Company Letter Head

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M/S \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ON 01ST DECEMBER, 20\_\_\_ AT \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ AT 02:00 PM**

# ITEM NO. 1: FURTHER ISSUE OF SHARES

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(a) and other applicable provisions, if any, of the Companies Act, 2013**,** \_\_\_\_\_\_\_\_\_\_ (No. of Shares) (In words Only) fully paid-up Equity Share of face value of Rs. 10/- each and at a premium of Rs. \_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ only) each in the share capital of the Company, be and are hereby offered to the persons whose names appear in the Register of Members as on 01st December, 20\_\_\_ and are holders of equity shares of the Company, in proportion, as nearly as circumstances admit to the paid-up share capital of the Company on the aforesaid date, *inter alia* on the following terms and conditions:

1. That the offer for new equity shares now being made shall be limited to those persons who, as on 01st December, 20\_\_, are the holders of equity shares of the company. Such persons are, however, entitled to apply for additional shares and may be allotted additional shares out of those shares not taken up by any of the existing shareholders in the proportion to be decided by the Board of Directors at its discretion having regard to the paid-up equity capital of the Company.
2. The entitlement of the shareholders to subscribe under the current offer, as per the shareholding standing as at 01st December, 20\_\_ is as under:

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of the Shareholder** | **No. of Shares** | **%age Shareholding** | **Entitlement to**  **subscribe under the current Offer** |
|  |  |  |  |
| TOTAL |  |  |  |

However, the shareholders shall have the right to apply for more shares and in the event any of the shares are not subscribed by any of the shareholders, the Board shall allot the unsubscribed shares to the shareholders who have applied for more shares than their entitlement.

1. The offer aforesaid shall include a right exercisable by the persons to renounce the shares now being offered in favour of any other person(s).
2. The offer shall open on 08th December, 20\_\_\_ and the last date for the acceptance of the offer shall be 14th December, 20\_\_\_ and the amount of Rs. 10 per share and at a premium of Rs. \_\_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_Only) each is payable along with the application form and duly filled application form should reach the Company before the close of the offer. However, if all the applications are received prior to the close of the offer, Board shall proceed to allot the shares in terms of the offer made to the shareholders.
3. The unoffered/unsubscribed portion, if any, of the above-mentioned issue will be disposed of by the Board, in such manner as it may think most beneficial to the Company and the Board of directors are hereby authorised accordingly.
4. The equity shares to be issued as aforesaid shall be subject to the memorandum and articles of association of the company and shall rank *pari passu* in all respects with the existing fully paid equity shares of the company, save and except that the said new equity shares shall be entitled to such dividend as may be declared at any time after allotment thereof on the amount paid up thereon on *pro rata* basis.

**“RESOLVED FURTHER THAT** the draft letter of offer/notice, renunciation and application form as tabled and authenticated under the initials of the Chairman of the meeting, be and is hereby approved and Board of Directors of the Company, be and is hereby authorised to issue the notice of such offer to the holders of shares as on the aforesaid date and make necessary arrangement in connection therewith.”

**“RESOLVED FURTHER THAT** Board of Directors of the Company of the Company, be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper and give such directions as may be deemed necessary that may arise in regard to the offer of equity shares to the existing shareholders of the Company, in such manner as may appear to the them to be most beneficial to the Company.”

**CERTIFIED TRUE COPY**

# For\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(DIRECTOR) (DIRECTOR)

DIN: DIN:

# Notice / Letter of offer

To,

Issue of \_\_\_\_\_ equity shares of Rs. 10/- each and at a premium of Rs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_ only) each as face value aggregating Rs. \_\_\_\_\_\_\_\_\_\_/- to the existing equity shares holders on right basis in their existing proportion held on 01st December, 20\_\_, pursuant to the Board resolution passed in its meeting held on 01st December, 20\_\_\_.

Dear Shareholder,

You are hereby informed that the Board of Directors has decided to increase the subscribed and paid-up capital of the Company by issuing of \_\_\_\_\_\_\_\_\_\_ (No. of Shares) (In words Only) fully paid-up Equity Share of face value of Rs. 10/- each and at a premium of Rs. \_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ only) each in the share capital of the Company, to be issued at a premium by right offer to the equity shareholders as on 01st December, 20\_\_\_, on proportionate basis and conditions as laid down, inter alia hereunder, in application form and in Board resolution. As a share-holder on the aforementioned 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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(DIRECTOR)

DIN:

Date:

# Instructions / Terms

1. Shares will be issued only in physical form.
2. You may accept the offer and apply for the Equity hares 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. \_\_\_\_\_\_\_\_\_\_\_\_\_/- is payable with application.
7. All account payee local cheques / draft accompanying the application should be drawn in favor of “\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_PRIVATE LIMITED”.
8. Application for accepting the offer/renouncement shall reach at the registered office address of the Company on or before 14th December, 20\_\_.
9. In case your application form completed in all respect is not received on or before 14th December, 20\_\_, 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. 50000/- 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.

# Application form

**Last date for receipt of application: 14th December, 20\_\_**

# Issue of \_\_\_ equity shares of 10/- each and at a premium of Rs. \_\_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ only) each aggregating Rs. \_\_\_\_\_\_\_\_\_/- to the equity shares holders on right basis in the ratio of 1 equity shares for every \_\_\_\_\_\_\_\_ equity shares held on 01st December, 20\_\_\_\_.

To, Date \_\_\_\_\_\_\_\_\_\_

The Board of Directors,

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_-

Dear Sir,

Ref.: Notice / offer letter dated 01st December, 20\_\_\_, regarding the decision of Board of Directors in its meeting held on 01st December, 20\_\_ to increase the capital by issue of \_\_\_\_\_\_\_\_\_\_ (No. of Shares) (In words Only) fully paid-up Equity Share of face value of Rs. 10/- each and at a premium of Rs. \_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ only) each in the share capital of the Company, each by right offer to share-holders as on book closure date 01st December, 20\_\_.

1. I/we hereby accept and apply for allotment of the below mentioned Equity shares in response to the letter of offer dated 01st December, 20\_\_ 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.
5. Name of the Share holder(s):
6. Number of equity shares held :
7. Number of right share entitled :
8. Number of additional shares applied for :
9. Total Number of Shares applied for :
10. Amount payable with application by A/c payee cheque / DD in favor of the company. Face value of Rs. 10 per shares and at a premium of Rs. \_\_\_\_\_\_\_\_\_\_ each share, applied for.
11. Payment/local cheque/DD details

Sole/first applicant

Signature(s) as per specimen recorded with the Company

# Form of Renunciation

To, Date \_\_\_\_\_\_\_\_

The Board of Directors,

Dear Sir,

Pursuant to the Notice / offer letter dated 01st December, 20\_\_\_, I/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 my/our name(s).

Sole/first applicant

Signature(s) as per specimen recorded with the Company

# Application by renouncee(s) {to be filled in by renouncee(s) only}

To, Date: \_\_\_\_\_\_

The Board of Directors,

1. In terms of letter of offer dated 01st December, 20\_\_, and pursuant to the form of renunciation signed by the above-mentioned shareholder(s), I/We apply for allotment of below mentioned equity shares.
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 and address of the renouncee(s) |  |
| 2 | If you are existing shareholder, please mention folio no. |  |
| 3 | Number of equity shares accepted |  |
| 4 | Number of additional equity shares applied by renounce |  |
| 5 | Total Number of Shares applied for by renounce |  |
| 6 | Amount payable with application |  |
| 7 | Payment/cheque/DD details |  |

# Signature of renouncee(s)

|  |  |  |
| --- | --- | --- |
| **Full name** | **Signature** | **Address of the fist/sole applicant** |
| Sole/first applicant |  |  |

Company Letter Head

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M/S \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ LIMITED ON 06th January, 20\_\_ AT \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ AT 02:00 PM**

**ITEM NO. 1: ALLOTMENT OF SHARES**

The Chairman apprised the Board that the Company in its Board Meeting held on 01st December, 20\_\_, decided to raise further Equity Capital to the extent of \_\_\_\_\_\_\_\_\_\_ (No. of Shares) (In words Only) fully paid-up Equity Share of face value of Rs. 10/- each and at a premium of Rs. \_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ only) each in the share capital of the Company by making an offer to the existing shareholders of the Company under Further Issue of Shares pursuant to the provisions of Section 62 (1)(a) of the Companies Act, 2013.

The Chairman further informed the Board that some of the existing shareholders have accepted the offer and form of Renunciation is also received from members.

Form of Renunciation is received from Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

The Board discussed the matter and decided to allot the shares in such manner as it may think most beneficial to the Company. The Board after due deliberations on the matter passed the following resolution:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **S.**  **No** | **Name of Allottee(s), Pan no. and Address** | **Number**  **Of Shares Allotted** | **Amount per**  **share** | **Total Amount Paid**  **(In INR)** |
| 1 |  |  |  |  |
| 2 |  |  |  |  |
|  | **TOTAL** |  |  |  |

**“RESOLVED THAT** pursuant to Section 39(4) and Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions if any, the consent of Board be and is hereby accorded to allot \_\_\_\_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ only) fully paid-up Equity Share of face value of Rs. 10/- each and at a premium of Rs. \_\_\_\_\_\_\_\_\_ (\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ only) each in the share capital of the Company to the following person(s) in the following manner against the share application money received by the Company.

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to issue the Share Certificate(s) to whom the shares are allotted after fulfilling all the legal requirement including fulfilling the requirements of payment of the stamp duty on such certificates and to make entries in the Register(s) kept for purposes.

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to sign all necessary deeds, Documents and file Forms as required to be filed with the Registrar of Companies in this regard and carry out other formalities in this regard for and on behalf of the Company.”

**Certified True Copy**

# For \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(DIRECTOR) (DIRECTOR)

DIN: DIN:

Place:

Date:

**Company Letter Head**

**List of Allottees**

Table A;

|  |  |
| --- | --- |
| **Name of the Company** |  |
| **Date of Allotment** |  |
| **Type of share allotted (Equity or**  **Preference)** |  |
| **Nominal Amount per share (in Rs.)** |  |
| **Premium Per Share** |  |
| **Total number of allottees** |  |
| **Brief particulars in respect of terms**  **and condition, voting rights etc.** | New Shares shall rank pari passu with existing Equity  Shares |

Table B (List of allottees, applicable in case of allotment of shares payable in cash)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **S.**  **No** | **Name of Allottee** | **Nationa lity of the Allottee** | **Number of shares allotted** | **Total amount paid (including Premium)**  **(in Rs.)** | **Total amount to be paid on calls (including premium) outstanding**  **(in Rs.)** |
| **1.** | **2.** | **4.** | **5.** | **6.** | **7.** |
| **1.** |  |  |  |  | Nil |
| **2.** |  |  |  |  | Nil |
|  |  |  | **120359** | **12,03,590** | Nil |

Table C (List of allottees, applicable in case of allotment of shares for consideration otherwise than in cash)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **S. No** | **Name & occupation of Allottee** | **Address of Allottee** | **Nationality of the**  **Allottee** | **Number of shares allotted** | **Whether shares allotted as fully or partly paid up** | **If partly paid-up amount Outstanding (in Rs.)** |
| **1.** |  |  |  |  |  |  |
| **2.** |  |  |  |  |  |  |
|  | Total |  |  |  |  |  |

Table D (List of allottees, applicable in case of allotment of bonus shares)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **S. No.** | **Name &**  **occupation of Allottee** | **Address of Allottee** | **Nationality of the**  **Allottee** | **Number of shares allotted** |
| 1 | 2 | 3 | 4 | 5 |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

For \_\_\_\_\_\_\_\_\_\_\_\_\_\_

(DIRECTOR)

DIN:

Place:

Date: