**Right Issue Resolution of Board Meeting:**

**CERTIFIED COPY OF RESOLUTION PASSED IN THE BOARD MEETING OF DIRECTORS OF NAME OF COMPANY LIMITED HELD ON ----------DAY OF---------------MONTH, 2014 AT PLACE OF MEETING.**

"**RESOLVED THAT** according to the Section 62 of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014, the board approves the suggestion of the Chartered Accountants firm in terms of right issue of share that allows the Company to issue -------------No. of equity shares of Rs. ------------ each (hereinafter referred to as new shares) of an aggregate nominal value of Rs. ---------------------------------(Rupees in Word), for cash to the shareholders at a premium of Rs. ---------------(if any) per share. The Board of Directors accepts it as reasonable and in the interest of all concerned, such issue to be made on the following terms and conditions:-

1. The issue of shares is determined in terms of a one new share for every one equity share held on DATE OF MEETING.
2. All members are notified with an offer letter which shall include the number of existing shares held by each member and the number of shares to which each is entitled as rights shares, the value per share and the total amount due in case the offer of shares is accepted in full.
3. The said offer shall be valid up to the MAXIMUM 30 DAYS. The person to whom the new share offer is being made, he can renounce the offer in favor any other person.
4. In case of expiry the offer which denotes MAXIMUM 30 DAYS FROM MEETING or on receipt of earlier intimation regarding the declination of the offer made by the person to whom the right issue was given, the Board of Directors of the company has authority to dispose of unsubscribed part in accordance with the beneficial of the company.
5. The issued Equity share shall be treated in the same way as the existing share and on the allotment of share shall follow the same right of voting. The equity shares, which will be allotted during the financial year, shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.
6. For the Non-Residents members, the allotment of further shares shall be made as per the Regulation issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999.
7. Those, who are allotted the further new share, are only entitled to have share certificate within the time specified in the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors be and is hereby authorize to take all steps to implement the above resolutions, finalize and issue the letter of offer of rights and take all actions in connections with the further issue and allotment of shares to the members and others where applicable”.

Certified true copy

For NAME OF COMPANY Limited

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NAME OF DIRECTOR

Director

DIN:

ADDRESS OF DIRECTOR