

MS SECURITIES

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Regd. Office : 601-B, Ashiana Plaza, Budh Marg, Patna (Bihar) 800001
Admin. Office : 32, Vaibhav Apartment, Budh Marg, Patna (Bihar) 800001
Tel. No. 9608398301, email : investor@mssl.co.in, website : www.mssl.co.in
CIN NO L08032BR1992PLC004781

Date: 15th October, 2022

To,
BSE Limited
P J Towers,
Dalal Street,
Mumbai – 400001

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013 and Calendar of Events for Postal Ballot

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We enclose herewith copy of Notice of Postal Ballot along with Explanatory Statement, and Calendar of Events for Postal Ballot

Calendar of Events for Postal Ballot:

Sr. no.	Particulars	Proposed date
1.	Cut-off date for ascertaining the list of shareholders/members to whom the notice of Postal Ballot will be sent and also for reckoning voting rights.	October, 10 th 2022
2.	Date & Time of Commencement Remote E-Voting	19 th October, 2022 (09.00 a.m. IST)
3.	Date of Closure of Postal Ballot Voting & E-Voting	17 th November 2022 (05.00 p.m. IST)
4.	Submission of the Postal Ballot Report to the Chairman by the Scrutinizer	On or before 18 th November, 2022
5.	Date of declaration of the Result by the Managing Director or other Directors authorized by the Board	On or before 19 th November, 2022

You are requested to take the same on your record.

Thanking you,

Yours Faithfully,
For, MS Securities Limited



Manoj Kumar Saraf
Managing Director
DIN: 00175213

Encl.: As Above

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POSTAL BALLOT NOTICE

NOTICE is hereby given to the shareholders of MS Securities Limited (the “Company”) that pursuant to Sections 108, 110 of the Companies Act, 2013 (the “Act”) and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and other applicable provisions of the Act, rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) appended below are proposed to be passed by the shareholders through postal ballot/remote e-Voting process (“e-Voting”). The statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed herewith for your consideration. The Company has made arrangements for the shareholders to register their email Ids. Therefore, those shareholders who have not yet registered their email Ids are requested to register the same by following the procedure set out in the notes to this Notice of Postal Ballot (“Notice”).

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mrs. Rupali Modi, Practicing Company Secretary, as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-voting facility to all its members.

The E-Voting facility is available at the link www.evotingindia.com from 09.00 AM IST on 19th October, 2022 up to 05:00 PM on November 17, 2022. E- Voting module will be blocked by CSDL at 05:00 PM on November 17, 2022 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit her Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced On or before 18th November, 2022 and will be displayed on the notice board at the Registered Office of the Company for a period of 3 (Three) days and shall be communicated to the BSE Limited where the equity shares of the Company is listed. The results of the Postal Ballot/E-Voting will also be displayed on the Company's website at www.mssl.co.in and on the website of CDSL at www.evotingindia.com.

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved, by the requisite majority.

SPECIAL BUSINESS (ES):

Item No. 1: To change of Object Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to pass, the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the

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Memorandum of Association of the Company be and is hereby altered and amended as follows:

- A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'
- B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

“To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items and to cultivate, grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce and to carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits and herbs and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment’s and to provide consulting and support services”

“**RESOLVED FURTHER THAT** the Memorandum of Association incorporating the aforesaid alterations placed before the Meeting be and is hereby approved.”

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

NOTES:

1. The Statement, pursuant to Section 102 and Section 110 of the Act read with Regulation 17(11) of the Listing Regulations, setting out material facts concerning the business under Item Nos. 1 & 2 of the Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to all those shareholders whose names appear in the register of shareholders/list of beneficial owners as on 10th October, 2022 i.e., the cut-off date and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. S. K. Infosolutions Pvt. Ltd. (“RTA”) or Depository Participants (“DP”).
3. Notice will also be available on the Company’s website at www.mssl.co.in websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.

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4. In compliance with provisions of Section 108 and Section 110 of the Act read with rules made thereunder, Regulation 44 of the Listing Regulations, as amended, and MCA Circulars, the shareholders are provided with the facility to cast their vote electronically, through the e-Voting facility on all the resolutions set forth in this Notice. The facility of casting votes will be provided by CDSL.
5. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-Voting. Any person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
6. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Document(s) referred to in the statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this Notice until the last date for receipt of votes through e-Voting by writing an email to the Company Secretary at investor@mssl.co.in.

8. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING:

- i. E-voting facility will be available during the following period:

Commencement of e-Voting	From 09.00 a.m. IST on 19 th October, 2022,
End of e-Voting	Upto 05.00 p.m. IST on 17 th November, 2022

The e-Voting module shall be disabled by CDSL upon expiry of aforesaid period.

- ii. During the e-Voting period, shareholders can login at CDSL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, shareholder shall not be allowed to change it subsequently or cast the vote again.
- iii. The details of the process and manner for e-Voting are explained herein below:

Step 1: Access to CDSL e-Voting system

(A) Individual Shareholders holding securities in demat form

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat form are allowed to vote, by way of a single login credential, through their demat accounts/websites of Depositories/DP. Shareholders are advised to update their mobile number and email Ids in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding	i. Existing users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are

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<p>securities in demat form with CDSL</p>	<p>https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on login icon and select New System Myeasi.</p> <p>ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.</p> <p>iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>iv. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a e-Voting link available on www.cdslindia.com home page. Click on 'OTP Authentication' under tab 'Quick Link' on the home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use "Forget User ID" and "Forget Password" option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat form for any technical issues related to login through depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in Demat form with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

(B) Login method for e-Voting for shareholders other than individual shareholders holding in demat form and shareholders holding securities in physical mode.

- i. Visit the e-Voting website of CDSL Open web browser by typing the following URL:
www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in physical form should enter folio number registered with the Company.
- iv. Next enter the image verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an

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L . I . M . I . T . E . D

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earlier e-Voting of any company, then your existing password is to be used.

- vi. If you are a first-time user follow the steps given below:

PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)• Shareholders who have not updated their PAN with the Company/ DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.• If both the details are not recorded with the depository or Company, please enter the shareholder id / folio number in the dividend bank details field as mentioned in instruction (iii) above.

- vii. After entering these details appropriately, click on “SUBMIT” tab.

(C) E-Voting facility for non-individual shareholders and custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively non-individual shareholders are required to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer and to the Company at the email Id investor@mssl.co.in, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

Step 2: Cast your vote electronically on CDSL e-Voting system

- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- ii. For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- iii. Click on the EVSN for the relevant <MS Securities Limited> on which you choose to vote.
- iv. On the e-Voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- v. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- vi. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- vii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- viii. You can also take a print of the votes cast by clicking on “Click here to print” option on the e-Voting page.
- ix. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on forgot password & enter the details as prompted by the system.

9. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDs/MOBILE NO. ARE NOT REGISTERED:

Shareholders who have not registered their email Ids/mobile no., are requested to register the same for receiving all communications from the Company electronically and also for e-Voting as per process mentioned below. Upon successful registration of email Id, the login ID and password for e-Voting shall be shared on the shareholder’s registered email Id.

- a. **For Physical shareholders-** Shareholders holding equity shares of the Company in physical form and who have not registered their email Ids/mobile no. and/or bank details may register their details with Company’s RTA, by clicking the link: [https:// www.skcinfol.com/](https://www.skcinfol.com/) and following the registration process as guided therein. In case of any query, a shareholder may send an e-mail to RTA at skcdilip@gmail.com.
- b. **For demat shareholders -** Shareholders holding equity shares of the Company in demat form and who have not registered their email Ids/ mobile no. may temporarily register their email Ids/ mobile no. with Company’s RTA, by clicking the link: skcdilip@gmail.com and following the registration process as guided therein. In case of any query, a shareholder may send an email to RTA at skcdilip@gmail.com . It is clarified that for permanent registration of email Id/ mobile no. and bank details in demat account, shareholders are requested to approach their respective DP and follow the process advised by DP. Alternatively, if you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) of Note 9 i.e. login method for e-Voting for individual shareholders holding securities in demat form.

10. In terms of Listing Regulations, securities of the listed companies can only be transferred in dematerialized form with effect from April 1, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies shall issue securities in dematerialized form only in case of investor service request for matters specified in this circular. In view of the same, shareholders are advised to dematerialize shares held by them in physical

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form.

11. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
12. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
13. The Board of Directors of the Company has appointed PCS Rupali Modi, Practicing Company Secretaries, as scrutinizer ("Scrutinizer") for conducting the Postal Ballot through e-Voting in accordance with the provisions of the Act and the Rules and the Listing Regulations in a fair and transparent manner.
14. The Scrutinizer shall, after end of e-Voting period, scrutinize the votes cast through e-Voting, make a Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within two working days after end of e-Voting period and the same, along with the Scrutinizer's Report, shall be placed on the website of the Company (www.mssl.co.in), CDSL (www.evotingindia.com) and shall be communicated to BSE Limited and National Stock Exchange of India Limited.
15. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on November 17, 2022, i.e. the last date specified for receipt of votes through the e-Voting.

By order of the Board of Directors
For MS Securities Limited



Manoj Kumar Saraf
Managing Director
(DIN: 00175213)

Place: Patna
Date: 05.10.2022

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EXPLANATORY STATEMENT

Statement pursuant to Section 102 of the Companies Act, 2013:

Item Nos. 1

Your Board has to considering the view of the prevailing market condition, Company would like to undertake business cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners in place of existing Business of Company.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate to shift in another object. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously instead present activities of the company.

The Board at its meeting held on October 05, 2022 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III(A) is accordingly to be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

By order of the Board of Directors
For MS Securities Limited



Manoj Kumar Saraf
Managing Director
(DIN: 00175213)

Place: Patna
Date: 05.10.2022

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POSTAL BALLOT FORM

Regd. Folio No.		DP ID	
		CLIENT ID	
Name of the Shareholder/ Proxy holder (Including Joint-holders, if any)			
Registered Address of the Sole/ First named Shareholder:			
Number of Shares held			

I/we hereby exercise my/our vote(s) in respect of the Ordinary Resolutions set out in the Notice dated 05/10/2022 to be passed by means of Postal Ballot/e-voting by conveying my/ our assent/ dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below. (Tick in both boxes will render the ballot invalid).

Item No.	Description	No. of shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	<p>“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:</p> <p>A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'</p> <p>B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:</p> <p>“To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items and to cultivate, grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other,</p>			

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property and to act as growers of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce and to carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits and herbs and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment's and to provide consulting and support services”

“**RESOLVED FURTHER THAT** the Memorandum of Association incorporating the aforesaid alterations placed before the Meeting be and is hereby approved.”

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

Place:
Date:

(Signature of the Shareholder)