notice,

Thanking You,

Yours faithfully,

For _____ Ltd.

Sd/-

[Name]

[Designation]

Encl.: Agenda for Board Meeting

NOTICE FOR BOOK CLOSURE & RECORD DATE IN NEWSPAPERS

NOTICE

To the Members,

Notice is hereby given that the register and share transfer books of the company shall remain closed from 1st December 2018 to 10th December, 2018 [both days inclusive] for the purpose of declaration of dividend.

Members are requested to provide updated address, email in case of any changes.

For _____ Ltd.

Sd/-

[Name]

[Designation]

Date : _____

Place: _____