**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ AT THEIR MEETING HELD ON \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ AT \_\_\_\_\_\_\_\_\_ A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**SUB**: INCORPORATION OF INDIAN PRIVATE LIMITED COMPANY (FOREIGN

SUBSIDIARY)

The following resolutions were passed unanimously for incorporation of a subsidiary in India and giving No Objection to the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, India for approving the availability of name “\_\_\_\_\_\_\_\_\_\_\_\_\_\_” or “\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_” or any other name as may be approved by the Central Registration Centre.

“**RESOLVED THAT** consent of the Board of Directors of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ be and is hereby accorded to incorporate a foreign subsidiary Company in the state of \_\_\_\_\_\_\_\_\_\_\_\_\_\_, India in the name and style of “\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_” or “\_\_\_\_\_\_\_\_\_\_\_” or any other name as may be approved by the Central Registration Centre;

**RESOLVED FURTHER THAT** consent of the Board of Directors of the Company be and is hereby accorded for giving No Objection for the proposed foreign subsidiary Company using the word “\_\_\_\_\_\_\_\_\_\_\_\_\_\_” ;

**RESOLVED FURTHER THAT** Mr.\_\_\_\_\_\_\_\_\_ residing at **\_\_\_\_\_\_\_\_\_\_\_\_\_\_(**ForeignCompany representative) be and is hereby appointed as the “**Authorized Representative**” of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Parent Co. name) and is further authorized to:

1. Subscribe \_\_\_\_\_\_ equity shares of Rs. 10/- each in the paid-up capital of the proposed Indian Private Limited Company (Foreign Subsidiary) for and on behalf of \_\_\_\_\_\_\_\_\_\_\_\_\_\_(Parent Co. Name);
2. Sign the Memorandum of Association and Articles of Association of the proposed Indian Private Limited Companyfor and on behalf of \_\_\_\_\_\_\_\_\_\_\_\_\_\_(Parent Co. Name);
3. Sign, execute, seal and deliver in the name or on behalf of the \_\_\_\_\_\_\_\_(Parent Co. name) and all agreements, deeds, eForms, declarations, documents relating to the incorporation of the Indian Private Limited Company to be incorporated under the Companies Act, 2013 in the state of \_\_\_\_\_\_\_\_\_\_\_, India.

**RESOLVED FURTHER THAT** the following persons be and are hereby named as the Subscribers to the Memorandum of Association thereof at the time of incorporation:

1. Mr.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Authorized representative of \_\_\_\_\_\_\_\_ (Parent Co. name)
2. Mr.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**RESOLVED FURTHER THAT** the following persons be and are hereby named as the First Directors of the proposed Indian Private Limited Company:

1. Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_
2. Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_

**RESOLVED FURTHER THAT** a copy of this resolution be submitted to the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs”.

**By the order of the Board**

**For \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Designation**