**APPOINTMENT OF MANAGING DIRECTOR**

(A) WHERE NO ROVAL OF CENTRAL GOVERNMENT IS REQUIRED

"RESOLVED THAT pursuant to section 269 and other applicable provisions of the Companies Act, 1956 and subject to the approval of shareholders at the General Meeting, this meeting approves the appointment of Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as Managing Director of the Company on the terms and conditions set out in the agreement dated the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 200\_\_\_\_\_\_\_ (a copy of which tabled at the meeting being authenticated under the signature of the Chairman hereof for the purpose of identification) for a period of five years with effect from the \_\_\_\_\_\_\_\_\_\_\_, 200\_\_\_\_\_

RESOLVED FURTHER THAT an Extraordinary General Meeting be held on \_\_\_\_\_\_\_ at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ at \_\_\_\_\_\_\_\_A.M. to get the approval of the members to the proposed appointment.

RESOLVED FURTHER THAT a draft of the resolution together with the explanatory statement, a draft of which is tabled before the meeting be included in the notice to be issued for convening of Extra Ordinary General Meeting.

RESOLVED FURTHER THAT Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Director/Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the said resolution."

(B) WHERE APPROVAL OF CENTRAL GOVERNMENT IS REQUIRED

"RESOLVED THAT subject to the Approval of the Central Government and pursuant to section 269 and other applicable provisions of the Companies Act, 1956, this meeting approves the appointment of Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as Managing Director of the Company on the terms and conditions set out in the agreement dated the \_\_\_\_\_\_\_\_\_\_\_\_, 200\_\_\_ (a copy of which tabled at the meeting being authenticated under the signature of the Chairman hereof for the purpose of identification) for a period of five years with effect from the \_\_\_\_\_\_\_\_\_\_\_\_\_, 200\_\_\_

RESOLVED FURTHER THAT an Extraordinary General Meeting be held on \_\_\_\_ at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ at \_\_\_\_\_\_\_A.M. to get the approval of the members to the proposed appointment.

RESOLVED FURTHER THAT a draft of the resolution together with the explanatory statement, a draft of which is tabled before the meeting be included in the notice to be issued for convening of Extra Ordinary General Meeting.

RESOLVED FURTHER THAT Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Director/Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the said resolution."