

A. RESOLUTIONS TO BE PASSED IN THE MEETING OF THE BOARD
(Section 179 of Companies Act 2013)

I. Specified under Section 179 (3) of Companies Act 2013

The Board of Director of a Company shall exercise the following power on behalf of the Company by means of Resolution passed at meetings of the Board only and not by way of Circulation :

- (a) To make call on shareholders in respect of money unpaid on their shares;
- (b) To authorize buy-back of Securities under Section 68;
- (c) To issue securities, including debentures, whether in or outside India;
- (d) To borrow monies;
- (e) To invest the funds of the Company;
- (f) To grant loans or give Gurantee or provide security in respects of Loans;
- (g) To approve the Financial Statement and the Board's Report;
- (h) To diversify the business of the company;
- (i) To approve amalgamation, merger or reconstruction;
- (j) To take over a Company or acquire a controlling or substantial stake in another Company;

II. Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014

In addition to the above powers specified under sub-section (3) of section 179 of the Act, the following powers shall also be exercised by the Board of Directors only by means of resolutions passed at meetings of the Board and not by way of circulation .

- (a) To make political contributions;
- (b) To appoint or remove key managerial personnel (KMP);
- (c) To take note of appointment(s) or removal(s) of one level below the Key Management Personnel; (Please send us structure of Organisation)
- (d) To appoint internal auditors and secretarial auditor;
- (e) To take note of the disclosure of director's interest and shareholding;
- (f) To buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;
- (g) To invite or accept or renew public deposits and related matters;
- (h) To review or change the terms and conditions of public deposit;
- (i) To approve quarterly, half yearly and annual financial statements or financial results as the case may be.

B. Resolutions passed in Meeting and not by video conferencing or audio visual means as per Rule 4 of the Companies (Meetings of Board and its Powers) Rules, 2014

Further the following matters are not to be dealtwith in a meeting through video conferencing or other audio visual means but to pass in proper meeting, held with physical presence of Directors .

1. The approval of the annual financial statements;
2. The approval of the Board's report;
3. The approval of the prospectus;
4. The Audit Committee Meetings for consideration of accounts; and
5. The approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover.
