

**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 SWEAT EQUITY SHARES**

**“RESOLVED THAT** pursuant to section 54 of Companies Act 2013 read with the companies (share capital and debenture ) rule 2014, and article \_\_ article of association of the company and subject to the approval by the members by way of Special Resolution and in terms of the Valuation Report of Mr./Ms./M/s\_\_\_\_\_, Registered Valuer, \_\_\_\_\_ number of Equity shares (hereinafter referred to as Sweat Equity shares) of Rs.\_\_\_\_\_/ - each be and are hereby issued at Rs.\_\_\_\_\_ per share to \_\_\_\_\_ number of employees including Directors, as per the statement placed before the Board duly initialled by the Chairperson for identification.

**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 issue of the aforesaid shares called Sweat Equity shares as per the draft notice and explanatory statement placed before the meeting duly initiated by the Chairperson for identification.

**RESOLVED FURTHER THAT** the Company Secretary and the Directors be and are hereby authorized severally to issue the said notice to the members and others who are entitled for the same, and take all necessary action in this respect

**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:**