**Minutes Of The First Meeting Of The Board Of Directors Of Xyz Private Ltd.**

**HELD ON \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (date of Board Meeting)**

**AT KALKAJI,**

**NEW DELHI - 110019**

**AT 11.00 A.M.**

 Present

 1. Mr. Rajinder Singh Director

 2. Mr. Sanjay Singh Director

**1.  APPOINTMENT OF CHAIRMAN:**

 Mr. Rajinder Singh was requested to take the Chair.

**2.  CERTIFICATE OF INCORPORATION OF THE COMPANY:**

The Certificate of Incorporation bearing No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ issued by the Registrar of Companies, Delhi & Haryana, was placed on the table and duly recorded.

**3.  FIRST DIRECTORS:**

The meeting took note of the first Directors named in Article 21 of the Articles of Association of the Company. It was noted that Form No. 32 relating to their appointment had already been filed with the Registrar of Companies.

**4.  FIXATION OF THE FINANCIAL YEAR OF THE COMPANY:**

The Board of Directors decided that the financial year of the Company be fixed from 1st April to 31st March. In this connection, the following resolution was passed:

"RESOLVED THAT the financial year of the Company be fixed from 1st April to 31st March and the first financial year will be the period starting from the date of Incorporation i.e., \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (date of incorporation) to 31st March, 19\_\_."

**5. FIRST MEMBERS:**

Pursuant to Section 41 of the Companies Act, 1956, subscribers to the Memorandum of the Company shall be deemed to have agreed to become members of the Company, therefore it was-

"RESOLVED THAT the names and other particulars of the following subscribers to the Memorandum of Association be entered into the Registrar of Members."

1. Mr. Rajinder Singh

2. Mr. Sanjay Singh

**6. SITUATION OF THE REGISTERED OFFICE OF THE COMPANY:**

It was noted that the Registered office of the Company will be at Kalkaji, New Delhi – 110019 and that the necessary return be filed with the Registrar of Companies, Delhi & Haryana pursuant to Section 146 of the Companies Act, 1956. "

**7. APPOINTMENT OF AUDITORS:**

The Chairman suggested that M/s \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Chartered Accountants, New Delhi be appointed as the first Auditors of the Company to hold office from the date of incorporation till the conclusion of the first Annual General Meeting of the Company and that they may be paid such fee as may be fixed by the Board in this regard. The matter was discussed and the Board approved the appointment of M/s \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Chartered Accountants, New Delhi as the first Auditors of the Company. In this Connection, the following resolution was passed:

"RESOLVED THAT the consent of the Board be and is hereby given to the Appointment of M/s \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Chartered Accountants, New Delhi as the first Auditors of the Company to hold office from the date of incorporation till the conclusion of the first Annual General Meeting of the Company and that they may be paid such fee as may be fixed by the Board in this regard."

**8. ADOPTION OF COMMON SEAL**

The Chairman placed before the Board the common seal of the Company. The same was examined and approved by the Board. In this connection the following resolution was passed:

"RESOLVED THAT the common seal as per the impression affixed in the margin of minutes initialed by the Chairman and produced at this meeting be and is hereby approved and adopted as the common seal of the Company and the same be kept in the custody of the Chairman."

**9. ALLOTMENT OF SHARES TO THE SUBSCRIBERS**

The Chairman informed the Board that the company has received payment in full in respect of the equity shares being 10 shares each to be allotted to initial subscribers to the Memorandum of Association. In this connection the following resolution was passed;

"RESOLVED THAT the subscribers to the Memorandum of Association having agreed to take and having made the payment be and are hereby allotted equity shares, the details whereof are mentioned below:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **S.No.** | **NAME** | **NO. OF SHARES** | **DISTINCTIVE NO(S).** | **FACE VALUE(RS)** |
| 1. | Mr. Rajinder Singh | 10 | 1-10 | Rs.10/- each |
| 2. | Mr. Sanjay Singh | 10 | 11-20 | Rs.10/- each |

**10. PRELIMINARY EXPENSES**

The chairman placed before the Board a statement showing preliminary expenses made by the promoters for the incorporation of the Company. In this connection the following resolution was passed:

"RESOLVED THAT the preliminary expenses detailed hereinafter amounting to Rs.\_\_\_\_\_\_\_\_\_\_\_ made by the promoters of the Company for incorporation of the Company as per the details given below, be and are hereby approved:

|  |  |
| --- | --- |
| Fees for registration, stamping of MOA & AOA and filing of various forms (Form no. 1,18 & 32) with ROC | Rs.\_\_\_\_\_\_\_\_\_\_ |
| Printing of MOA & AOA | Rs.\_\_\_\_\_\_\_\_\_\_ |
| Legal charges | Rs.\_\_\_\_\_\_\_\_\_\_ |

**11. PROCEDURE FOR RECORDING THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS AND GENERAL BODY MEETINGS**

The Board approved the procedure laid down under Section 193 of the Companies Act, 1956 for recording the minutes of the meeting of the Board of Directors and those of general body being followed. It was also decided that the minutes be kept in a loose-leaf minute book duly typed, pages bound and serially numbered and initialed by the Chairman of the same meeting or the next succeeding meeting.

**12. VOTE OF THANKS**

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

 Date :………………

**CHAIRMAN**