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BOARD RESOLUTION FOR CHANGE IN THE NAME OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under, and subject to the approval of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs and the approval of the members, the consent of the board be and is hereby accorded to change the name of the company from to or a s may be approved by the Registrar.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, _____ Director of the Company be and is hereby authorized, on behalf of the Company, to make an application to the MCA for ascertaining availability of proposed name and to do all acts, deeds, and things as may be necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”

BOARD RESOLUTION FOR ADOPTION OF PRE-INCORPORATION CONTRACTS

“RESOLVED THAT the consent of the Board of Directors be and is hereby given ratifying all the contracts entered into by the promoters of the company before incorporation of the company, as per the statement tabled before the Board and initiated by the chairman for the purpose identification.

RESOLVED FURTHER THAT the preliminary contracts entered into by the promoters in connection with the incorporation of the company as per the statement before the meeting be and are hereby approved.

RESOLVED FURTHER THAT any of the directors of the company and/or Company Secretary, be and are hereby severally authorized to do all acts, deeds and things, including but not limited to execution of any required documents or instruments, which may be necessary to give effect to the foregoing resolution.”

AGM RESOLUTION TO BE PASSED FOR CHANGE IN THE NAME CLAUSE OF MOA

“RESOLVED THAT pursuant to section 13(2) and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under, the consent of members be and is hereby accorded to change the name of the company from _____ PRIVATE LIMITED to _____ PRIVATE LIMITED.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

‘The Name of the company is _____ PRIVATE LIMITED”.

RESOLVED FURTHER THAT Clause of the Articles of Association of the Company be substituted by the following:

The company means _____ PRIVATE LIMITED”.

SAMPLE SHAREHOLDERS’ RESOLUTION TO BE PASSED IN THE GENERAL MEETING

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, as amended time to time and subject to such approvals, permissions and sanctions of Registrar of Companies, the consent of the members of the company be and is hereby accorded for substitution of Clause VI of the Memorandum of Association of the company the following clause:

“The liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the company or any other officer, authorized by the Board, be and are/is hereby authorized to do all such, acts, things. Deeds and matters that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

“RESOLVED THAT pursuant to the provisions of Sections 12 and 13 of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the confirmation of the Central Government and subject to the confirmation of the members, approval of the Board of Directors of the company be and is hereby accorded for shifting of the registered office of the company from the state of Maharashtra to the state of Gujarat.

RESOLVED FURTHER THAT Shri _____ and Shri _____, the Company Secretary and Director of the company respectively, be and are hereby jointly and severally authorised -

- I. To sign and file, the petition under Sub-section (4) of Section 13 of the Act to the Regional Director for securing confirmation to the alteration to the memorandum of association of the company so as to change the place of the Registered office of the company from the State of Maharashtra to the State of Gujarat;
- II. To represent the company in all hearings concerning the petition of the company; and
- III. To appoint, on behalf of the company, Company Secretaries in whole-time practice, Advocates, lawyers, counsels and other consultants, if and when required, to represent the company and plead on its behalf before the concerned Regional Director and or any other agency in all matters connected with the petition of the company.

RESOLVED FURTHER THAT Shri _____, Director of the Company be & is hereby authorised on behalf of the Company, including preparing, signing, executing Power of Attorney in favor of Shri. _____ And Shri _____, the Company secretary and the Director of the company respectively in this regard but not limited to file & submit necessary E-forms, applications, documents & returns with Registrar of Companies, Ministry of Corporate of Affairs & to do all acts, deeds & things as may deem necessary, proper or desirable for the purpose of giving effect to above resolution”.

AGM RESOLUTION FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER

“RESOLVED THAT pursuant to the provisions of section 13 read with section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and subject to the approval of the Regional Director, _____ Region or any other Government Authority, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from the State of _____ (State) to (State).

RESOLVED FURTHER THAT Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following clause:

‘II. The Registered Office of the Company shall be situated in the State _____

RESOLVED FURTHER THAT Mr. _____ and Mr. _____, the director and the company secretary of the Company respectively, be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds and things as may be necessary or desirable in this regard for the purpose of giving effect to this resolution.”

BOARD RESOLUTION FOR ALTERATION OF OBJECT CLAUSE IN MOA

“RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 (Act) including any statutory modification(s) or re-enactment thereof for the time being in force and subject to the consent of the members in General meeting and approval from the Registrar of Companies Maharashtra Mumbai and or any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III, after the existing sub-clause 3 and the remaining sub-clauses be re-numbered accordingly:

‘4. To render services as brokers or commission agents and to carry on the business of retail and institutional distribution of Insurance Policies or any other products issued by the Insurance Companies, on the basis of a commission, remuneration or a fee.’

RESOLVED FURTHER THAT any of the Directors, and the Company Secretary of the company, be and are hereby severally authorized to file, sign, verify, execute and submit all such e-forms, papers or documents, as may be required and do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution.”

AGM RESOLUTION FOR ALTERATION OF OBJECT CLAUSE IN MOA

“RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 (Act) including any statutory modification(s) or re-enactment thereof for the time being in force consent of the members in General meeting be and is hereby given for re-structuring of the Object clause of the memorandum of association of the company subject to the approval from the Registrar of Companies Maharashtra, Mumbai and or any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III, after the existing sub-clause 3 and the remaining sub-clauses be re-numbered accordingly:

‘4. To render services as brokers or commission agents and to carry on the business of retail and institutional distribution of Insurance Policies or any other products issued by the Insurance Companies, on the basis of a commission, remuneration or a fee.’

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify, execute and submit all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid sub-Clause 4 under Clause III of the Memorandum of Association of the Company which pertains to the Objects of the company, as may be required by the ROC and/or any statutory/regulatory authority.”

BOARD RESOLUTION FOR ALTERATION OF CAPITAL CLAUSE IN MOA

A. Increase in Authorised Share Capital

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approvals of shareholders in the General meeting, to increase the Authorized Share Capital of the Company from existing Rs.50,00,000 (Rupees Fifty Lacs) divided into 5,00,000 (Five Lacs) Equity Shares of Rs.10/- each to Rs.75,00,000 (Rupees Seventy- Five Lacs) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity Shares of Rs.10/- each by creation of additional 2,50,000 (Two Lacs Fifty Thousand) Equity Shares of Rs.10/- each ranking pari -passu in all respect with the existing Equity Shares of the Company.

B. Alteration in the Capital Clause of Memorandum of Association of the company

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approvals of shareholders in the General meeting, for substituting Clause V of the Memorandum of Association of the Company with the following clause.

“V. The Authorised Share Capital of the Company is Rs. 75,00,000/- (Rupees Seventy Five Lacs Only) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.”

AGM RESOLUTION FOR ALTERATION OF CAPITAL CLAUSE IN MOA

a. Increase in Authorised Share Capital

Special Business

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 50,00,000/- (Rupees Fifty Lacs Only) divided into 5,00,000 (Five Lacs) Equity Shares of Rs.10/- each to Rs. 75,00,000/- (Rupees Seventy -Five Lacs Only) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each by creation of additional 2,50,000 (Two Lacs Fifty Thousand) Equity Shares of Rs.10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association of the company be deleted and the same be substituted with the following new clause as Clause V:

‘V. The Authorised Share Capital of the Company is Rs.75,00,000/- (Rupees Seventy Five Lacs) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each.’

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**BR FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTION OF NEW SET
OF ARTICLES OF ASSOCIATION OF THE COMPANY**

“RESOLVED THAT pursuant to Section 5 and 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, and subject to the approval of Shareholders in General Meeting, to adopt new set of Articles of Association of Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. ABC, Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds and things as may deemed to be necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies.”

AGM RESOLUTION FOR ALTERATION OF ARTICLES

Adoption of new set of Article of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 49 with the new regulations 1 to 93, a copy of which is annexed to the Explanatory Statement pursuant to Section 102 of the Companies Act 2013, be and is hereby adopted as new regulations of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr.
..... (DIN:), Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds and things as may be deemed to be necessary, proper or desirable and to sign and execute all the necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies.”

BOARD RESOLUTION APPROVING PRIVATE PLACEMENT OF SHARES

“RESOLVED THAT pursuant to the provisions of Section 42, 62(c) and other provisions, applicable, if any, of the Companies Act, 2013 read with the Companies (Prospectus and allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the consent of the Board of Directors of the Company be and is hereby accorded for an allotment of _____ (_____) Equity Shares of Rs. _____ (Rupees _____) each of the Company at par, distinctively numbered from _____ to _____ (both inclusive), to _____ from whom the Company has received share application money aggregating to Rs. _____/- (Rupees _____).

RESOLVED FURTHER THAT the said Equity Shares shall rank pari-passu with existing Equity Shares in all respects.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file Return on Allotment of aforesaid shares in E-Form No. PAS-3 or such other applicable form from time to time with the Registrar of Companies by affixing Digital Signature thereto.

RESOLVED FURTHER THAT the Share Certificate for the shares allotted as aforesaid be issued to abovementioned allottee under the signatures of any two Directors and Mr. _____ as Authorised signatory of the Company and the Common Seal of the company be affixed on the share certificate as per the Articles of Association of the Company.

RESOLVED FURTHER THAT necessary entries in respect of issue and allotment of aforesaid shares be made in the Register of Members.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to intimate above allotment to Depositories and/or R&T agents by submitting necessary documents and to do all such acts, deeds, matters and things which may deem necessary, pertinent, desirable, incidental in this regard.”

BR TO TAKE NOTE OF THE SATISFACTION OR RELEASE OF CHARGE

“RESOLVED THAT the Board is hereby take the note of charge release letter or letter of satisfaction dated _____ received from _____ SBI (Bank) for the Charge ID _____ having date of creation _____ as registered with the Registrar of Companies (ROC).

RESOLVED FURTHER THAT the Bank be hereby requested to release the title deeds mortgaged with them at the time of obtaining the financial assistance.

RESOLVED FURTHER THAT Mr. _____, Director and Mr. _____ Company Secretary of the company be and is hereby severally authorised file for such satisfaction of charge with the Registrar of Companies (ROC) and generally to do all such acts, deeds, matters and things as may be incidental in this regard.”

BR APPROVING THE REGISTRATION OF TRANSFER OF SHARES

“RESOLVED THAT Registration of transfer of _____ fully paid equity shares of the company as per details in the register of share transfers of the company entered on page _____ to _____, entries Nos. _____ to _____ (both inclusive), which was placed before the meeting and each page was initialed by the chairman of the meeting as a mark of identification, be and is hereby approved.

RESOLVED FURTHER THAT Shri _____, Company Secretary be and is hereby authorized to endorse the relevant share certificates under his signature, arrange for their dispatch to the transferees of the shares and make appropriate entries in the register of members and other records of the company.”

BR APPROVING THE REGISTRATION OF TRANSMISSION OF SHARES

“RESOLVED THAT Transmission of _____ nos. of fully paid equity shares of the company bearing distinctive numbers _____ to _____ (both numbers inclusive) presently registered in the name of Shri _____ who has been reported as deceased on _____ in the district of _____ which is situated in the state of _____, in the name of Shri _____ son of Shri _____ resident of _____ be and is hereby approved.

RESOLVED FURTHER THAT since the company has received a letter from the said Shri _____, intimating to the company that he has decided to have the said shares registered in his name, the said shares be registered in his name.

RESOLVED FURTHER THAT Shri _____, Company Secretary, be and is here by authorized to enter the name of the said Shri _____ in the register of members of the company and send the relevant share certificates to him after appropriately endorsing them in his name.”

BR FOR APPROVING PLACE OTHER THAN THE REGISTERED OFFICE WHERE BOOKS OF ACCOUNT OF THE COMPANY MAY BE KEPT

“RESOLVED THAT pursuant to the provisions of Section 128 of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) consent of the Board of Directors of the Company be and is hereby accorded for keeping and maintaining Books of Accounts of the Company at _____ along with registered office of the company with effect from _____.

RESOLVED FURTHER THAT Mr. /Ms. _____, director/CS/CFO of the Company be and is hereby authorized to file the necessary documents/ form(s) with the ROC and to do all such acts, deeds, matters and things as may be necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

BR FOR DECLARATION OF INTERIM DIVIDEND ON EQUITY SHARES

“RESOLVED THAT an Interim Dividend of Rs. _____ (at the rate of ____ percent) on each fully paid-up equity share of Rs. _____ of the Company amounting to Rs. _____ be paid out of the profits of the Company for the half year ended _____ 2024 to those Members of the Company whose names would appear on the Register of Members of the Company on the _____ day of _____ 2024 being the Record date for payment of Interim Dividend.

RESOLVED FURTHER THAT a separate bank account be opened in the name of the Company with..... Bank at its Branch at _____ and a sum of Rs. _____, being the total Interim Dividend amount, be deposited in the said account within five days from the date of declaration.

RESOLVED FURTHER THAT Mr. _____, Director and Mr. _____, Company Secretary be and are hereby jointly authorized to open the bank account by signing the account opening form and by furnishing to the said bank the required papers, documents and information and completing all other required formalities for the purpose of opening the bank account and to make arrangements with the said bank for the payment at par, of the Interim Dividend within thirty days from the date of declaration.

RESOLVED FURTHER THAT Mr. _____, Director and Mr. _____, Company Secretary of the company, be and are hereby authorised to jointly sign the Dividend warrants to be issued on the said bank and the said bank be and is hereby authorised to honour the Interim Dividend warrants jointly signed by the said authorised signatories, as and when presented for encashment.”

BR FOR DECLARING INTERIM DIVIDEND ON PREFERENCE SHARES

“RESOLVED THAT in accordance with the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013, dividend at the fixed rate of 8 per cent per annum on the (no. of shares) cumulative redeemable preference shares of Rs.100 each of the company, for the six months commencing from July 1, 20__ and ending on December 31, 20__ aggregating Rs. _____ [Rupees (in words)], be paid to the registered holders thereof whose names would appear on the register of holders of the said shares on the _____ 20__, the date of commencement of the closure of the share transfer books of the company.

RESOLVED FURTHER THAT a bank account to be designated as “Interim Preference Dividend (20.....) Account of.....Limited” be opened in the name of the company with _____ Bank at its Branch at _____ and a sum of Rs. [Rupees (in words)], being the total interim dividend amount, be deposited in the said account within five days.

RESOLVED FURTHER THAT Shri _____, Managing Director and the Company Secretary, Shri _____ be and is hereby authorized to open the bank account by signing the account opening form and by furnishing to the said bank the required papers, documents, information etc. and completing all other required formalities for the purpose of opening the bank account and to make arrangements with the said bank for the payment at par, of the interim dividend within 30 days from the date of this resolution.

“RESOLVED FURTHER THAT Shri _____, managing director and Shri _____ Company Secretary of the Company for the time being, be and are hereby authorised to jointly sign the dividend warrants to be issued on the said bank and the said bank be and is hereby authorized to honour the interim dividend warrants jointly signed by the said authorized signatories, as and when presented for encashment.”

BOARD RESOLUTION FOR TRANSFER OF SHARES

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF [Name of Company], HELD ON [Date], AT [Address].

The Director Mr./Mrs. [Name of Director], informs to the board that they are in receipt of some share transfer application along with share certificates, share transfer deed, and other relevant documents duly signed, stamped and authenticated, for the approval of the company and to record the details of share transfer in the registers of members maintained by the company.

“RESOLVED THAT pursuant to the provision of section 56 of the Companies Act 2013 and other relevant provisions as amended from time to time, the consent of the board of directors is hereby accorded to record the transfer of share in the register of members maintained by the company as per details given below:

FURTHER RESOLVED THAT Mr./Mrs. [Name of Director] director of the company is hereby authorised to endorse the relevant share certificate and to enter the name of the transferee as a member in the register of members and make entries in the register of share transfer and to do all other necessary acts, deeds and things as may be required to give effect to the above resolution.”

SPECIMEN OF DEED OF ASSIGNMENT OF SHARES IN A COMPANY

THIS ASSIGNMENT is made this day of between AB, son of , resident of..... (hereinafter called “the Assignor”) of the one part, and CD, son of....., resident of (hereinafter called “the Assignee”) of the other part.

THE DEED WITNESSES:

That in consideration of the sum of Rs..... (Rupees.....) paid by the assignee to the. assignor, the receipt whereof the assignor hereby acknowledges, the said AB hereby assigns, sells and transfers to the said CD..... Equity Shares of Rs.....each, fully paid up, bearing consecutive Nos..... to..... (inclusive), which stand in the name of the assignor in the Register of Members of... Co. Ltd. TO HOLD the same to the assignee absolutely, subject nevertheless to the conditions on which the assignor held the same up to date.

AND the assignee hereby agrees to take the said Equity Shares subject to such conditions.

IN WITNESS WHEREOF the assignor and the assignee do here to affix their respective signatures on the day, month and the year stated above.

Assignor:

Assignee:

Signed in the presence of:

Witness 1:

Witness 2:

**BR FOR ISSUE AND ALLOTMENT OF UNSECURED-CONVERTIBLE DEBENTURES AND/ OR OTHER
DEBT SECURITIES ON PRIVATE PLACEMENT BASIC**

“RESOLVED THAT subject to the authorization by the Company in the general meeting and pursuant to section 42, 71 of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made thereunder along with Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended from time to time _____ Unsecured-Convertible debenture of Rs. _____ each of the Company be and are hereby allotted to the persons mentioned in the allotment list placed before the meeting and initialled by the Chairman so that each allottee receives the number of debentures specified against his name in the list.

RESOLVED FURTHER THAT the draft letter of allotment placed before the meeting and initiated by the Chairman for the purpose of identification be and are hereby approved and the Company Secretary Mr. _____ of the Company be directed to issue the said letters of allotment or letter of regret with refund vouchers as the case may be.

RESOLVED FURTHER THAT the _____ (Bank Name), _____ Branch, _____ (City), in which the Company has opened an account “_____ Limited Debenture Account” be and is hereby authorized to receive debenture allotment monies and to credit the said account with such amount.

RESOLVED FURTHER THAT the said Bank be and is hereby authorized to honour debenture refund vouchers from and out of the credit balance in the said account.

RESOLVED FURTHER THAT Mr./Mrs. _____ (Designation) of the company, be and is hereby authorized to do all other acts, deeds and things necessary to give effect to the said resolution.”

BR FOR ACCEPTENCE OF DEPOSIT FROM THE MEMBERS OF THE COMPANY

“RESOLVED THAT, pursuant to the provisions of section 73 of the Companies Act, 2013, including any statutory modification(s) and re-enactment (s) thereof for the time being in force, subject to article number _____ of Articles of Association of the company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, and subject to the members approval by way of ordinary resolution, the consent of the board be and is hereby given to invite and accept unsecured deposits from members subject to the maximum aggregate of not more than Rs. _____/- outstanding at any point of time or an amount equal to 100% of aggregate of paid up share capital, free reserves and securities premium account (As per the latest audited balance sheet), whichever is less.

RESOLVED FURTHER THAT the forms of application and fixed deposit receipt a draft of which is placed before the meeting duly initiated by the Chairman for the purpose of identification, be and are hereby approved.

RESOLVED FURTHER THAT Mr./Mrs. _____ and Mr./Mrs. _____ (designation) of the company, be and are hereby authorized to sign the fixed deposit receipts and other documents on the behalf of company and to issue the same to the depositors of the company and Mr. _____ be and is hereby authorized to make necessary entries in the register maintained for this purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to do such acts, deeds, matters and things as Board of Directors may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation/acceptance/ renewal/receipts as aforesaid and matters incidental thereto.”

BOARD RESOLUTION TO APPROVE THE MODIFICATION OF CHARGE

“RESOLVED THAT pursuant to the provisions of section 77, 79 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment thereto, the consent of the Board be and is hereby accorded to modify the charge, which was created on _____ by way of enhancement/reduction of the sum borrowed from SBI (bank) from Rs. _____ to Rs. _____ with interest rate at ____% per annum against the assignment/ hypothecation/mortgage on the property of the company situated at _____.

RESOLVED FURTHER THAT Mr. _____, Director of the company be and is hereby authorised to finalise and execute such deed/ forms/ documents etc. on behalf of the company as may be required to modify the said charge.

RESOLVED FURTHER THAT Mr. _____, Director of the company be and is hereby authorised to file the said documents with the concerned authority and generally to do all such acts, deeds, matters and things as may be considered ancillary or incidental thereto for giving effect to the said resolution and also to forward the true copy of this resolution to the concerned authorities as may be necessary.”

SPECIMEN BOARD RESOLUTION TO APPROVE THE CREATION OF CHARGE

The Chairman informed the Board that at the request of the Company, SBI (Bank).....Branch has sanctioned under mentioned credit facilities on the terms and conditions set out in the Bank's sanction letter bearing No. _____ dated _____ and he placed before the Board a copy of the said sanction letter.

He further informed that in terms of the said sanction letter various securities/charges are to be created in favor of Bank.

“RESOLVED THAT the Company hereby solicit assent to borrow and avail of the following credit facilities from SBI (Bank).....branch, on the terms and conditions as set out in the Bank's sanction letter bearing No. _____ dated _____, as placed before the Board and that Mr. _____ (Director) and Mr. _____ (Director) be and are hereby authorised to convey the acceptance thereof to the Bank for and on behalf of the company.

RESOLVED FURTHER THAT the Company approves the drafts of the security documents in the form required by the Bank and as placed before the Board and that Mr. _____ & Mr. _____, Directors be and are hereby authorised to settle and finalise the same for and on behalf of the company and the company do execute the said security documents and other agreements as finalized and that the Common Seal of the company be affixed, if necessary as per the provisions of the Companies Act, 2013, to the stamped engrossment of such security documents and agreements in the presence of Mr. _____, Mr. _____, Directors of the Company and Mr. _____ being a secretary of the company / person authorized by the Board in that behalf who do sign the same in token thereon.

RESOLVED FURTHER THAT the Company has created the Mortgage by Deposit of Title Deeds of the Company's property situated at _____ as a security for repayment of the amounts due and payable by the Company under the said aforesaid credit facilities together with interest, cost, expenses and other charges payable thereunder and that Mr. _____ & Mr. _____, Directors of the Company be and are hereby jointly and severally authorised to deliver and deposit the said title deeds with the Bank.

RESOLVED FURTHER THAT the Company request Mr. _____, Mr. _____ and Mr. _____ to offer and execute guarantee in favour of the Bank to guarantee and to secure the repayment of the aforementioned credit facilities granted to the company together with interest, cost, expenses and other charges thereon.

RESOLVED FURTHER THAT the company is hereby authorized file the requisite particulars of charges with the Registrar of the Companies, in respect of the said credit facilities after execution of respective documents within the time prescribed by law.

RESOLVED FURTHER THAT certified true copies of the aforesaid resolutions be and are hereby forwarded to the Bank and they be requested to act thereon.”

**SR UNDER SECTION 180(3) (C) AUTHORISING THE BOARD TO BORROW FOR COMPANY'S BUSINESS
UPTO A LIMIT BEYOND PAID UP CAPITAL & FREE RESERVES**

“RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approval as may be necessary, consent of the company be and is hereby accorded to the Board of directors of the company for borrowing, from time to time, such sum of money as may not exceed Rs. _____ (Rupees.), for the purpose of the business of the company, notwithstanding that the moneys to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the company, its free reserves, that is to say, the reserves not set apart for any specific purpose and securities premium, provided that the total amount up to which the monies may be borrowed by the Board of directors of the company shall not exceed the aggregate of the paid-up capital, free reserves and securities premium of the company by more than the sum of Rs. _____ (Rupees _____) at any one time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts, deeds and things, as it may, in its absolute discretion deem necessary and appropriate to give effect to the above resolution.”

**SPECIMEN RESOLUTION UNDER SECTION 180(1) (A) FOR CREATING CHARGE ON COMPANY'S
ASSETS AND PROPERTIES**

“RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 or any modification or re-enactment thereof, to mortgaging and/or charging by the Board of directors of the Company by way of equitable and/or legal mortgage on such immovable and movable properties of the Company, both present and future, together with power to take-over the assets of the Company in certain events, to or in favor of and the Industrial Finance Corporation of India Ltd. (IFCI) by way of first pari passu Charge to secure the Rupee Term Loans of Rs.1000.00 lacs and Rs.880.00 lacs respectively granted to the Company together with interest at the agreed rate(s), liquidated damages, front end fees, premium on pre-payment, costs, charges, expenses and all other moneys payable by the Company under the Loan Agreements, Deeds of Hypothecation and other documents executed/ to be executed by the Company in respect of the Term Loans of IDBI and IFCI.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorised and shall always be deemed to have been authorised to finalise with IDBI and IFCI the documents for creating the aforesaid mortgage and/ or charge and to do all acts, deeds and things as may be necessary for giving effect to the above resolution.”

SPECIMEN SPECIAL RESOLUTION UNDER SECTION 180 (1) (A)

RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 or any modification or re-enactment thereof, to mortgaging and/or charging by the Board of directors of the Company by way of equitable and/or legal mortgage on such immovable and movable properties of the Company, both present and future, in favour of State Bank of India, New Delhi the Company's Bankers by way of Second Charge to secure the various fund based/non-fund based credit facilities granted/to be granted to the Company and the interest at the agreed rate, costs, charges, expenses and all other moneys payable by the Company under the Deed(s) of Hypothecation and other documents executed/to be executed by the Company in respect of credit facilities of State Bank of India, in such form and manner as may be acceptable to State Bank of India.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorised and shall always be deemed to have been authorised to finalise with State Bank of India the documents for creating the aforesaid mortgage and/or charge and to do all acts, deeds and things as may be necessary for giving effect to the above resolution."

BR RECOMMENDING PAYMENT OF DIVIDEND ON EQUITY SHARES OUT OF PROFITS

"RESOLVED THAT in accordance with the provisions of Section 123 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company hereby recommends a Dividend of Rs _____ (at the rate of __ percent) per equity share out of the profits of the Company for the year ended on 31st March 2024, on the _____ fully paid up equity shares of the Company absorbing Rs. _____ out of the profits.

RESOLVED FURTHER THAT subject to declaration by the Members of the Company at the ensuing Annual General Meeting, the Dividend be paid to the registered holders of the equity shares whose names would appear on the Register of Members on _____ day of _____ being the Record date for payment of Dividend.

RESOLVED FURTHER THAT subject to the declaration by the Members of the Company at the ensuing Annual General Meeting, Mr. _____, Director, and Mr. _____, Company Secretary be and are hereby jointly authorised to take necessary steps including opening of the bank account with the _____ at its Branch at _____ by signing the account opening form and by furnishing to the said bank the required papers, documents and information, and completing all other required formalities for the purpose of opening the bank account and to make arrangements with the said bank for the payment at par, of the Dividend within thirty days from the date of declaration of Dividend by the members at the Annual General Meeting.

RESOLVED FURTHER THAT Mr. _____, Director and Mr. _____, Company Secretary of the company, be and are hereby authorised to jointly sign the dividend warrants to be issued on the said bank and the said bank be and is hereby authorised to honour the Dividend warrants jointly signed by the said authorised signatories, as and when presented for encashment."

MODEL DIVIDEND DISTRIBUTION POLICY

The Board of Directors ("Board") of _____ (name of the Company) at its meeting held on _____ has approved and adopted the Dividend Distribution Policy ("Policy") as required in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Effective Date of the Policy shall become effective from the date of its adoption by the Board i.e. _____ (DD/MM/YYYY).

Need and Objective of the Policy The Securities and Exchange Board of India ("SEBI"), vide its Notification dated 8th July 2016, amended the Listing Regulations by inserting Regulation 43A in order to make it mandatory for the top 1000 listed companies (based on their market capitalization calculated as on the 31st day of March every year) to have the above Policy in place.

Considering the above and recognizing the need to lay down a broad framework for deciding the matters pertaining to distribution of Dividend and / or retaining the profits of the Company, the Board of the Company has laid down and adopted this policy.

The Policy reflects the intent of the Company to reward its shareholders by sharing a portion of its profits after retaining sufficient funds for the growth of the Company. The Policy sets out the circumstances and different factors for consideration by the Board at the time of taking such decisions.

The Policy shall not apply to determination and declaration of Dividend on preference shares as the same will be as per the terms of issue approved by the shareholders.

BOARD RESOLUTION FOR APPOINTMENT OF AUDITORS

"RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) and other applicable provision of the companies Act 2013 and considering the recommendations made by the Audit Committee (mentioned only if applicable), the consent of the Board be and is hereby recommends M/s. _____ Chartered Accountants for appointment as the statutory auditor of the company for the financial year _____, from the conclusion of the forthcoming annual general meeting till the conclusion of sixth meeting , at a remuneration to be decided in consultation with it.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matter, filing and things which may deem necessary in this behalf."

AGM RESOLUTION FOR APPOINTMENT OF AUDITOR TILL 6TH AGM

“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. _____, Chartered Accountants (Registration No _____), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matter, filing and things which may deem necessary in this behalf.”

DRAFT BOARD RESOLUTION FOR OBTAINING STATUS OF DORMANT COMPANY

“RESOLVED THAT consent of Board of directors of the company be and is hereby accorded to make an application to the Registrar of Companies, _____ (ROC), for obtaining the status of “dormant company” for the company, in pursuance of the provisions of section 455 of the Companies Act, 2013 and rules made thereunder, including any amendments thereto from time to time, and subject to the approval of the members of the company.

RESOLVED FURTHER THAT Mr./Ms. _____ (Designation), be and is hereby authorized to sign and file Form MSC-1 to the ROC along with all the necessary documents as may be required with regard to the application for obtaining the status of dormant company.

RESOLVED FURTHER THAT Mr./Ms. _____ (Designation), be and is hereby authorized to file such documents and ensure payment of such annual fees as may be prescribed to the ROC to retain the dormant status of the company.”

SPECIAL RESOLUTION FOR OBTAINING STATUS OF DORMANT COMPANY

“RESOLVED THAT pursuant to provisions of Section 455 of the Companies Act, 2013 (‘the Act’) and the Companies (Miscellaneous) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modifications or re-enactments thereof) and subject to such other approvals and permissions as may be required, the consent of the Members be and is hereby accorded to the Company to make an application to the Registrar of Companies, _____ in Form MSC- 1 for obtaining the status of a dormant company.

RESOLVED FURTHER THAT Mr./Mrs. _____, Director and/or Mr./Mrs. _____, Director be and are hereby jointly and severally authorized to submit necessary e-forms to ROC for obtaining the status of a dormant company and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

BOARD RESOLUTION FOR DORMANT TO ACTIVE COMPANY

“RESOLVED THAT consent of Board be and is hereby accorded to make an application to the Registrar of Companies, _____ (ROC), for seeking the status of an “active company” for the company, in pursuance of the provisions of section 455 (5) of the Companies Act, 2013 and rule 8 of the Companies (Miscellaneous) Rules, 2014 and any other applicable provisions thereof, including any amendments thereto for the time being in force.

RESOLVED FURTHER THAT Mr./Ms. _____ (Designation) and Mr./Ms. _____ (Designation) be and is hereby severally authorized to sign and file Form MSC-4 to the ROC along with all the necessary documents as may be required with regard to the application for seeking the status of an active company and further authorized to all such acts, deeds and things as may be necessary in this regard.”

SPECIMEN NOTICE OF ANNUAL GENERAL MEETING

LETTERHEAD OF THE COMPANY

NOTICE OF..... (Meeting Number) ANNUAL GENERAL MEETING

NOTICE is hereby given that the (Meeting Number) Annual General Meeting of the Members of (Name of the Company) will be held of (Day), the (Date), 20...., a Am/ p.m. at (Address) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, and the Reports of the Board of Directors and the Auditors.
2. To declare dividend for the financial year ended 31st March,
3. To appoint a Director in place of Mr. (DIN), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors and to determine their remuneration.

For this purpose, to consider and if deemed fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s., Chartered Accountants, (Firm Registration No.....) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), at a remuneration of Rs./- (Rupees only) for the year and Rs. / - (Rupees only) per year for the subsequent years plus reimbursement of out of pocket expenses and service tax, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

Special Business:

5. To appoint Mr. as Director

To consider, and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. (DIN), who was appointed as an Additional Director of the Company with effect from, 20..... by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mr. for the office of Director, be and is hereby appointed with effect from the date of this Meeting as a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors

For

.....(Signature)

..... (Name)

Company Secretary

Place:

Date: 2024

MINUTES OF ANNUAL GENERAL MEETING

MINUTES OF THE PROCEEDINGS OF THE..... (Number of Meeting) ANNUAL GENERAL MEETING OF..... (Name of the Meeting) HELD ON..... (Day), (Date) 20... FROM..... TO..... A.M/ P.M. AT..... (Address).

The following were present:

1. Mr. W (in the Chair)
2. Mr. B (Director and Member)
3. Mr. C (Director)
4. Mr. D (Director and Member)
5. Mr. E. (Director and Chairman of Audit Committee)
6. Mr. F (Company Secretary)
7. (Members present in person) [state number]
8. Representing..... shares (Members present by Proxy) [state number]

Mr. G, Partner of M/s....., Chartered Accountants, Auditors of the Company, was present. Mr. H, Practising Company Secretary, Secretarial Auditor of the Company, was also present.

CHAIRMAN

In accordance with Article..... of the Articles of Association, Mr. W, Chairman of the Board of Directors, took the Chair.

The Chairman welcomed the Members and introduced the Directors seated on the dais.

The Chairman stated that Mr..... and Mr.....Directors, could not attend the Meeting due to..... (Explain the reason for absence).

Quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business.

The following documents / Registers of the Company remained open and accessible for inspection during the continuance of the AGM:

- a) Financial Statements for the financial year ended 31st March,, including the Consolidated Financial Statements for the said financial year, and the Reports of the Board of Directors and the Auditors.
- b) Register of Directors and Key Managerial Personnel and their shareholding.

Register of Contracts or Arrangements in which Directors are interested.

With the consent of the Members present, the Notice convening the Annual General Meeting of the Company was taken as read.

The Chairman delivered his speech.

The business of the Meeting as per the Notice thereof was thereafter taken up item wise.

1. Adoption of Consolidated and Standalone Financial Statements

The Chairman requested Mr. to read the Ordinary Resolution for the adoption of the Financial Statements for the year ended 31st March, 20..... and Mr. read out the Ordinary Resolution as follows:

“RESOLVED THAT the Financial Statements of the Company for the year ended 31st March, 20....., including Consolidated Financial Statements for the said financial year, along with the Reports of the Board of Directors and the Auditors, as circulated to the Members and laid before the Meeting, be and are hereby approved and adopted.”

After the above Resolution was proposed and seconded, but before it was put to vote, the Chairman invited Members (other than those present by Proxy) to make observations and comments, if any, on the Report and financial statements, as well as on the other Resolutions set out in the Notice convening the Meeting.

Some Members made their observations and comments and raised queries on the Annual Report and Financial Statements and other items set out in the Notice and the Chairman answered their queries.

Before putting the Resolution to vote, the Chairman reminded the Meeting that Proxies were not eligible to vote on a show of hands. Thereafter, the Chairman put the Resolution for the adoption of the Financial Statements, Consolidated Financial Statements and the Reports thereon to vote as an Ordinary Resolution.

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried by the requisite majority.

2. Declaration of Dividend

Mr. read out the following Resolution

“RESOLVED THAT the dividend @ Rs. on the equity shares of Rs. 10/Re.1/- each, fully paid-up, be and is hereby declared for payment, to those Members whose names appear on the Company’s Register of Members on2024”.

The Resolution was proposed by Mr. and seconded by Mr., and was put to vote as an Ordinary Resolution.

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

3. Appointment of Director

Proposed by: Mr.

Seconded by: Mr.

The following Resolution having been proposed and seconded by the aforementioned two Members, was put to vote as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, Mr. A, who retires by rotation and, being eligible for re-appointment, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

4. Appointment of Auditors

Proposed by: Mr.

Seconded by: Mr.

The following Resolution having been proposed and seconded by the aforementioned two Members, was put to vote as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time,

M/s....., Chartered Accountants, (Firm Registration No.....) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), at a remuneration of Rs./-(Rupees..... only) for the year and Rs./- (Rupees only) per year for the subsequent years plus reimbursement of out of pocket expenses and service tax, as applicable.”

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

5. Appointment of Director

Proposed by: Mr.

Seconded by: Mr.

The following Resolution having been proposed and seconded by the aforementioned two Members, was put to vote as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. (DIN), who was appointed as an Additional Director of the Company with effect from, 20..... by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office Up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mr. for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from the date of this Meeting.”

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

VOTE OF THANKS AND CONCLUSION OF MEETING:

Since there was no other item for discussion and consideration the meeting ended with vote of thanks to the Chair. The Chairman in response, warmly acknowledged the same and thanked the members present and announced the closure of meeting.

Date:

Place:

.....

CHAIRMAN

SPECIMEN MINUTES OF EXTRA-ORDINARY GENERAL MEETING

Minutes of The Proceedings of The Extra-Ordinary General Meeting of Kewin Chemicals Private Limited Held on Thursday, 25th Day of January, 2024 from 10: 00 a.m. to 2:00 p.m. at registered office of the company situated at M 3/31 Amee Apartment Nr. Telephone Exchange Naranpura, Ahmedabad-380013

The following were present:

1. Mr. A (in the Chair)
2. Mr. C (Director)
3. Mr. F (Company Secretary)
4. (Members present in person) {state number}
5. (Members present by Proxy) {state number}

Mr. Dipen shah, Partner of **M/s. Bony shah & Co.**, Chartered Accountants, Auditors of the Company, was present.

CHAIRMAN

In accordance with Article..... of the Articles of Association, Mr. A, Chairman of the Board of Directors, took the Chair.

The Chairman welcomed the Members and introduced the Directors seated on the Dias.

The Chairman stated that Mr..... and Mr.Directors, could not attend the Meeting due to..... (explain the reason for absence).

Quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business.

With the consent of the Members present, the Notice convening the Extra-Ordinary General Meeting of the Company was taken as read.

1. Appointment of Independent Director

Proposed by: Mr.....

Seconded by: Mr.....

The following Resolution having been proposed and seconded respectively by the aforementioned Members was put to vote as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013, approval of the Company be and is hereby accorded for appointment of Mr. E (DIN No.....), as an Independent Director of the Company to hold the office for a period of 3 years i.e. up to, **AND THAT** by virtue of sub-section (13) of Section 149 of the Companies Act, 2013 he shall not be liable to retire by rotation.”

The Chairman enquired from the Members present if there were any clarifications required on the same. Since none of the Members required any clarification, the Ordinary Resolution was put to vote and on a show of hands declared carried by the requisite majority.

CLOSE OF THE MEETING

There being no other business to transact the Meeting closed with a vote of thanks to the Chair.

Date:

Place:

.....

CHAIRMAN

BR FOR APPOINTING A PERSON AS ADDITIONAL DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, Mrs. ABC (DIN: _____), who has signified her consent to act as a director, be and is hereby appointed as an Additional Director of the Company to hold office with effect from _____ and shall hold office up to the date of the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT Mr. Z (Director) and/or Mr. Y (Director), of the Company be and are hereby authorized to do all acts, deeds, matters, and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies.”

BOARD RESOLUTION ACCEPTING DIRECTOR’S RESIGNATION

“RESOLVED THAT the resignation of Mr. XYZ (DIN: _____) from the directorship of the Company be and is hereby accepted with effect _____, as due to preoccupations, Mr. XYZ would not be able to devote his time to the affairs of the Company.

RESOLVED FURTHER THAT the Board places on record their appreciation for the assistance and guidance provided by Mr. XYZ (DIN: _____) during his tenure as Director of the Company.

RESOLVED FURTHER THAT any directors of the Company be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolution.”

BR FOR APPOINTMENT OF FIRST DIRECTORS

“RESOLVED THAT the following persons, whose names are given as first directions of the company under the Article number of the Articles of Association of the company hereby constitute the board of directors of the and first directors of the company:

1. Mr/Mrs.....
2. Mr/Mrs.....
3. Mr/Mrs.....

RESOLVED FURTHER THAT Mr., Director of the company be and is hereby authorized to make necessary entries in the Register of Directors and Register of Director’s shareholding.”

SPECIMEN NOTICE OF THE BOARD/COMMITTEE MEETING

Notice of the..... (Insert sequence number of the meeting) Board Meeting of..... Private Limited. / Limited. having its registered office at.....

To,
Mr. / Ms. (Director Name)
..... (Address)

Dear Sir/Madam,

Notice is hereby given that (Insert sequence number of the meeting) meeting of the members of the Board of Directors / (Name of the Committee) of the Board of Directors of the Company will be held on..... (Day of the week), the (Date) day of (Month),..... (Year) at (Time) at(address of the venue of the meeting).

The Agenda of the business to be transacted at the meeting, along with detailed notes thereon and requisite annexures are enclosed herewith. You are requested to make it convenient to attend the meeting.

Directors may attend the meeting in person or through Video Conferencing / Other Audio Video Means (VC/OAVM). A Director desirous of attending the meeting through VC/ OAVM should inform well in time so as to make suitable arrangements accordingly.

For(Name of the Company)

Sd/-
(Name) (Designation)

Place:
Date:

Enclosure: Agenda of the business to be transacted at the meeting.

SAMPLE MINUTES OF THE BOARD MEETING

Minutes of the..... Meeting of the Board of Directors of..... (Company Name) held on..... (Day),..... (Date, Month and Year), at (Venue) from (Time of Commencement)

PRESENT:

1. A.B.Chairman
2. C.D.Directors
3. E.F.Directors
4. I.J.Directors
5. K.L.Managing Director

IN ATTENDANCE

X Secretary

INVITEES

Y Chief Financial Officer

1. Chairman for the Meeting

- Mr/Ms... was elected as the Chairman for the Meeting.

2. Leave of absence

- Leave of absence from attending the Meeting was granted to Mr. M.N. and Mr. O.P. who expressed their inability to attend the Meeting owing to their preoccupation.

3. Quorum

- The business before the Meeting was taken up after having established that the requisite quorum was present.

4. Minutes of the previous Board Meeting

- The Minutes of the Meeting of the Board of Directors of the company held on, as circulated, were noted by the Board and signed by the Chairman.

5. Minutes of the Committee Meetings

- The Minutes of the Meeting of the Committee held on, as circulated, were noted by the Board.

6. Resolution passed by circulation since the last Meeting.

- The following Resolution was passed by circulation on..... (Date of passing of the Resolution) in terms of the provisions of Section 175 of the Companies Act, 2013.

“RESOLVEDTHAT.....
.....”

Mr., Director dissented on the Resolution.

7. Action Taken Report

- The following action taken was noted by the Board:

Item No.	Item	Action Taken
--	--	--

8. Register of Contracts

- The Register of Contracts in which Directors are interested under Section 189 of the Companies Act, 2013 and the Rules thereunder was signed by all the Directors present.

9. Notices of Disclosure of Interest of Directors

- The following Notices received from the Directors of the company, notifying their interest in other bodies corporate pursuant to the provisions of Section 184 of the Companies Act, 2013, were read and recorded:

Name of the Director	Nature of Interest	Date of Notice
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- A Notice dated received from Mr. I.J. pursuant to the provisions of Section 170 of the Companies Act, 2013, disclosing his shareholding and the shareholding of Mrs. I.J. in the company was read and recorded.

10.Share Transfers

- Reference was made to Mr.’s note dated on the subject, as circulated.

The Share Transfer Register of the company was also placed before the Meeting. The Board, after discussion, passed the following Resolution:

“RESOLVED THAT Share Transfers Nos to (both inclusive) consisting of Equity shares of the company, be approved and the names of the transferees be entered in the Register of Members.

RESOLVED FURTHER THAT Mr. X, Secretary, be and is hereby authorised to take necessary action with regard to the aforesaid transfer of shares approved by the Board.”

11. Interim Dividend

- o Reference was made to Mr.’s note dated on the subject, as circulated. The payment of Interim Dividend for the year ending was considered on the basis of the unaudited Financial Statements of the company for the period from to, as annexed to the note under reference. The Directors opined that there were adequate profits to permit payment of Interim Dividend.

The Board, after discussion, passed the following Resolution:

“RESOLVED THAT an Interim Dividend of Rupee one per equity share absorbing Rs.10,00,000, be paid on the..... (date), out of the profits of the company for the year ending, on 10,00,000 equity shares, to those equity shareholders whose names appear in the Register of Members of the company on the of, and that the transfer books and the Register of Members be closed from the..... of to the..... of, both days inclusive, for the purpose of payment of such dividend.”

12. Opening of a Bank Account for payment of Interim Dividend

- o Reference was made to Mr. note dated on the subject, as circulated. The Board passed the following resolution for opening a bank account for the purpose of payment of Interim Dividend-

“RESOLVED THAT a Bank Account be opened in the name and style of ‘..... Limited - Interim Dividend’ (Bank Account) with the for payment of Interim Dividend for the financial year

RESOLVED FURTHER THAT the said Bank be and is hereby authorised to honour cheques / bank advices etc. drawn, accepted or made on behalf of the company and to act on any instruction(s) so given concerning the said Account by any two of the following signatories:
.....

RESOLVED FURTHER THAT the said Bank be and is hereby authorised to change the name and style of the Bank Account to ‘..... Limited - Unpaid Interim Dividend’ on and from

RESOLVED FURTHER THAT the authorised signatories be and are hereby authorised, in the manner stated above, to give instructions to the said Bank to close the Bank Account on disbursement of the Interim Dividend.

RESOLVED FURTHER THAT the authorised signatories be and are hereby authorised, in the manner stated above, to sign and execute such documents, letters etc., as may be required by the said Bank.”

13. Conclusion of the Meeting

- o There being no other business, the Meeting concluded at (Time) with a vote of thanks to the Chair.

Date

Place

.....

Chairman

BOARD RESOLUTION FOR CONSTITUTION OF CSR COMMITTEE

“RESOLVED THAT pursuant to the provisions of Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company be and is hereby constituted comprising of the following members of the Board of Directors of the Company as members of CSR Committee:

1. Mr. ABC, Chairman
2. Mr. EFG, Member
3. Mr. HIJ, Member.

RESOLVED FURTHER THAT the terms of reference of CSR Committee shall, inter-alia, include the following:

- a) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- b) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- c) To monitor the CSR policy of the Company from time to time; d. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

RESOLVED FURTHER THAT the quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

RESOLVED FURTHER THAT Company Secretary to the Company shall act as Secretary to the CSR Committee.”

SAMPLE BOARD RESOLUTION TO APPROVE AND ADOPT A NEW CSR POLICY

“RESOLVED THAT pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time and such other provisions as may be applicable and based on the recommendation of the CSR committee, the Board of Directors of the company do and hereby approve a new CSR Policy in suppression of the existing CSR Policy dated in compliance with the requirements under Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

RESOLVED FURTHER THAT the new CSR Policy be and is hereby approved and signed by Mr./Ms. Director.

RESOLVED FURTHER THAT the Directors of the company be and are hereby authorized severally to take necessary steps to give effect to the above resolutions and do all such acts, deeds and things as may be required to ensure compliance of the CSR Policy including disseminating the contents of revised policy on the website of the company.”

SPECIMEN BOARD RESOLUTION FOR APPROVAL OF THE BOARD’S REPORT

“RESOLVED THAT the Boards’ Report to be sent to the Shareholders of the company for the year ended 31st March..... is prepared in accordance with the provisions of Section 134 of the Companies Act, 2013 together with its Annexures and also contain suitable explanation and fullest information on every reservation, qualification or adverse remarks, if any, contained in Auditor’s reports, as submitted to the meeting, be and is hereby approved and the same be signed by Shri..... Chairman of the company, by Shri..... Managing Director and Shri..... Director for and on behalf of the Board of Directors of the company.

BR FOR APPROVAL OF THE BOARD'S REPORT CONTAINING BOARD'S RESPONSE TO AUDITORS' COMMENTS AND QUALIFICATIONS

“RESOLVED THAT, pursuant to Section 134 of the Companies Act, 2013, the draft of the Board's Report for the year ended 31st March.... as circulated earlier and as modified by incorporating the information and explanation given by the Board on every reservation, qualification or adverse remark contained in the Auditors' Report under Section 143 (2), and as laid on the table, be and is hereby approved and that the Board's Report be signed by the Chairman on behalf of the Board and that the Secretary of the company be directed to issue the same to the members of the company together with the printed copies of the audited accounts, and the Auditors' Report.”

RESOLUTION FOR APPOINTMENT OF WHOLE TIME DIRECTORS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS (No. _____) OF _____ HELD ON _____ AT THE REGISTERED OFFICE OF THE COMPANY AT _____ A. M. /P.M

“RESOLVED THAT pursuant to Sections 196, 203 and other applicable provisions of Companies Act, 2013 (including corresponding provisions, if any of the Companies Act, 1956) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the Board be and is hereby accorded for the appointment of Mr. _____ as Whole Time Director of the Company for a period of _____ years from _____, on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Shri

- i. Salary at the rate of Rs. _____ (Rupees _____ only) per month w.e.f _____, which may be reviewed by the Board.
- ii. The company shall provide the rent free furnished accommodation and will pay electricity and water charges;
- iii. The Whole Time Director shall be entitled to use the company’s car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
- iv. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time. Draft Board Resolution for appointment of Whole Time Director.
- v. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- vi. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- vii. Bonus for the financial year, at the discretion of the board.
- viii. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- ix. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.

The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. _____, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

BR FOR APPOINTMENT OF WHOLE TIME COMPANY SECRETARY UNDER LISTED COMPANY

RESOLUTION FOR APPOINTMENT OF COMPANY SECRETARY / COMPLIANCE OFFICER OF THE COMPANY FOR LISTED COMPANIES

“RESOLVED THAT Pursuant to the provision of section 203 (1) of the Companies Act, 2013 read with rule 8 and 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and any other applicable provisions of the Act and Rules framed thereunder, including any amendments thereto or re-enacted thereof from time to time Mr _____ Membership No. _____ be and is hereby appointed as the “Company Secretary” of the company on the terms and condition including the terms of remuneration as per appointment letter placed before the meeting, as recommended by the nomination and remuneration committee.

FURTHER RESOLVED THAT pursuant to regulation 6 and 30 read with clause 7 of Para A of part A of schedule III of SEBI (Listing Obligation And Disclosure Requirement) Regulation 2015, Mr. _____ be and is hereby for the designated and appointed as the “Compliance Officer” of the company and authorised to make all the compliances as may be applicable to the company under the SEBI (Listing Obligations And Disclosure Requirement) Regulation 2015 various other SEBI Regulation, Securities Contract Regulation Act 1956 Industrial and labour laws as may be applicable to the company from time to time.

FURTHER RESOLVED THAT the company secretary and compliance officer be and is hereby authorised to sign various documents and file forms returns on behalf of the company as may be necessary and to do all such acts, deeds, things, and matters incidental to the position as per the act and rules made thereunder and under proper instruction/ authorization from the managing director or chairperson of the company.

FURTHER RESOLVED THAT Mr. _____, managing director of the company be and is hereby authorised to sign and submit necessary forms, returns, for the appointment of company secretary with the Registrar of Companies _____ to intimate the same to the appropriate authorities regulatory bodies and to do all such acts and deeds as may be necessary in this regard.”

APPOINTMENT OF BANKERS AND OPENING BANK A/C WITH BANK

The Chairman informed the Board that it is proposed to open a current account in the name of the company withBank. The Board agreed with the same and passed the following Resolution:

“RESOLVED THAT a current account be opened in the name of Limited with the Bank,..... and that the Bank be instructed to honour all cheques, bills of exchange, promissory notes or other orders which may be drawn by/ accepted/ made on behalf of the company and to act on any instructions so given relating to the account, whether the same be overdrawn or not, relating to the transactions of the company and that any two of the following Directors/officers of the company, jointly, namely:

1. Mr. (Director)
2. Mr (Director)
3. Mr..... (Chief Financial Officer)
4. Mr..... (Company Secretary)

be and are hereby authorised to sign on behalf of the company, cheques or any other instruments/ documents drawn on or in relation to the said account and the said signatures shall be sufficient authority and shall bind the company in all transactions between the Bank and the company.”

AVAILING CREDIT FACILITIES FROM ICICI BANK

Reference was made to Mr.'s note datedon the subject, as circulated.

The Chairman informed the Board that the company had approached. Bank for a loan facility of Rs. 25,00,00,000/(Rupees Twenty Five Crores only). The Bank had sanctioned the facility vide its sanction letter dated; a copy of the said letter was placed before the Board. After discussion, the Board passed the following Resolution:

“RESOLVED THAT approval of the Board be and is hereby accorded to avail Demand Loan facility of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) sanctioned by Bank, (address) as per the terms and conditions specified by the Bank vide its letter dated..... placed before the Board and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT Mr. A.B., Chairman of the company, be and is hereby authorised to execute the necessary documents in favour of..... Bank, to avail the aforesaid Demand Loan facility.

RESOLVED FUR THER THAT the Company Secretary be and is hereby authorised to file the necessary forms with the Registrar of Companies for the purpose of creation of charge, and also forward a copy of this Resolution to..... Bank.”

BR FOR CONVENING EXTRA-ORDINARY GENERAL MEETING ON REQUISITION

“RESOLVED THAT pursuant to the provisions of Section 100 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and as per the requisition received from the Members, the Board of Directors hereby authorises calling of an Extra-Ordinary General Meeting (EGM) of the Members on (date) at(time) at (venue).

RESOLVED FUR THER THAT the draft notice of the EGM, the explanatory statement and other ancillary documents in connection with the EGM, as placed before the Board, be and are hereby approved.

RESOLVED FUR THER THAT any one of the Directors and the Company Secretary of the Company be and are hereby authorised to sign and execute the notice and other relevant documents in connection with the EGM and circulate them to the Members of the Company and do all such acts, deeds and things as may be necessary in connection with calling and convening of EGM including appointing scrutinisers and e-voting agencies, if required.”

ADOPTION OF CONSOLIDATED AND STANDALONE FINANCIAL STATEMENTS

The Chairman requested Mr to read the Ordinary Resolution for the adoption of the Financial Statements for the year ended 31st March, 2024 and Mr Neel Shah read out the Ordinary Resolution as follows:

“RESOLVED THAT the Financial Statements of the Company for the year ended 31st March, 2024, including Consolidated Financial Statements for the said financial year, along with the Reports of the Board of Directors and the Auditors, as circulated to the Members and laid before the Meeting, be and are hereby approved and adopted.”

After the above Resolution was proposed and seconded, but before it was put to vote, the Chairman invited Members (other than those present by Proxy) to make observations and comments, if any, on the Report and financial statements, as well as on the other Resolutions set out in the Notice convening the Meeting.

Some Members made their observations and comments and raised queries on the Annual Report and Financial Statements and other items set out in the Notice and the Chairman answered their queries.

Before putting the Resolution to vote, the Chairman reminded the Meeting that Proxies were not eligible to vote on a show of hands. Thereafter, the Chairman put the Resolution for the adoption of the Financial Statements, Consolidated Financial Statements and the Reports thereon to vote as an Ordinary Resolution.

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried by the requisite majority.

APPOINTMENT OF INDEPENDENT DIRECTOR

Proposed by: Mr. Bony S. Shah

Seconded by: Mr. Neel H. Shah

The following Resolution having been proposed and seconded respectively by the aforementioned Members was put to vote as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013, approval of the Company be and is hereby accorded for appointment of **Mr. Mahesh Mour (DIN: 07740821)** as an Independent Director of the Company to hold the office for a period of 3 years i.e. up to 01/01/2024 **AND THAT** by virtue of sub-section (13) of Section 149 of the Companies Act, 2013 he shall not be liable to retire by rotation.”

The Chairman enquired from the members present if there were any clarifications required on the same. Since none of the Members required any clarification, the Ordinary Resolution was put to vote and on a show of hands declared carried by the requisite majority.

VOTE OF THANKS

There being no other business to transact the Meeting closed with a vote of thanks to the Chair.

Date:

Place:

Annexure XVIII

CHAIRMAN
(DIN: 07740821)

SPECIMEN JOINT VENTURE AGREEMENT

THIS AGREEMENT IS MADE on this day of 2020 BETWEEN AMCO INC. Incorporated under the appropriate laws of the United States of America having its office at 5 Seventh Street, New York of the ONE PART and INCO LTD. a company registered under the Companies Act, 2013 having its office at 99 Chowringhee Road Calcutta 700071 of the OTHER PART.

WHEREAS AMCO INC. (hereinafter referred to as AMCO) carries on business as manufacturer of and dealer and exporter in Computers, Computer Hardware and Software and has worldwide market and intends to extend its market here in India and elsewhere.

Whereas INCO LTD. (hereinafter referred to as INCO) carries on business as manufacturer of, dealer in and exporter of Computer Software and intends to expand its business in India and abroad.

Whereas AMCO and INCO intend to co-operate in manufacturing/dealing in and exporting Computers, Hardwares and Software in India and abroad for mutual benefit by setting up a new company.

NOW THESE PRESENTS WITNESSETH and the parties hereby agree as follows:

1. A Joint-stock company would be formed under the name and style of Indo-American Company Private Limited. under the Companies Act 2013 having its Registered Office at 99 Chowringhee Road, Calcutta 700 071.
2. AMCO and three of its nominees and INCO and three of its nominees would be the subscribers to the Memorandum and Articles of Association of the said company to be incorporated.
3. The shareholding in the Share Capital of the said company to be incorporated would be in equal proportions between AMCO and INCO.
4. The Memorandum and Articles of Association of the company proposed to be incorporated would be settled in mutual consultation and the same would govern the rights and obligations of AMCO and INCO in relation to the said proposed company.
5. AMCO will be allotted shares in the said new company partly in cash and partly towards the cost of plant, machinery and equipment to be supplied by AMCO to the new company and in consideration for assignments by AMCO of its Patent Rights, Trade Marks, Trade Names and Licences in favour of the new Company to be incorporated. The consideration for allotment of shares to AMCO would also include the supply and transfer of technical formula, new inventions, secret processes, technical information concerning the production, manufacturing, testing, specifications, instructions and information as to the manufacture of, development, use and servicing, maintenance and improvement of quality of Computers, Hardware and Software and generally in connection with the successful carrying on of the said business by the said new company to be incorporated.
6. Will furnish necessary technical assistance and expertise to the new company for assembling, installation, start-up and for smooth running of the manufacturing and selling processes as might be required by the new company from time to time.
7. Will furnish to the new company all other technical assistance and advice in relation to the operation of the plant and machinery, repairs thereof, testing facilities, training facilities and Research & Development facilities should be arranged for, provided and continued for successful running of the business of the new company.
8. The shares that would be allotted by the new company should not be transferred by either AMCO or INCO within a period of five years from the date of allotment and thereafter if any of the parties intends to transfer any share then the same shall be offered first to the other party at a price to be determined by a Valuer to be appointed by mutual agreement and in absence by application to the Indian Chamber of Commerce.
9. The new company will manufacture Computers, Hardwares and Softwares and allied accessories and products and the same would be marketed in India and exported to other

countries under the Trade name or Brand name made available by AMCO and by any other name and shall obtain new Trade Mark and obtain Patents for further and better manufacturing, selling and exporting the new company's products.

10. AMCO will buy 75% of the products of new company for exporting; to other countries through its own organisations or outlets at a remunerative price not below the price at which the products are sold in India.
11. Neither party shall carry on their own business in a manner which will directly adversely affect the business and profitability of the new company.
12. The expenses for the setting up and promotion of the new company would be shared equally by AMCO and INCO.
13. The consideration for allotment of shares of the new company to INCO shall be paid in cash and in kind such as by transfer of immovable properties for the setting up of factory and making arrangement for the office accommodation of the new company. The valuation of such immovable properties including office accommodation would be decided by mutual agreement between AMCO and INCO.
14. Any disputes or differences arising in relation to this agreement, its construction, validity, performance, breach or any other question shall be referred to the Indian Chamber of Commerce for settlement by Arbitration or Conciliation in Calcutta and the decision of the said Arbitrator shall be final and binding on both the parties.
15. This agreement is made subject to obtaining approvals of the Indian Government and other concerned authorities.
16. In the event certain additions or alterations are required under this agreement due to imposition of certain terms and conditions by Government of India or appropriate authority granting the approval shall be incorporated in this agreement by way of a supplemental agreement and if required the Memorandum and Articles of Association of the new company would also be in conformity with such directions or approvals of the appropriate authorities.
17. **IN WITNESS WHEREOF** the parties hereto have signed, sealed and delivered these presents on the day, month and year first above-written.

Signed, sealed and delivered by

Mr. Neel H. Shah

Pursuant to the Board Resolution

Dated of AMCO Inc. Signature in

Calcutta in the presence of:

- 1.
- 2.

Signed, sealed and delivered by

Mr. Bony S. Shah

Pursuant to the Board Resolution

Dated of INCO Ltd.

Signature in the presence of:

- 1.
- 2.

**DEED OF GUARANTEE BY A BANK ON BEHALF OF A COMPANY FOR THE PERFORMANCE OF A
CONTRACT IN FAVOUR OF STATE GOVERNMENT**

THIS DEED OF GUARANTEE made on this Twenty third day of January of Two Thousand Twenty two between the ICICI bank (hereinafter called “the Bank”) of the one part and the State of Gujarat represented by the Governor, **Shri Acharya Devvrat** (hereinafter called “the State”) of the other part.

WHEREAS by Acceptance of Tender No 271/132/2231 dated 22/01/2024 made between **WESTERN BELTING PRIVATE LIMITED** a company incorporated under the Companies Act, 2013 having its Registered Office at Gajanan Industrial Estate Shed No 106 Ring Road Hathijan, Ahmedabad-382445 agreed by the Company with the State for the supply of plant, machinery and equipment in accordance with the terms, specifications and conditions therein contained which inter alia to 15 % of the total value of the contract price, such payment to be secured by a Bank guarantee;

AND WHEREAS the bank has, at the request of the Company, agreed to stand surety for and guarantee refund of the said advance in case the plant, machinery and equipment of the value of Rs..... aforesaid is not delivered to the State in accordance with the terms and conditions of the said agreement, and the State agreed to make the said advance on such bank guarantee as aforesaid:

NOW THIS DEED WITNESSES AS FOLLOWS:

1. In consideration of the State of Gujarat having agreed to advance a sum of Rs 1,00,00,000/- to the Company, through the Bank, for the purpose hereinafter indicated, the bank, does hereby guarantee that in case the Company shall fail and/or neglect to supply the State, the plant, machinery and equipment of the value of Rs 1,00,00,000/- in accordance with the terms, specifications and conditions contained in the Acceptance of Tender dated the... subject to any amendments or modifications thereof, if any, when made, the bank shall repay to the State such amount or amounts as the bank may be called upon to pay subject to the maximum limit of Rs 1,00,00,000/-
2. This guarantee of the Bank shall be effective immediately upon receipt of the sum of 25,00,000/- from the State for and on behalf of the Company and shall continue in force until the supply of plant, machinery and equipment of the value of Rs 18,00,000/- aforesaid is fully effected.
3. The guarantee hereinbefore contained shall not be affected by any change in the constitution of the bank or of the Company nor in the event of any winding up being made against the Company.

IN WITNESS WHEREOF the parties hereto have set and subscribed their respective hands and seals the day, month and year first above-written.

For and on behalf of the Bank

Witness 1: KIRANKUMAR RAMESHBHAI PATEL
Witness 2: ARUNABEN KIRANBHAI PATEL.

For and on behalf of the State of

1. General Power-of-Attorney

KNOW ALL MEN BY THIS POWER OF ATTORNEY:

WHEREAS WESTERN BELTING PRIVATE LIMITED a Company registered under the Companies Act, 2013, and having its registered office at Gajanan Industrial Estate Shed No 106 Ring Road Hathijan, Ahmedabad-382445 (hereinafter called the 'Company') has from time to time to institute and defend civil, criminal and revenue suits, appeals, revisions and other legal proceedings in various courts, offices and before other authorities in India and outside;

AND WHEREAS the Company has to enter into various agreements and contracts and execute various sorts of documents, including leases, guarantees and counter guarantees, indemnity bonds etc.;

AND WHEREAS it is considered necessary and expedient to execute a General Power of Attorney in favour of **MR. KIRANKUMAR RAMESHBHAI PATEL** and **MRS. ARUNABEN KIRANBHAI PATEL**, Managing Directors of the Company;

AND WHEREAS the Board of Directors of the Company, by resolution No 04 passed in their meeting held on **22/01/2024** have resolved to execute and register a General Power of Attorney in terms of the draft placed before the Board in favour of **Shri Kiran kumar Rameshbhai Patel and Shri Arunaben Kiranbhai Patel**, Managing Directors of the Company and have authorized **Shri Arunaben Kiranbhai Patel** Director, to execute, sign, seal, register and deliver the said Power of Attorney:

NOW THIS POWER OF ATTORNEY WITNESSES AS FOLLOWS:

The Company hereby appoints **Shri Kiran kumar Rameshbhai Patel** and **Shri Arunaben Kiranbhai Patel** as its Attorneys (hereinafter collectively called "the Attorneys") so long as they or any of them are/is the Director of the Company to do severally, the following acts, deeds and things in the name and on behalf of the Company:

1. To take decision for instituting and defending legal proceedings and to institute and defend legal proceedings - civil, criminal or revenue, including Income-tax, Sales tax and Excise and confess judgement or withdraw, compromise, compound or refer any matter or dispute to arbitration, as they or either of them may think fit;
2. To sign, verify and file in all or any courts and offices in India and outside, in all or any cases, whether original or appellate revision or review, plaints, complaints, written statements, affidavits, applications, review or revision petitions, statutory returns and memoranda of appeals or cross objections;
3. To engage and appoint advocates, vakils, solicitors, pleaders and mukhtiaris, as the case may be;
4. To appoint special agents or attorneys on such terms and conditions as they or either of them may deem fit;
5. To appear in all or any courts and offices to represent the Company in all proceedings and make statement on oath or otherwise for and on behalf of the Company;
6. To file in and receive back from any or all courts or offices documents of all kinds and to give receipts therefor;
7. To deposit or obtain refund of stamp duty or court fee or to repay the same;
8. To deposit in or withdraw from any or all courts or other offices moneys and give receipts therefor;
9. To apply for copies of documents or other records of courts or offices;
10. To apply for inspection of and to inspect records of which inspection is allowed;

11. To execute decrees, receive moneys and obtain possession of properties in execution of decrees, give receipts and discharges therefor and compromise or compound any such decrees;
12. To realise and collect all outstandings and claims of the Company and to give effectual receipts and discharges;
13. To execute, sign, seal and where necessary to register all documents including deeds, leases, agreements, contracts, letters of appointments, powers of attorneys;
14. To sign, seal and execute bonds, indemnity bonds, guarantees and counter guarantees;
15. To execute, endorse and negotiate Bills of Exchange, Hundies, promissory notes and negotiate or otherwise deal with Government Promissory Notes or any securities of the Central or State Government or any local authority;
16. To acquire, buy, purchase within limits prescribed by the Bonds, or sell, transfer pledge or otherwise negotiate shares and/or debentures held by the Company in other joint stock companies or statutory corporation and for that purpose to sign and execute transfer deeds or other instruments, collect dividends and bonuses falling due thereon and otherwise deal in such shares/debentures;
17. To sign, discharge receipts, transfer forms and any other documents required by the Post Office in connection with the Post Office National Saving Certificates;
18. And generally to do all such acts, deeds or things as may be necessary or proper for the purposes mentioned above.

AND the Company hereby agrees that all acts, deeds or things lawfully done by the said Attorneys or either of them under the authority of this power shall be construed as acts, deeds and things done by the Company and the Company hereby undertakes to confirm and ratify all and whatsoever the said Attorneys or either of them shall lawfully do or cause to be done by virtue of the powers hereby given.

IN WITNESS WHEREOF this deed has been signed and sealed by Shri Arunaben Kiranbhai Patel, Director, authorised in this behalf vide Board's Resolution No 04 dated 22/01/2024 on this Twenty second day of January, 2024, in presence of:

WITNESSES:

- 1.
- 2.

DIRECTOR
FOR, WESTERN BELTING PRIVATE LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE BOARD OF DIRECTORS OF COMPUBRAIN INTERNETICS PRIVATE LIMITED ON WEDNESDAY, 15TH MAY, 2024 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY WHICH IS SITUATED AT 8, SHRI ANJALI CO OP H SOCIETY LTD, NR VIVEKANAD HIGH SCHOOL, MANINAGAR, AHMEDABAD - 380008

SUBJECT: RESOLUTION FOR SURRENDERING PROFESSIONAL TAX NUMBER

WHEREAS, COMPUBRAIN INTERNETICS PRIVATE LIMITED (hereinafter referred to as "the Company") was incorporated under the provisions of the Companies Act, 2013, and holds a Professional Tax Registration Number [insert number].

The Board took a note that the Company has not conducted any business operations for the past 2 years and does not currently employ any personnel and the Company has assessed its financial standing and concluded that maintaining the Professional Tax Registration is unnecessary and burdensome considering the absence of business activities and employees.

"RESOLVED THAT The Board of Directors hereby acknowledges and confirms the Company's inactivity in business operations for the past 2 years and the absence of any employees in the Company. The Board of Directors hereby authorizes any director of the company to make an application to the concerned authorities for the surrender and cancellation of the Professional Tax Registration Number [insert number] held by the Company."

"RESOLVED FURTHER THAT The Board of Directors further authorizes any director of the company to undertake all necessary actions execute and sign any documents, applications, and forms required for the surrender and cancellation of the Professional Tax Registration Number on behalf of the Company."

"RESOLVED FURTHER THAT The Board of Directors hereby confirms that surrendering the Professional Tax Registration Number is in the best interest of the Company and will relieve the Company from unnecessary compliance obligations."

"RESOLVED FURTHER THAT any officer of the Company is hereby authorized to take all necessary steps and do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to the above resolution."

FOR, COMPUBRAIN INTERNETICS PRIVATE LIMITED

BIJOY PRAVINKUMAR PATEL
DIRECTOR
DIN: 03187356

HANSABEN PRAVINKUMAR PATEL
DIRECTOR
DIN: 07733790