



SPECIALLY FOR FIRST BOARD MEETING OF
PRIVATE COMPANIES
GOYAL DIVESH & ASSOCIATES
Series-1

Hello Professionals,

As per New Company Law, gap between two board meetings can't exceed 120 Days. If last board meeting of company was held on 31st March 2014 then next board meeting can be held upto 28th July, 2014 (April 30 days + May 31 Days + June 30 days + July 29 days = 120 Days).

As all of us aware that there are some Resolutions {Mention under Section 179(3)} which company required to file with ROC in form MGT-14 within 30 days of passing of resolution. {In my earlier Article mentioned list of Resolution which we require to file with ROC).

If you required that list mail me on csdiveshgoyal@gmail.com

Companies, who still not held First Board Meeting, require holding meeting in coming month. So in this article am trying to help you by providing the following:

1. Draft Detailed Agenda for Private Companies under Companies Act- 2013, by covering maximum resolution (which **will help Companies to *save cost** of Filling of e-form MGT-14 on different-2 time in future).
2. Draft Minutes for According to given Agenda.
3. Draft CTC of Resolutions.
4. Draft Notice Calling Meeting.
5. Draft Attendance Sheet of meeting.
6. Draft MBP-1 (Disclosure of Interest of Director).
7. Consent of Director who is in default.



Now the question is! How This Agenda will help to save the Cost:

1. Company has to file More than 50 resolutions with ROC in e-form MGT-14 (As per my earlier article).
2. If company pass resolutions mention in Section 179(3) in different Board Meetings then company has to file separate MGT-14, this will incurred cost every time on filling of e-form. Example:
 - Adoption of Disclosure U/s 184(1).
 - Borrow Money.
 - Invest Funds.



- Grant Loans.
- Approval of Annual Accounts & Director Report



1. DRAFT DETAILED AGENDA:

ON LETTER HEAD OF COMPANY WITH CIN AND TELEPHONE NO.

AGENDA FOR THE MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.

1	To Elect the Chairman of the Meeting.
2	To grant leave of absence, if any, to the Directors of the Company.
3	To consider and approve minutes of the previous Board Meeting.
4	To take on record the declarations from directors u/s 274(1)(g) of the Companies Act, 1956. (This Declaration given by Directors at the end of March- 2014, so company should take-note same in Board Meeting).
5	To authorize an officer of the Company to sign the contracts or any other document or proceedings requiring authentication by a Company as per Section 21 of Companies Act 2013. {As per Section-21 (Documents, proceeding and contracts made by or on behalf of company or requiring authentication by a company), <u>May be signed by KMP or Officer of Company duly authorized by Board in this behalf.</u>}

6	To take note of the printing of new stationery and painting of new name plates as per the requirement of Section 12(3) of Companies Act, 2013. (As per Section-12 (3) (a) there is need to print Name, Address of its registered office and the <u>Corporate Identity Number</u> along with <u>Telephone Number</u>, Fax number and e-mail and website address, if any)
7	To take note of the duties of Directors u/s 166 read with relevant rules of Companies Act, 2013. (Under Companies Act-2013 there are specifically mentioned duties of directors, all directors must aware from them)
8	To take note of general disclosure of interest of Directors under section 184(1) in Form MBP-1. (As per Section-184(1) all the directors are require to disclose their interest (Including Share Holding Interest), even if directors are not interested <u>Nil disclosure are require to give by them</u>). 
9	To authorize Mr. ----- to keep safe custody of Form MBP -1. (As per Section 184(1) read with rule 9 sub rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014, these MBP- require to maintain in safe custody of Company Secretary or Person Authorized by Board for the purpose. So there is no Company Secretary in mostly private Companies so there is need to authorize any person by board)
10	To appoint an Officer in Default. (By passing of this Resolution, In Future if, any default happened than Penalty will be applicable only on Director to whom you will authorize by this resolution section 2(60) of CA-2013, But if we have Company Secretary (KMP) then he will be office who is in default according to Section 2(60). {Take consent from KMP or Director, To whom authorizing as officer who is in default under this resolution- consent attached)
11	To authorize Mr. ----- to keep in custody the Statutory Registers as per new Companies Act, 2013 at the registered office of the company. (Authorization to update, maintain and convert/ compile the existing statutory registers into new format as per section-88 read with rule 3 sub rule-1 of

	Companies (Management and Administration) Rules, 2014). <u>Transition period of 6 month is given for comply registers.</u>
12	To authorize Mr. _____ to e-file MGT-14 in respect of resolutions passes u/s 179(3) read with Companies (Management and Administration rules), 2014
13	Authorization To File E-Forms With Ministry Of Corporate Affairs.
14	To Borrow Money upto Rs. ----- lacs. (As per Section 179(3) there is require to file e-form MGT-14 for resolution passed for Borrow Money, so it's better to give power to board with in limit of section 180 to borrow money in future). {Reason: it can be file in same MGT-14- saving of Cost)
15	To invest Surplus fund upto ----- Lacs. (As per Section 179(3) there is require to file e-form MGT-14 for resolution passed for Investment Funds, so it's better to give power to board for Invest surplus fund of company in future). {Reason: it can be file in same MGT-14- saving of Cost)
16	To Grant Loans. (As per Section 179(3) there is require to file e-form MGT-14 for resolution passed for Grant Loan, so it's better to give power to board for grant Loan in future). {Reason: it can be file in same MGT-14- saving of Cost)
17	Designate as KMP)(if Private Company fall under section 203 rule 8A of Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 require to have Company Secretary and as per section 2(51) Company Secretary fall under KMP. So company require to Designate Company Secretary as KMP)
18	Increase in Remuneration of director, if any.
19	To Designate as promoter of Company.
20	To discuss any other matter with permission of the Chair.
21	To Vote of Thanks

(NAME OF DIRECTOR)
Director

DIN: -----

Add: -----.

2. DRAFT MINUTES ACCORDING TO DRAFT AGENDA

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.



DIRECTORS PRESENT:

MR. NAME OF DIRECTOR
MRS. NAME OF DIRECTOR

DIRECTOR
DIRECTOR

ITEM NO.1: ELECTION OF THE CHAIRMAN.

Mr. Name of Director (DIN: _____) was elected as the chairman of the meeting and therefore he occupied the chair

ITEM NO.2: LEAVE OF ABSENCE

All the directors of the Company are present, No leave of absence was required.

ITEM NO. 3: CONFIRMATION OF MINUTES OF THE PREVIOUS BOARD MEETING.

The minutes of the previous Board Meeting the draft of which already circulated to all the Directors are hereby approved and confirmed by the Chairman.

ITEM NO.4: TO TAKE ON RECORD THE DECLARATIONS FROM DIRECTORS U/S 274(1) (g) OF THE COMPANIES ACT, 1956.-

The Chairman placed before the board the declarations received from the Directors of the Company u/s 274(1) (g) of the Companies Act, 1956 to the effect that they are not disqualified to be appointed as directors of the Company. The Board discussed the matter and unanimously passed the following resolution:-

“RESOLVED THAT the Company obtained the declarations from Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) Directors of the Company to the effect that, as on 31st March 2014, they were not disqualified to be appointed as directors pursuant to sub-clause (g) of clause (1) of section 274 of the Companies Act, 1956.”

“RESOLVED FURTHER THAT, declaration under section 274 Clause (1) to sub-clause (g) of the Companies Act, 1956 be and is hereby noted.”

ITEM NO. 05: TO AUTHORIZE AN OFFICER OF THE COMPANY TO SIGN AS PER SECTION 21 OF COMPANIES ACT 2013.

The Chairman informed the Board that pursuant to provision of Section-21 read with rule 35 of Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013, there is need to authorize a director to sign contracts made by or on behalf of the Company or any other document or proceeding requiring authentication by the Company.

After Discussion the following resolution was passed unanimously: -

“RESOLVED THAT pursuant to the provisions of section 21 and rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) Directors of the company be and are hereby authorized to sign the contracts made by or on behalf of the Company or any other document or proceeding requiring authentication by the Company.”

ITEM NO. 06: TO TAKE NOTE OF THE PRINTING OF NEW STATIONERY AND NAME PLATES AS PER THE REQUIREMENT OF SECTION 12(3) COMPANIES ACT 2013:-

The Chairman informed the Board that pursuant to provision of Section 12(3) of Companies Act, 2013 and rules thereof, there was requirement to print new stationary and print new name plate.

After Discussion the following resolution was passed unanimously: -

“RESOLVED THAT the printed new Stationary and Name Plate made, as per requirement of Section 12(3) of Companies Act, 2013 and rules thereof be and is hereby noted.”

ITEM NO. 07: TO TAKE NOTE OF THE DUTIES OF DIRECTORS U/S 166 OF COMPANIES ACT 2013:-

The Chairman placed before the Board the Duties required to be performed by Directors under Section 166 of Companies Act, 2013 and rules made there under.

The said duties was discussed and taken on record.

ITEM NO. 08: TO TAKE NOTE OF GENERAL DISCLOSURE OF INTEREST OF DIRECTORS UNDER SECTION 184(1) IN FORM MBP-1:

The Chairman informed that pursuant to provision of section 184(1) of the Companies Act 2013, Every Director is required to disclose his/her interest in other companies in specified form MBP-1. In this respect, the Chairman placed before the Board notices received from the directors of the Companies in form MBP-1 disclosing their interest in other companies.

After Discussion the following resolution was passed unanimously:

“RESOLVED THAT the general notices of interest pursuant to Section 184(1) of the Companies Act, 2013 received from all the Directors disclosing concern or interest be and are hereby received, placed and noted.

RESOLVED FURTHER THAT Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) Director of the Company be and is hereby authorized to do all such acts, deeds and things relating thereto including digitally sign and arrange to filling e-form with Registrar of Companies NCT of Delhi & Haryana.

RESOLVED FURTHER THAT, Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Director of the Company be and is hereby authorized to keep in his custody all such notices on behalf of the company.”

ITEM NO. 09: TO AUTHORIZE MR. ----- TO KEEP SAFE CUSTODY OF FORM MBP -1.

The Chairman informed the Board that pursuant to provision of Section 184 (1) of Companies Act, 2013 read with rule 9 sub rule (3) of Companies (Meetings of Board and its Powers) Rules, 2014 there is need to authorize a person to keep in his/her safe custody the form MBP-1.

After Discussion the following resolution was passed unanimously:-

“RESOLVED THAT pursuant to provision of Section 184 (1) read with rule 9 sub rule (3) of Companies (Meetings of Board and its Powers) Rules, 2014 of Companies Act, Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Director of the company be and is hereby authorized to keep in her safe custody the notices of disclosures/intimations of interest in Form MBP-1 given by the directors.”

ITEM NO. 10: TO SPECIFY A DIRECTOR AS OFFICER WHO IS IN DEFAULT:-

The Chairman informed the Board pursuant to Section 2(60) read with rules made there under and other applicable provisions of the Companies Act 2013, there is need to specify any director of company as Officer who is in default.

After discussion following resolution passed unanimously:-

“RESOLVED THAT, pursuant to Section 2(60) read with rules thereof and other applicable provisions of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Name of Director (DIN: _____) Director of Company who has given his consent to act as such, be and is here by, specified as Officer who is in default w.e.f. 01st April, 2014.”

“RESOLVED FURTHER Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Directors of the Company either jointly or severally be and are hereby authorized to do all such acts, deeds, things etc. as may be required to comply with all formalities in this regard.”

ITEM NO. 11: TO AUTHORIZE MR. NAME OF DIRECTOR TO KEEP IN CUSTODY THE STATUTORY REGISTERS:-

The Chairman informed the Board that pursuant to provision of Section 88 & 92 of Companies Act, 2013 read with rule 3 of Companies (Management and Administration) Rules, 2014, there is need to authorize a person to keep in his/her safe custody the Statutory Registers.

After Discussion the following resolution was passed unanimously:-

“RESOLVED THAT, pursuant to the provisions of section 88 & 92 of Companies Act, 2013 read with rule 3 of Companies (Management and Administration) Rules, 2014, Mr. Name of Director (DIN: _____), Director of Company be and is hereby authorized to keep in custody the statutory registers at the registered office of the company and to update, maintain and convert the existing statutory registers into new format as prescribed in the Companies Act, 2013.”

ITEM NO. 12: TO FILE MGT-14:-

The Chairman informed the Board that the company is required to file e-form MGT-14 in respect of resolutions passed by the Board under section 179(3) read with Rule 8 of Companies (Meetings of Board and Its Powers) Rules, 2014 with Registrar of Companies NCT of Delhi & Haryana.

After discussion following resolution passed unanimously.

“RESOLVED THAT, Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) Directors of the Company, be and are hereby authorized to sign digitally and file e-form MGT-14 in respect of resolutions passed by the Board under section 179(3) read with Rule 8 of Companies (Meetings of Board and Its Powers) Rules, 2014”

ITEM NO. 13: AUTHORISATION TO FILE E-FORMS WITH MINISTRY OF CORPORATE AFFAIRS:-

The Chairman informed the Board that under the Companies Act, 2013, various forms, returns and documents are required to be filed with Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Central government and/ or any other prescribed authority. For the purpose it was proposed to authorize Directors of the Company to obtain the necessary digital signature and sign/ e-file all the necessary forms, returns and documents.

The Board discussed the matter and passed the following resolution unanimously in this regard:

“RESOLVED THAT the Board of Directors of the company do hereby authorize Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) Directors of the Company be and are hereby authorized to sign, execute and arrange to e-file all necessary forms, returns and documents including agreements, receipt, undertakings, affidavits with the Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Central government and/ or any other prescribed authority, as may be required under various provisions of Companies Act, 2013 or any other enactment thereof for and on behalf of the Company, relating to all matters for the conduct of the Management and business of the Company.”

ITEM NO.14: TO TAKE NOTE OF PROMOTERS OF COMPANY:

The Chairman informed the Boards that pursuant to provisions of Section-2(69) of Companies Act, 2013 there is need to designate Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) directors of Company as Promoters of company.

The Board discussed the matter and took note of the same.

ITEM NO. 15: TO AUTHORIZE BOARD TO BORROW MONEY:-

The Chairperson informed the Board that the company may borrow money for the business operation of the Company upto Rs. ----- Lacs (----- Lacs Only) which is within the

limits prescribed under section 180 of Companies Act, 2013. The approval of the Board is to be accorded in accordance with section 179(3) of Companies Act, 2013.

After Discussion the following resolution was passed unanimously: -

“RESOLVED THAT pursuant to Section 179 (3)(d) and other applicable provisions, if any, of the Companies Act, 2013 or subject to such modification and re-enactment thereof, consent of the Board of directors of the Company be and is hereby accorded to avail loan upto Rs. 10 Lacs (Rupees Ten Lacs Only).

“RESOLVED FURTHER THAT Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard.”

ITEM NO. 16: TO INVEST THE FUNDS OF THE COMPANY:

The Chairperson informed the Board that the company may invests its surplus funds time to time for different purposes within the limit envisaged under section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013. The approval of the Board is to be accorded in accordance with section 179(3) (e) of Companies Act, 2013.

After Discussion the following resolution was passed unanimously: -

“RESOLVED THAT pursuant to the provisions of section 179 (3) (e) and subject to limit envisaged under Section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 the consent of the Board be and is hereby accorded to invest surplus funds upto Rs. ----- lacs (Rupees ----- Five Lacs Only) at any one time.”

“RESOLVED FURTHER THAT Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard.”

ITEM NO. 17: TO GRANT LOAN:-

The Chairperson informed the Board that pursuant to the provisions of section 179 (3)(f) and other applicable provisions if any of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being enforce) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the Company may grant loan of Rs. -----

Lacs (Rupees ----- Lacs Only) in aggregate to employees. The approval of the Board is to be accorded in accordance with section 179(3) of Companies Act, 2013.

After Discussion the following resolution was passed unanimously: -

“RESOLVED THAT pursuant to the provisions of section 179 (3) (f) and other applicable provisions if any of the Companies act 2013, (including any statutory modification or re-enactment thereof for the time being enforce) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the Company be and is hereby authorized to grant loans of Rs. ----- Lacs (Rupees ----- Lacs Only) in aggregate to employees on such terms and conditions as may be decided from time to time.”

“RESOLVED FURTHER Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Directors of the Company either jointly or severally be and are hereby authorized do take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, things etc. as may be required to comply with all formalities in this regard for the purpose of giving effect to the aforesaid Resolution.”

ITEM NO.18: INCREASE IN REMUNERATION OF DIRECTOR:

The Chairperson informed the Board that Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) were remunerated at monthly salary of Rs. 1,----- --,000 and -----,-- respectively since last change and there is no increase till date.

The Chairperson placed before the Board the chart of increase in remuneration of Directors pursuant of provision of Companies Act, 2013 read with rules made there under and pursuant to Article of Association of the company.

Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) disclosed their interest, being interested in the said resolution.

After discussion following resolution passed unanimously:-

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof for the time being enforce) and pursuant to Articles of Association of the company consent of the Board be and is hereby accorded to increase remuneration as given below w.e.f. -----:-

Sr. No	Name of Directors	Existing Salary (Rs.)	Proposed Salary (Rs.)
1.			
2.			

“RESOLVED FURTHER THAT Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Directors of the Company either jointly or singly be and are hereby authorized to do all such acts, deeds, things etc. as may be required to comply with all as may be required to comply with all formalities in this regard”.

ITEM NO.19: VOTE OF THANKS:-

There being no other business to be transacted. The meeting ended with a vote of thanks to the Chair.

Dated: -----

Place: New Delhi

NAME OF CHAIRMAN
(Chairman)

3. DRAFT CERTIFIED TRUE COPY OF RESOLUTION ACCORDING TO DRAFT AGENDA:

- 1. CERTIFIED TRUE COPY OF RESOLUTION PASSED AT MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.**



“RESOLVED THAT the Company obtained the declarations from Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) Directors of the Company to the effect that, as on 31st March 2014, they were not disqualified to be appointed as directors pursuant to sub-clause (g) of clause (1) of section 274 of the Companies Act, 1956.”

“RESOLVED FURTHER THAT, declaration under section 274 Clause (1) to sub-clause (g) of the Companies Act, 1956 be and is hereby noted.”

For NAME PRIVATE LIMITED

(NAME OF DIRECTOR)

Director

DIN: -----

Add: -----.

2. CERTIFIED TRUE COPY OF RESOLUTION PASSED AT MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.

“RESOLVED THAT the general notices of interest pursuant to Section 184(1) of the Companies Act, 2013 received from all the Directors disclosing concern or interest be and are hereby received, placed and noted.

RESOLVED FURTHER THAT Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) Director of the Company be and is hereby authorized to do all such acts, deeds and things relating thereto including digitally sign and arrange to filling e-form with Registrar of Companies NCT of Delhi & Haryana.

RESOLVED FURTHER THAT, Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Director of the Company be and is hereby authorized to keep in his custody all such notices on behalf of the company.”

For NAME PRIVATE LIMITED

(NAME OF DIRECTOR)

Director

DIN: -----

Add: -----.

3. CERTIFIED TRUE COPY OF RESOLUTION PASSED AT MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.

“RESOLVED THAT, Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) Directors of the Company, be and are hereby authorized to sign digitally and file e-form MGT-14 in respect of resolutions passed by the Board under section 179(3) read with Rule 8 of Companies (Meetings of Board and Its Powers) Rules, 2014”

For NAME PRIVATE LIMITED

(NAME OF DIRECTOR)

Director

DIN: -----

Add: -----.

4. CERTIFIED TRUE COPY OF RESOLUTION PASSED AT MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.

“RESOLVED THAT the Board of Directors of the company do hereby authorize Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____) Directors of the Company be and are hereby authorized to sign, execute and arrange to e-file all necessary forms, returns and documents including agreements, receipt, undertakings, affidavits with the Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Central government and/ or any other prescribed authority, as may be required under various provisions of Companies Act, 2013 or any other enactment thereof for and on behalf of the Company, relating to all matters for the conduct of the Management and business of the Company.”

For NAME PRIVATE LIMITED

(NAME OF DIRECTOR)

Director

DIN: -----

Add: -----.

5. CERTIFIED TRUE COPY OF RESOLUTION PASSED AT MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.

“RESOLVED THAT pursuant to Section 179 (3)(d) and other applicable provisions, if any, of the Companies Act, 2013 or subject to such modification and re-enactment thereof, consent of the Board of directors of the Company be and is hereby accorded to avail loan upto Rs. 10 Lacs (Rupees Ten Lacs Only).

“RESOLVED FURTHER THAT Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard.”

For NAME PRIVATE LIMITED

(NAME OF DIRECTOR)

Director

DIN: -----

Add: -----.

6. CERTIFIED TRUE COPY OF RESOLUTION PASSED AT MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.

“**RESOLVED THAT** pursuant to the provisions of section 179 (3) (e) and subject to limit envisaged under Section 186 read with rule 11 of companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 the consent of the Board be and is hereby accorded to invest surplus funds upto Rs. ----- lacs (Rupees ----- Five Lacs Only) at any one time.”

“**RESOLVED FURTHER THAT** Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard.”

For NAME PRIVATE LIMITED

(NAME OF DIRECTOR)

Director

DIN: -----

Add: -----.

7. CERTIFIED TRUE COPY OF RESOLUTION PASSED AT MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.

“**RESOLVED THAT** pursuant to the provisions of section 179 (3) (f) and other applicable provisions if any of the Companies act 2013, (including any statutory modification or re-enactment thereof for the time being enforce) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the Company be and is hereby authorized to grant loans of Rs. ----- Lacs (Rupees ----- Lacs Only) in aggregate to employees on such terms and conditions as may be decided from time to time.”

“RESOLVED FURTHER Mr. Name of Director (DIN: _____) and Mrs. Name of Director (DIN: _____), Directors of the Company either jointly or severally be and are hereby authorized do take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, things etc. as may be required to comply with all formalities in this regard for the purpose of giving effect to the aforesaid Resolution.”

For NAME PRIVATE LIMITED

(NAME OF DIRECTOR)

Director

DIN: -----

Add: -----.

4. DRAFT NOTICE CALLING MEETING:



Date of issue of Notice

Name of Director

Address of Director

NOTICE FOR THE MEETING OF THE BOARD OF DIRECTORS OF Name of Company----- LIMITED

Dear Mr. **Name of Director**,

Notice is hereby given that a meeting of the Board of Directors of the Company shall be held as per the following schedule:

Date: of Meeting

Time: of Meeting

Venue: of Meeting

The agenda for the meeting is enclosed.

You are requested to make it convenient to attend the above meeting.

For **Name of company LIMITED**

Name of Director

(DIRECTOR)

DIN: -----

Add: of Director

5. DRAFT ATTENDANCE SHEET:

DIRECTORS MEETINGS
ATTENDANCE SHEET

**ATTENDANCE SHEET OF THE MEETING OF BOARD OF DIRECTORS OF
M/S NAME OF COMPANY LIMITED HELD ON -----DAY OF-----
MONTH OF, 2014 AT REGISTERED OFFICE OF COMPANY.**

NAME	SIGNATURES
-------------	-------------------

DIRECTORS:

- 1) Mr. Name of Director
- 2) Mr. Name of Director
- 3) Mrs. Name of Director



SPECIAL INVITEE:

- 4) If any;

6. DRAFT MBP-1:

FORM MBP - 1

Notice of interest by director

[Pursuant to section 184 (1) and rule 9(1)]

To,
The Board of Directors
Name of Company
Reg. Off:-----

Dear Sir(s)

I, name of person of Sh.father name ,Resident of -----
-----, being a director in the company hereby give notice of my
interest or concern in the following company or companies, bodies corporate, firms or other
association of individuals:-

**MANDATORY
DISCLOSURE**

SL. No .	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	Shareholding (No. of Shares)	Date on which interest or concern arose / changed
----------------	---	---	------------------------------------	--

1.				
2.				

Dated the _____ (Name of director)
Place: New Delhi Director
Din: -----

7. CONSENT TO ACT AS OFFICER WHO IS IN DEFAULT:

CONSENT TO APPOINT AS OFFICER WHO IS IN DEFAULT

To, _____ Date: -----

The Board of Directors
Name of Company
Address of company.

Subject: Consent to be act as office who is in default U/s 2(60) of Companies Act, 2013.

Dear Sir,

This is to submit that I, Name of Director, Son of -----, Resident of A-----
-----, the undersigned, having consented to act as a Office who is in default
of the Name of Company Private Limited pursuant to section 2(60) of Companies Act, 2013.

You are requested to take on record the same.

(Name of Director)
Director
Din: -----

❖ MEETINGS OF BOARD OF DIRECTORS (Section 173)

Frequency of Meeting:

- **First Meeting:** First Meeting of Board of Directors within 30 (Thirty) days from the date of Incorporation of company.
- **Subsequent Meetings:**
 - One person Company, Small company and Dormant company:
 - At least one meeting of Board of directors in each half of calendar year
 - Minimum Gap B/W two meetings at least 90 days.



- Other than Companies mentioned above:
 - Minimum No. of 4 meetings of Board of Director in a calendar year
 - Maximum Gap B/W two meetings should not be more the 120 days.

Calling of Meeting: Meeting of Board of Director should be called by giving 7 days notice to Directors at his registered address **through:**

- By hand delivery
 - By post
 - By Electronic means
- **Meeting at shorter Notice:** A meeting of Board of Directors can be called by shorter notice subject to the conditions:
 - If the company is require to have independent director:
 - Presence of at least one Independent director is required.
 - In case of absence, decision taken at such meeting shall be circulated to all the directors, and
 - shall be final only on ratification thereof by at least one Independent Director

If the company doesn't require to have independent director: The meeting can be called at a shorter notice without any conditions to be complied with



PENALTY: - Company and every officer of the company who is in default or such other person shall be punishable with fine which may extend to Rs. 10,000/- and where the contravention is continuing one, with a further fine which may extend to Rs. 1,000/- for every day after the first during which the contravention continues.

IMMEDIATE ACTIONS TO BE TAKEN:-

Notice of every Board Meeting is to be prepared and to be given to every Director at least 7 days before the meeting.



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Disclaimer: The entire contents of this document have been prepared on the basis of relevant provisions and as per the information existing at the time of the preparation. Though utmost efforts has made to provide authentic information, it is suggested that to have better understanding kindly cross-check the relevant sections, rules under the Companies Act, 2013. The observations of the author are personal view and the authors do not take responsibility of the same and this cannot be quoted before any authority without the written consent of the author

Regards,
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