**“RESOLVED THAT** pursuant to the provisions of section 63 and other applicable provisions, if any, of the Companies Act, 2013(including any amendment thereto or re-enactment thereof for the time being in force) and Articles of Association of the company, and subject to the consent of the members in the general meeting, the Board do hereby recommend that a sum of Rs. \_\_\_\_\_\_\_\_\_\_\_ be capitalised out of the amount standing to the credit of the Company’s Free Reserve, Securities Premium Account of the Company or such other accounts as are permissible to be utilized for the purpose and be distributed amongst the equity shareholders of the company, by issue of \_\_\_\_\_\_\_\_\_\_ equity shares of Rs. 10/- each as Bonus Equity Shares credited as fully paid up, to the eligible Members of the Company holding equity shares of Rs\_\_/- each whose names appear in the Register of Members/Beneficial Owners' position of the Company on such date (“Record Date”) as the Board may determine, to the equity shareholders , in the proportion of \_\_\_\_\_\_ new Equity Share of Rs\_\_/- each for every \_\_\_\_\_\_\_\_ Equity Share of Rs\_\_/- each held as on the Record Date and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the Equity Share Capital of the Company held by each such members and not as income and the said Bonus Equity Shares shall be issued and allotted, inter alia, on the following terms and conditions:

(1)The new equity shares of Rs\_\_/- each to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank paripassu in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company.

(2)No letter of allotment shall be issued in respect of the Bonus Equity Shares. The Share Certificate(s) for Bonus Equity Shares be issued / dispatched to the Shareholders who hold the existing shares in physical form and the respective beneficiary accounts be credited with the Bonus Equity Shares. Existing Shareholders holding shares in physical form and who opt to receive the Bonus Shares, in dematerialized form can apply to the Company within the prescribed time.”

**“RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper in respect of aforesaid resolution or any other matter incidental or consequential thereto and its decision shall be final and binding.”