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

Appointment of Internal Auditor for the financial year XXXX-XX

"RESOLVED THAT pursuant to section 138 and other applicable provisions of the Companies Act, 2013 and rule 13 of the Companies (Accounts) Rules, 2014, M/s XXXX XXXXXXX & Co., Chartered Accountants (FRN: XXXXXXX) *or Mr / Ms XXXX XXXXXXX, XXXX XXXXXXX (qualification), Membership No. XXXXXX*, having their office at XXXX XXXXXXX, XXXXXX - XXXXXX, who have given their consent, be and are hereby appointed as Internal Auditor of the Company for the financial year XXXX-XX, on a remuneration of ₹XX,XXX plus applicable taxes.

RESOLVED FURTHER THAT the scope, functioning, periodicity and method of the internal audit shall be as approved by the Board *or the Audit Committee*, and the internal auditor shall report to XXXX XXXXXXX *the Board / Audit Committee* every XXXX XXXXXXX *quarter / half-year*.

RESOLVED FURTHER THAT Mr / Ms XXXX XXXXXXX, Director (DIN: XXXXXXXX), be and is hereby authorised to issue the letter of appointment and to file any form required with the Registrar of Companies."

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

(Signature) _____

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