**RESOLUTION FOR MORTGAGE TO SECURE DEBENTURES**

RESOLVED that pursuant to section 293(l)(a) of the Companies Act, 1956, the Board of Directors of the company be and they are hereby authorised to mortgage and/or charge all the present and future immovable and movable properties and the whole of the undertaking of the company for the purpose of securing unto the Trustees for the holders of the debentures of Rs. 100 each of the aggregate nominal value of Rs . …………lakhs (proposed to be offered by the company to the holders of the existing equity shares on the register of members as on such date and in such proportion and on such terms and conditions as may be determined by the Board of Directors of the company) the redemption of the aforesaid debentures together with interest, costs, charges, expenses and other moneys payable by the company in respect of the debentures.

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to do and execute all such acts, deeds and things as may be necessary, usual or proper for giving effect to this resolution.