

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF (COMPANY NAME) HELD AT THE REGISTERED OFFICE THE COMPANY AT (ADDRESS) ON (DAY),(DATE) AT (TIME).

TO AUTHORIZE ISSUE OF PREFERENCE SHARES

“RESOLVED THAT in accordance with the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, and subject to the approval of the members at the General Meeting , the consent of the Board be and is hereby accorded , to offer or invite to subscribe for, issue of such number of Preference shares of the Company of the face value of Rs._____ each, for an aggregate value of Rs._____, as _____ Preference shares (“ ___PS”), for cash at par (or at premium), on a Private Placement basis.

RESOLVED FURTHER THAT the Board of Directors do and hereby take on record the Valuation Report issued by the said Registered Valuer.

RESOLVED FURTHER THAT the draft Private Placement Offer Letter (in the form PAS-4) tabled before the meeting and initialled by the Chairperson for the purpose of identification for offer of _____ Preference Shares of _____ each be and is hereby approved and be issued to the subscribers.

RESOLVED FURTHER THAT an extraordinary general meeting of the Company be called and held at _____ on _____ day of _____ at _____ for obtaining the approval of the members for offer of Equity Shares as per the draft notice and explanatory statement placed before the meeting duly initialled by the Chairperson for identification.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized severally to issue the said notice to the members and others who are entitled for the same and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution including filing of necessary e-forms with Registrar of Companies.”

For XYZ PVT LTD

Director Name
DIN:

DATE:
PLACE: