

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard, the Company hereby accords its approval for appointment of Shri \_\_\_\_\_ (DIN ..... ) as Manager for a period of \_\_\_\_ years with effect from ....., on the remuneration and on such terms and conditions as set out in explanatory statement attached hereto with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof and as may be agreed to between the Board of Directors and Shri \_\_\_\_\_.”.

“RESOLVED FURTHER THAT the aggregate of salary, perquisites, and allowances of Shri \_\_\_\_\_ in anyone the financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including applicable rules, if any) as amended from time to time;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Shri \_\_\_\_\_, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable, or expedient to give effect to this resolution.