1. PROCEDURE FOR ALLOTMENT OF RIGHT ISSUE OF SHARES:

a. Call a Board meeting by issue notice of meeting.

b. Approve right issue including "letter of offer", which shall include right of renunciation also. (At Board Meeting). (Draft Format Attached)

c. Send offer letter to all existing members as on the date of offer.(Through registered post or speed post or through electronic mode to all the existing share -holders at least three days before the opening of the issue.)

d. Receive acceptance/ renunciations/rejection of rights from members to whom offer has been sent & also from persons in whose favour right renounced. (Draft Format Attached)

e. Call a Board meeting by issue of notice.

f. Approve allotment by passing of Board Resolution. (Draft Resolution Attached)

g. Issue of share certificates.

h. Authorize two directors and one more person for signature on Share Certificates.

i. Attach list of allottees in form PAS-3 mentioning Name, Address, occupation if any and number of securities allotted to each of the allottees and the list shall be certified by the signatory of the form pas-3.

j. Authorize a director to file E-form PAS 3(Return of Allotment) to ROC within 30 days of passing of Resolution. (Draft Resolution Attached)

k. Authorize a director to file E-form MGT 14 for issue of share certificate within 30 days of passing of Resolution.

l. File E-form MGT 14 for issue of share & PAS 3 to ROC for allotment.

m. Issue share certificate.

n. Make Allotment within 60 days of receiving of Application Money; otherwise it will treat as deposits as per deposits rules.

2. Draft Letter of Offer

Name of the Company

Regd. Office: ____

Notice / Letter of offer

To,

Issue of ……..00 equity shares of Rs. …0 each at par aggregating Rs. ….0 Lacs to the equity shares holders on right basis in the ratio of _____ equity shares for every _____ equity shares held on ___________ 2015, pursuant to the Board resolution passed in its meeting held on ______________2015.

Dear Share holder

You are hereby informed that the Board of Directors has decided to increase the subscribed and paid up capital of the Company by issue of _____________ equity shares of Rs. ….0 each by right offer to equity share holders as on ___________ 2015 on proportionate basis and conditions as laid down, inter alia hereunder, in application form and in Board resolution.

As a share holder on the afore mentioned date, being fixed as offer date, we are pleased to inform you that you are entitled to for the "rights shares offer" in reference to details as mentioned in the enclosed application form.

By order of the Board

For ____________Ltd.

Director

Date: __________2015

Place: ………….

Instructions / Terms

1. Shares will be issued only in physical form.

2. You may accept the offer and apply for the Equity shares offered, either in full or in part by filling accordingly the application form.
3. You may also renounce all or any of the equity shares; you are entitled to in favour of any person. Any renunciation from Resident to Non resident or vice versa is subject to the requisite permission and the said permission must be attached to the application.
4. You are also eligible to apply for additional equity shares over and above the number of equity shares offered to you provided you have applied for all the shares offered to you without renouncing them in full or in part. However, application for additional shares is subject to sole discretion of Board. Additional equity shares cannot be renounced in favour any person.
5. Application should be made on the printed form provide by the company.
6. Full amount i.e. Rs. …0/- is payable with application.
7. **All account payee local cheques / draft accompanying the application should be drawn in favour of "________________".**
8. Application for accepting the offer/renouncement shall reach at the registered office address of the Company on or before ____________, 2015.
9. In case your application form completed in all respect is not received on or before ___________________, 2015, your right for applying/renounce the equity shares shall be deemed to be waived and the Board will have absolute power to dispose off such shares in its sole discretion in the best interest of the Company.
10. Application for total value of Rs. ___________/- or more, applicants' income tax PAN details and photocopy must be provided along with application. Applicant(s) who do not have PAN are required to provide a declaration in Form 60/61 prescribed under the I.T. Act along with application. Application without this will be considered incomplete and are liable to be rejected.
11. In case of application under power of attorney or by a body corporate or by a society, a certified true copy of the relevant power of attorney or resolutions or authority to the signatory to make the investment under this offer and to sign the application and a copy of the Memorandum and Articles of Association or bye laws of such body corporate or society should be accompanies by application.
12. The form must be filled in English and in block capital as applicable/appropriate and delete whichever is not applicable.
13. The form found incomplete with regard to any of the particulates required to be given therein and/or which are not compete in conformity with the terms of offer letter are liable to be rejected and money paid in respect thereof will be refunded without interest.
14. The Board reserves its full, unqualified and absolute right to accept or reject any application, in whole or in part, and in either case without assigning any reason thereto.
15. **The offer shall be valid for …………….. days (a period limiting a time not being less than fifteen days and not exceeding thirty days) from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined.**

Company Name

Regd. Office: ____

3. Letter from Company accepting Rights Issue

Date: _____________

To,

The Board of Directors,

_______________ Limited,

Place.

Dear Sir,

Ref.: Notice / offer letter dated____,2015, regarding the decision of Board of Directors in its meeting held on ____,2015 to increase the capital by issue of ……..00 equity shares of Rs. ..0 each by right offer to share holders as on book closure date ____,2015.

1. I/we hereby accept and apply for allotment of the below mentioned Equity shares in response to the letter of offer dated ____,2015 offering the Equity shares to me/us on right basis.
2. I/we also apply for below mentioned additional equity shares and agree to accept these shares as may be decided by the Board of Directors.
3. I/we agree to accept the "Equity Shares" allotted to me/us and to hold such shares upon the terms and conditions as laid down by the Board of Directors and subject to the provisions of the Companies Act, 2013, Memorandum & Articles of Association of the Company, and all the applicable laws, rules, and guidelines.
4. I/we authorize you to place my/our name(s) on the register of members.

1	Name of the Share holder(s):	
2	Number of equity shares held :	
3	Number of right share entitled :	
4	Number of additional shares applied for :	
5	Total Number of Shares applied for :	
6	Amount payable with application by a/c payee cheque / DD in favor of the company :	Rs. …0 per shares applied for
7	Payment/local cheque/DD details :	

____________________	______________________	_____________________
Sole/first applicant	Second joint applicant	Third joint applicant

Signature(s) as per specimen recorded with the Company

____

Regd. Office: ____

4 . **Renunciation Letter**

Date:

To,

Board of Directors,

VICTORY FINANCIAL SERVICES PRIVATE LIMITED.

Dear Sir,

Pursuant to the Notice / offer letter dated ___2015, We hereby renounce my/our rights to the _______ Equity Shares in favour of person(s) accepting the same and signing the application form for renouncee(s). I/We have not made any application to the Company for allotment of these equity shares in our name(s).

__________________ ____________________ __________________Sole/first applicant Second joint applicant Third joint applicant

5. **SHARE APPLICATION FORM:**

From:	NAME OF SHARE HOLDERADDRESS OF SHARE HOLDER:

To:	The Board of Directors,NAME OF COMPANY,
	ADDRESS OF REGISTERED OFFICE

Dear Sirs,

We hereby apply for the _________Shares of the Company, having a face value of Rs __/- per __, as stated below in BLOCK 3. We have remitted the amount specified in Block 5 being the amount payable on application @ Rs ——-/- per equity share (inclusive of share premium of Rs———————/- per share).

We agree to accept the equity shares applied for or such lesser number as may be allotted to us by the Company subject to the terms and conditions set forth in letter of offer and mutually agreed between us and the and the Company subject to the provisions of Foreign Exchange Management Act, 1999 and the Rules /Regulations/Notifications /Guidelines issued by the Govt of India/Reserve Bank of India in this behalf and the provisions of the Companies Act, 2013 and the rules and regulations made thereunder and the provisions of the Memorandum and Articles of Association of the Company, this Application Form, Share Certificates and any other Law, Rules and Regulations and other documents as may be relevant/applicable, if any,

We undertake that we will comply with the aforesaid as may be applicable to us from time to time and will sign all such other documents and do all such other acts, deeds and things, if any, that may be necessary on our part in this regard and to enable us to be registered as the holder(s) of the equity shares which may be allotted to us by the Company. We authorize you to place our name(s) on the Register of Members of the Company as the holder(s) of Equity Share(s) that may be so allotted to us.

We hereby enclose Board Resolution authorizing the investment as give below:-

REGD. FOLIO NO. (BLOCK 1)	NO. OF EQUITY SHARES HELD AT PRESENT (BLOCK 2)	NO. OF EQUITY SHARE (S) APPLIED (BLOCK 3)	AMOUNT PAYABLE @ Rs 275/- PER EQUITY SHARE (BLOCK 4)	AMOUNT PAID ON APPLICATION @ Re. 275/- PER EQUITY SHARE (BLOCK 5)

Amount paid (Currency and also equivalent Rs. in Words)		
Drawn on(Name of Bank and Branch)		
By Cheque / Draft / T.T.Wire transfer /	No.	Dated
Payable at/transferred to(Name of Bank and Branch)		

SIGNATURE
(with Company stamp/seal)

Specimen signature of applicant

6. **RIGHT ISSUE RESOLUTION OF BOARD MEETING:**

CERTIFIED COPY OF RESOLUTION PASSED IN THE BOARD MEETING OF DIRECTORS OF XYZ LIMITED HELD ON ———-DAY OF—————MONTH, 2015 AT PLACE OF MEETING.

"**RESOLVED THAT** in pursuance of Section 62 of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014 the approval of the Board be and is hereby accorded to the Company to issue —————-No. of equity shares of Rs. ————— each
(hereinafter referred to as new shares) of an aggregate nominal value of Rs. ————————————(Rupees in Word), for cash to the shareholders at a premium of Rs. —————(if any) per share determined by the Chartered Accountants firm, which was accepted by the Board of Directors as reasonable and in the interest of all concerned, such issue to be made on the following terms and conditions:-

1) The issue of shares will be made in the proportion of one new share for every one equity share held on DATE OF MEETING.

2) The said offer to the members shall be made by an offer letter which shall indicate the number of shares held by each member and the number of shares to which each is entitled as rights shares, the value per share and the total amount due in case the offer of shares is accepted in full.

3) The aforesaid offer shall be valid upto the MAXIMUM 30 DAYS , and includes a right exercisable by the person to whom the aforesaid offer being made to renounce the new shares offered to him in favour of any other person.

4) The offer after the expiry of the MAXIMUM 30 DAYS FROM MEETING or on receipt of earlier intimation from the person(s) to whom such notice was given that he declines to accept

the new shares offered, the Board of Directors of the company be authorized to dispose of unsubscribed part of the new shares in such manner as they think most beneficial to the company.

5) The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.

6) The allotment of further shares to Non-Residents members shall be in accordance with the Regulations issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999.

7) Share Certificates shall be issued to those to whom the further new shares are allotted within the time prescribed in the Companies Act, 2013.

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

Certified true copy

For XYZ Limited

____

NAME OF DIRECTOR

Director

DIN:

7. **<u>RESOLUTION FOR ALLOTMENT OF SHARES:</u>**

CERTIFIED COPY OF THE RESOLUTION PASSED IN THE BOARD MEETING OF XYZ LIMITED HELD ON ————DAY OF ———MONTH ————YEAR, AT REGISTERED OFFICE AT ADDRESS OF REGISTERED OFFICE.

“**RESOLVED THAT** in terms of authority given to the Board by the Articles of Association of the Company, NAME OF SHARHOLDER be and is hereby allotted and issued ——————— (No. of Equity Shares) equity shares ***each*** having a nominal value of Rs——-/-(———- Only) at a price of Rs. —————/- (Rupees ——————- Only) per share, -in lieu of subscription monies of Rs. —————/———- received from it as per the details given below:

Name of Subscriber	**No. of shares**	**Dist. Nos.**		**Nominal Value**	**Certificate No.**	**Folio No**
		From	**To**	Rs.		
.						

RESOLVED FURTHER THAT the above equity shares so issued and allotted Name of shareholder shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, a letter of allotment in relation to the above equity shares issued and allotted as aforesaid be issued to name of shareholder by the Company.

RESOLVED FURTHER THAT name of directors of company or any other Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to be done to give effect to the above resolution, including issuance of duly stamped share certificates in relation to the above equity shares issued and allotted as aforesaid to name of shareholder in accordance with the provisions of the Companies Act, 2013 and rules made there under and the Articles of Association of the Company and do all other acts consequent to the issuance and allotment, including, in particular the payment of the requisite stamp duty, for issuing duly stamped share certificates evidencing the allotment of equity shares and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolutions**.”**

CERTIFIED TRUE COPY

For **NAME OF COMPANY**

____

NAME OF DIRECTOR

(Director)

DIN:

ADDRESS OF DIRECTOR