

**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).**

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**TO ISSUE BONUS SHARES**

**RESOLVED THAT** pursuant to the provisions of section 63 and other applicable provisions, if any, of the Companies Act, 2013(the "Act") read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , articles of association and subject to the approval of shareholders in the general meeting, the consent of the Board be and is hereby accorded that a sum of Rs. \_\_\_\_\_ be capitalized out of general reserve and set free for distribution amongst the equity shareholders by issue of \_\_\_\_\_ (number of new equity shares to be offered to existing share as per the bonus issue) of face value of Rs \_\_\_\_\_ (face value) for every \_\_\_\_\_ (number of existing equity shares in fraction of which bonus shares will be given) credited as fully paid up to the equity shareholders of the company in proportion of the shares held by them on the record date to be decided by the Board and that

**RESOLVED FURTHER THAT** the net sale proceeds after defraying the expenses of the sale be distributed to the shareholders entitled to fractional shares in proportion to their respective holdings. The allotment of Bonus shares in the case of Non-resident Indians (NRIs) be subject to the applicable provisions under FEMA.

**RESOLVED FURTHER THAT** the Company Secretary and the Directors of the Company be and are hereby authorized severally to do all such acts and deeds as may be necessary to ensure crediting of the Bonus share in electronic form or issue of share certificates in physical form as the case may be under the Common Seal of the Company.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**For XYZ PVT LTD**

**Director Name**  
**DIN:**

**DATE:**  
**PLACE:**