TYPE OF MEETING : GENERAL MEETING
TYPE OF RESOLUTION : SPECIAL MAJORITY

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION FOR ALTERATION OF ARTICLE OF ASSOCIATION (AOA) PASSED AT THE GENRAL MEETING OF THE SHAREHOLDERS OF (NAME OF THE COMPANY) HELD AT THE REGISTERED OFFICE OF THE COMPANY AT (ADDRESS) ON (DATE) AT (TIME)

"**RESOLVED THAT** pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, or subject to such modification and re-enactment thereof, a new Articles No. in respect of Issue of Bonus Shares be and is hereby inserted in the existing Articles of Association of the Pvt.Ltd. and a new set of Articles of Association as tabled before the Meeting be and is hereby read and adopted which is initialed by the chairperson of the meeting for the purpose of identification AND made available for inspection by the shareholders at the registered office of the Company, as follows:-

"**Article No. (Issue of Bonus Shares)**

Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Board of Directors of the Company in shall have the following powers, that is to say, power:

To place, to reserve or to distribute as bonus shares among the members, shareholders or otherwise apply as the Company may from time to time think fit any monies received by way or premium on shares or debentures issued at a premium by the Company, security premium account and capital redemption reserve account may, for the purpose of this Article, Reserve & Surplus and monies arising from the sale by Company of forfeited shares under the Terms & Conditions as it thinks fit."

"**RESOLVED FURTHER THAT** Ms. Shobha Kapoor, Managing Director, Mr. Jeetendra Kapoor, Chairman and Ms. Alpa Khandor, Company Secretary of the Company, be and are hereby jointly and severally authorized by the Company to undertake such acts, deed and matters, as they may in their absolute discretion deem necessary, proper or desirable, including any amendment or modification to the proposed Articles of Association as per the suggestion / direction of the Regulatory Authorities and settle any question, difficulty or doubt that may arise in this regard, including but not limited to making requisite filings with the Registrar of Companies and the stock exchanges, that may be required to give effect to the alteration of the Articles of Association in accordance with this resolution."

Certified True Copy

Date: ______________________

Chairman of the meeting