

MINUTES OF THE 1 (_____)FY MEETING OF THE BOARD OF DIRECTORS OF M/S.
_____(company name) HELD ON _____(day),
_____(date, Month, year) AT _____(time) AT THE REGISTERED OFFICE OF
THE COMPANY AT _____(address)

Time of commencement –

Time of conclusion -

DIRECTORS PRESENT:

1. _____
2. _____

1. CHAIRPERSON

Mr. _____(DIN: _____) was elected as chairperson of the meeting. The Chairperson welcomed all attendees to the first Board Meeting of M/s. _____and expressed gratitude for their participation in this first board meeting after the incorporation.

Further, he noted that the company was officially incorporated on _____, marking the beginning of an exciting journey toward _____(objects of the company).

2. TO GRANT LEAVE OF ABSENCE

All the Directors were present, no leave of absence was required

3. CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of the Company bearing no: _____dated _____registered with Registrar of Companies, Chennai was placed on the table and the same was noted by the Board.

4. TO FIX THE FINANCIAL YEAR OF THE COMPANY

The Board after consideration fixed the first and the subsequent financial years of the Company and passed the following resolution:

“RESOLVED THAT the Board after due deliberation, fixed the financial year from the date of incorporation of the Company, _____and concluding 31st March, _____, as the first financial year of the Company, both days inclusive of and subsequently each Financial Year to begin 1st April and end 31st March for each year.”

5. REGISTERED OFFICE OF THE COMPANY

The Board took note of the Registered Office of the Company situated at _____

Further, the Chairperson informed the Board that as per Section 12 of the Companies Act, 2013, a name plate containing the Company's name and the address of the Registered Office must be affixed at its registered office. The Chairperson also highlighted the requirement for the Company's name, Corporate Identification Number (CIN), and the address of the Registered Office to be mentioned in legible characters in all its business letters, bill heads, letter papers, notices, and other official publications.

The Board noted that currently, the Company does not carry on business at any place other than its Registered Office, and accordingly, the aforementioned compliance for other business places shall be ensured when and if such operations commence.

6. FIRST DIRECTORS

The Chairperson informed to all the Directors present at the meeting that the following persons shall presently constitute the Board of Directors of the Company, being the persons named in the articles of Association (AOA) of the Company as First Directors of the Company

The Directors considered the same and passed the following resolution unanimously

"RESOLVED THAT pursuant to Articles (____) no of the Articles of Association of the Company, it was noted :

1. _____
2. _____

named as the first Directors of the Company, shall constitute the Board of Directors in terms of the provisions of the Companies Act, 2013."

7. TO TAKE NOTE OF DISCLOSURE OF INTEREST IN FORM MBP -1 RECEIVED FROM ALL THE DIRECTORS OF THE COMPANY

The Chairperson placed before the Board that the disclosure of Interest in Form MBP 1 received from all the Directors of the Company, notifying their interest in other body corporate pursuant to the provisions of Section 184 of the Companies Act, 2013 be and are hereby noted and taken on record by the Board.

"RESOLVED THAT pursuant to the provision of Section 184 (1) of the Companies Act, 2013, read in conjunction with Rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board has taken into account the disclosure of interest in Form MBP-1 received from the Directors of the company and it is noted and recorded."

8. TO TAKE NOTE OF DISQUALIFICATION OF DIRECTORS IN FORM DIR 8 RECEIVED FROM ALL THE DIRECTORS OF THE COMPANY

The Chairperson informed the Board that the disclosure under Section 164 (1) of the Companies Act, 2013 read with Rule 14 (1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, the disclosure regarding disqualification to act as a Director in Form DIR-8 received from Directors of the Company, as placed before the meeting, be and are hereby noted and taken on record by the Board. After the discussion the board passed following resolution.

“RESOLVED THAT declarations in Form DIR 8 under Section 164 (2) of the Companies Act, 2013 and rules made thereunder, as submitted by the Directors of the Company and as placed before the Board, be and are hereby noted and taken on record.”

9. TO AUTHORIZE THE DIRECTORS TO FILE E-FORMS WITH MCA

The Board was informed that to meet the various requirements of e-filing, a director needs to be authorised to fulfil the various requirements under e-filing.

The Board after due consideration passed the following resolution:

“RESOLVED THAT any directors of the company be and are hereby severally authorised to sign the necessary documents on behalf of the company for electronic filing of documents under The Companies Act, 2013 and various rules made thereunder.”

10. TO ISSUE OF SHARE CERTIFICATES TO THE FIRST SUBSCRIBERS OF THE COMPANY

The Board was informed that as per section 46 of the Companies Act, 2013 read with Rule 5, 6 and 7 of the Companies (Share Capital and Debentures) Rules, 2014, M/s. _____ (company name) is required to issue share certificates under the common seal signed by two Directors in a prescribed form SH-1 within 60 days of the issue of shares.

The Board after due consideration passed the following resolution:

S.No	Name of subscriber	No of shares subscribed	Distinctive Numbers

“RESOLVED THAT the share certificates to the above named subscriber to the memorandum of association of the company be issued under the common seal of the company and that _____ and _____ of the Company be and are hereby authorized to sign the said share certificates.”

“RESOLVED FURTHER THAT the share certificates to be printed and that the share

certificates to be kept in the safe custody of the Directors of the Company.”

11. MAINTENANCE OF THE MINUTES BOOKS

The Chairperson informed the Board that the Company has to maintain Minute Books of the meeting of the Board of Directors and Shareholders. He suggested that the minutes of the meeting be kept in loose leaf binder or computer stationery duly binded. Upon due deliberation it was unanimously:

“RESOLVED THAT until otherwise decided by the Board the Minutes of meeting of the Board of Directors and Share-holders be maintained and kept in Loose Leaf Binders or computer stationery duly binded in accordance with the law.”

12. PRELIMINARY EXPENSES

A statement containing the details of preliminary expenses incurred for the incorporation of the Company was placed before the Board for approval

“RESOLVED THAT the preliminary expenses amounting to Rs. _____/- expended by the promoters of the company in connection with the incorporation of the company as per the statement placed before the meeting be and are hereby approved.”

Details of preliminary expenses

Sr. No.	Particulars	Amount (in Rs.)
1	Name Approval Fee	
2	Registration Fees and Filings Fees	
3	Professional Fees	
4	Stamp Duty	
5	Any other	
	Total	

13. TO OBTAINING STATUTORY REGISTRATION AND AUTHORIZING DIRECTOR

The Directors of the Company discussed the need for obtaining statutory registrations in order to carry on the business activities legally and smoothly. It was noted that the Company is required to register under the **Goods and Services Tax Act, 2017 (GST)** and also obtain registration under the **Udyam portal (MSME registration)** to avail benefits offered to micro, small and medium enterprises by the Government of India. After discussions, the following resolution was passed unanimously:

“RESOLVED THAT the company shall make applications to the relevant statutory authorities for obtaining the following registrations in accordance with the applicable provisions of law:

1. Goods and Services Tax (GST) Registration, and
2. Udyam (MSME) Registration,

in the name of _____, having CIN: _____,
with its registered office situated at _____.

“RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby authorized to sign, prepare, verify, file and submit all necessary documents, applications, declarations and other papers as may be required for the purpose of obtaining the said registrations and to do all such acts, deeds and things as may be necessary and incidental thereto to give effect to this resolution.”

14. TO ADOPT THE COMMON SEAL

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, and the Articles of Association of the Company, the Common Seal of the Company, the impression of which is placed in the margin of the minutes of this meeting, be and is hereby adopted.”

“RESOLVED FURTHER THAT the Common Seal of the Company shall be kept in the safe custody of _____ Director.”

RESOLVED FURTHER THAT the Common Seal of the Company shall not be affixed to any document except by the authority of a resolution of the Board of Directors or a Committee of the Board, and in the presence of [any two directors of the Company, who shall sign the document in token thereof.

15. APPOINTMENT OF FIRST AUDITORS OF THE COMPANY

The Chairperson informed that the first Auditors of the Company are to be appointed in the Board Meeting within 30 days from the date of incorporation of the company, the Board took into consideration of the same and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Board hereby approves the appointment of a Chartered Accountant or firm of Chartered Accountants as the First Auditor of the Company to hold office from the conclusion of this Board Meeting until the conclusion of the first Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to identify and finalize the name of the First Auditor, confirmation to be received and to file necessary forms with the Registrar of Companies (MCA) and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

16. TO OPENING OF CURRENT BANK ACCOUNT OF THE COMPANY

“RESOLVED THAT the Company do open current bank accounts with any scheduled bank in India as may be required for the business operations of the Company.

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary to open and operate the said bank account(s), including but not limited to signing and submitting account opening forms, providing necessary documents, specimen signatures, and completing all formalities as may be required by the Bank.”

**17. AUTHORIZATION TO CONDUCT BOARD MEETING THROUGH VIDEO
CONFERENCING**

“RESOLVED THAT pursuant to the provisions of Section 173(2) and other applicable provisions of the Companies Act, 2013, read with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Secretarial Standard on Board Meetings (SS-1), as amended from time to time, the Board of Directors be and is hereby authorized to hold its meetings, and meetings of its committees, through video conferencing or other audio-visual means.”

“RESOLVED FURTHER THAT the Chairperson of the meeting and the Company Secretary (if any) or any other Director authorized by the Board, be and are hereby severally empowered and authorized to take all necessary steps to ensure compliance with all legal and procedural requirements for conducting such meetings, including making necessary arrangements for audio-visual connection, ensuring security and identification procedures, recording proceedings, maintaining records, and circulating notices with required details.”

“RESOLVED FURTHER THAT the policy and procedure for conducting such meetings, covering aspects such as prior intimation by directors for VC participation, roll call, quorum ascertainment, identification of participants, recording mechanism, and handling of restricted items, as placed before the Board, be and is hereby approved.”

18. VOTE OF THANKS:

There being no other business, the meeting concluded with a vote of thanks to the chair.

The Meeting was concluded at 11:30 AM

DATE: _____
PLACE: _____

CHAIRPERSON