

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF (COMPANY NAME) HELD AT THE REGISTERED OFFICE THE COMPANY AT (ADDRESS) ON (DAY),(DATE) AT (TIME).**

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**RESOLUTION FOR APPOINTMENT OF WOMEN DIRECTOR**

**“RESOLVED THAT** pursuant to provision of sec 149 of companies act 2013 (as amended or re-enacted from time to time) read with rule no.3 of Companies (Appointment and Qualification of Directors) Rules 2014, Ms \_\_\_\_\_ (Name of director) be and hereby appointed as additional director on the Board of the company and she shall hold office from next Annual General Meeting of the company.

**RESOLVED FURTHER THAT** pursuant to section 152,164,165 and 184 of Companies Act 2013 as amended or re-enacted from time to time (herein after referred to as act) read with rule no. 8 and 14 of companies (Appointment and Qualification of directors) Rule 2014, the consent in form no. DIR 12 with the consent for appointment of directors of the company, along with the declaration that she is not disqualified as per DIR 8, to get appointed as director, the post appointment the no. of director will be within the maximum no. allowed under the act and disclosure of interest, as laid before the meeting and duly initiated by the chairman for the purpose of the identification, be and hereby taken note of.

**RESOLVED FURTHER THAT PURSUANT** to section 152 and 170 of Companies Act 2013 as amended or re-enacted from time to time (herein after referred to as act) read with rule no. 17 and 18 of companies (Appointment and Qualification of directors) Rule 2014, Ms \_\_\_\_\_ ( NAME OF PERSON) any Director or the Company Secretary of the Company be and are hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution and to file form number DPT 12 with the registrar of the company within the prescribed time and fees and to do necessary entries in the register of Director And Key Managerial Personnel.”

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

For **XYZ PVT LTD**  
**Director Name**  
**DIN:**

**DATE:**  
**PLACE:**