XXXX XXXXXXX LIMITED *Company Name*

CIN: XXXXXXXXXXXXXXXXXXXXX · Registered Office: XXXX XXXXXXX, XXXXXX - XXXXXX · Email: XXXX@XXXX.XXX

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS HELD ON XX.XX.XXXX AT XX:XX XX

Sitting fees to non-executive directors for the financial year XXXX-XX

"RESOLVED THAT pursuant to section 197(5) and other applicable provisions of the Companies Act, 2013 and rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the articles of association, the non-executive directors of the Company *including* *the independent directors* be paid, with effect from XX.XX.XXXX, a sitting fee of:

Meeting	Fee per meeting (Rs)
Board meeting	XX,XXX
Audit / other committee meeting	XX,XXX

together with reimbursement of travel and other expenses for attending the meetings.

RESOLVED FURTHER THAT Mr / Ms XXXX XXXXXXX, Chief Financial Officer *or Director*, be and is hereby authorised to make the payments after deduction of tax at source as applicable."

Certified true copy · For **XXXX XXXXXXX LIMITED**

(Signature) _____

XXXX XXXXXXX - Director, DIN: XXXXXXXX · Place: XXXXXX · Date: XX.XX.XXXX