

[To be on Letter Head of the Company]

RESOLUTIONS PROPOSED TO BE PASSED BY CIRCULATION

[Pursuant to Section 175 of the Companies Act, 2013 read with the Rules prescribed there under]

To
The Members of the Board of Directors
<Name of the Company>
<Address>

Date of Circulation	
Total No. of items proposed	

We give below the resolutions which are proposed to be passed by circulation pursuant to provisions contained in Section 175 of the Companies Act, 2013 read with Rules prescribed there under and Articleof Articles of Association of the Company.

The Board is requested to consider and to pass the following resolutions by this circular:

Item No.	01	Subject:
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Note:

Draft of the proposed Resolution:

Item No.	02	Subject:
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Note:

Draft of the proposed Resolution:

Note:

- a) The Companies Act, 2013, read with the Rules prescribed there under and SS-1, allows the company or its authorized person to sent the draft of the Resolution and the necessary papers to the postal address or e-mail address registered by the Director with the company or in the absence of such details or any change thereto, any of the

addresses appearing in the Director Identification Number (DIN) registration of the Director.

- b) You can send your acceptance/rejection on the above resolutions – (i) by way of replying to your inbox e-mail received from our side (.....@.....com) in the format prescribed below; or (ii) by way of sending a Xerox copy of this Circular, expressing your acceptance/rejection in the format prescribed below and signing there against, via hand delivery/post/courier to the registered office of the Company.
- c) **You are requested to send your assent/dissent within 7 (seven) days of the date of this circulation.**
- d) **In case a Director is interested or concerned in the proposed resolution/(s) and such interest or concern is yet to be communicated to the Company, he shall disclose his interest before the last date specified above for response to this circular and abstain from voting.**

For this purpose a Director shall be deemed to be interested or concerned in the resolution if contract or arrangement, which is subject matter of the proposed resolution, entered or proposed to be entered into by the Company –

- (i) With the Director himself or his relative; or
 - (ii) with any body corporate, if such Director, along with other Directors holds more than two percent of the paid-up share capital of that body corporate, or he is a promoter, or manager or chief executive officer of that body corporate; or
 - (iii) with a firm or other entity, if such Director or his relative is a partner, owner or Member, as the case may be, of that firm or other entity.
- e) The circulated resolution/(s) shall be deemed to have been passed by circulation when it is approved by a majority of the Directors, entitled to vote on the resolution.
 - f) If the approval of majority of Directors, entitled to vote, is not received by the last date specified for receipt of approval, the resolution shall be considered as not passed.
 - g) The circulated resolution/(s), if passed, shall be deemed to have been passed on the last date specified for specifying assent/dissent by the directors or the date on which assent from more than two-thirds of the Directors have been received, whichever is earlier.
 - h) The circulated resolution/(s), if passed, shall be effective from date on which the same is/are deemed to have been passed, if no other date is specified in such resolution/(s).
 - i) In case a Director does not respond the last date specified for signifying assent or dissent, it shall be presumed that he has abstained from voting.
 - j) In case of where not less than one-third of the total number of directors of the company require that any of this resolution under circulation must be decided at duly convened meeting, then such resolution/(s) shall be placed before the next meeting of the Board for their approval.

We will be happy to provide you with any details/information/documents as may be required to provide your acceptance/rejection on the above said circulated resolution/(s).

Thanking you,
Sincerely Yours,
For <The Company>

(Name of the Director/Authorized Person)

Designation

DIN in case of Director

Encl:

Annexure - 1	
Annexure - 2	

Format for Acceptance/Rejection to the above resolutions

I hereby convey my assent /dissent to the above resolution/(s) as follows:

Name of the Director:

DIN:

Item No.	Assent*	Dissent*	Signature**	Date of Signing	Remarks, if any

*Assent/Dissent may be given by mentioning '**YES**' in the respective field.

** Signature is not required in case of response through e-mail.