

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

“RESOLVED THAT pursuant to the provisions of Section 138 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and with the consent of the Board be and is hereby accorded for the appointment of M/s....., Chartered Accountant (Registration No._____) as an Internal Auditor of the Company for the Financial Year_at remuneration as may be mutually agreed between the Internal Auditor and Board of Directors.

“RESOLVED FURTHER THAT the draft engagement letter as placed before the Board specifying the scope, functioning, methodology, and remuneration, etc. for conducting the exercise as formulated in consultation with the Audit Committee be and is hereby approved.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr., Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters, and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”