XXXX XXXXXXX PRIVATE LIMITED *Company Name*

CIN: XXXXXXXXXXXXXXXXXXXXX · Registered Office: XXXX XXXXXXX, XXXXXX - XXXXXX

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

Issue of equity shares for consideration other than cash

"RESOLVED THAT pursuant to sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made under it, and subject to the approval of the members by special resolution, the consent of the Board be and is hereby accorded to issue XX,XXX *number* equity shares of ₹XX each at a price of ₹XX per share (including a premium of ₹XX), as determined by the valuation report dated XX.XX.XXXX of Mr / Ms XXXX XXXXXXX, Registered Valuer (Registration No. XXXXXXXXXX), to Mr / Ms XXXX XXXXXXX (PAN: XXXXXXXXXX), XXXX XXXXXXX *address*, for a total consideration of ₹XX,XX,XXX, discharged other than in cash by XXXX XXXXXXX *the transfer to the Company of the business of M/s XXXX XXXXXXX as a going concern / the asset described in the agreement*.

RESOLVED FURTHER THAT the draft agreement placed before the meeting be approved, a general meeting be called to pass the special resolution, and Mr / Ms XXXX XXXXXXX, Director (DIN: XXXXXXXX), be and is hereby authorised to sign the agreement, issue the offer letter, and after allotment file the return of allotment with the contract attached."

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

(Signature) _____

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