## BM.No.1/2025– 26

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE** **WINMER REALTORS PRIVATE LIMITED HELD ON {{DAY}}, {{DEED\_DATE}} AT THE REGISTERED OFFICE OF THE COMPANY AT {{ADDRESS}}.**

## Time of commencement: 10.00 A.M

## Time of conclusion: 12.30 P.M

**DIRECTORS PRESENT**

* {{PERSON\_1}} - {{PERSON\_1\_D}}
* {{PERSON\_2}} - {{PERSON\_2\_D}}

## CHAIRMAN OF THE MEETING

{{PERSON\_1}}, Director of the Company was elected as a Chairman of the Board and commenced the proceedings of the meetings.

The Chairman confirmed that the requisite physical quorum was present and order to take up the business to transact.

Notice of the Board meeting was taken as read and the agenda items were taken up for consideration:

## GRANTING LEAVE OF ABSENSE TO THE DIRECTOR WHO IS NOT IN A POSITION TO ATTEND THE MEETING:

No leave of absence was granted and all the directors were present at the meeting.

## TAKING NOTE OF CERTIFICATE OF INCORPORATION ISSUED BY THE REGISTRAR OF COMPANIES:

The Chairman tabled the Certificate of Incorporation of the Company, before the Board, bearing its Corporate Identity Number (CIN) {{COMPANY\_ID}} dated {{DATE\_OF\_INCORPORATION}} issued by the Deputy Registrar of Companies for and on behalf of jurisdictional Registrar of Companies, Central Registration Centre.

Thereafter the Board took note of the same and passed the following Resolution:

“**RESOLVED THAT** the Certificate of Incorporation of the Company bearing its Corporate Identity Number (CIN) {{COMPANY\_ID}} dated {{DATE\_OF\_INCORPORATION}} issued by the Deputy Registrar of Companies for and on behalf of jurisdictional Registrar of Companies, Central Registration Centre was placed before the Board, be and is hereby noted and taken on record.”

## TAKING NOTE OF PAN AND TAN NUMBER AVAILED THROUGH SPICE+ REGISTRATION:

The Chairman informed the Board that the single registration form SPICE+ (Simplified Proforma for incorporating a Company electronically) filed with Central Registration Centre, New Delhi would facilitate allotment of Permanent Account Number (PAN) and Tax deduction and Collection Account Number (TAN) of the Company along with the incorporation process.

Accordingly, the Company had also allotted with PAN and TAN as issued by the income tax department together with the Certificate of Incorporation. The details of the PAN and TAN are as follows:

**Permanent Account Number (PAN) - {{PAN}}**

**Tax deduction and**

**Collection Account Number (TAN) - {{TAN}}**

The Board considered and taken on record the PAN and TAN of the company.

## TAKING NOTE OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

The Chairman took the next agenda item and placed before the Board a copy of Memorandum of Association and Articles of Association of the Company as approved and registered with Registrar of Companies, Central Registration Centre, New Delhi.

The Board took note of the same and passed the following resolution

**“RESOLVED THAT** the Memorandum of Association (INC-33) and Articles of Association (INC-34) of the Company as approved and registered with the Registrar of Companies, Central Registration Centre, New Delhi, placed before the Board, be and is hereby noted and taken on record.”

1. **TAKING ON RECORD SITUATION OF THE REGISTERED OFFICE OF THE COMPANY:**

The Chairman informed the Board that the Registered office address of the Company had been informed to Registrar of companies at the time of incorporation of Company itself and a copy of the form filed for the same was placed before the Board for their perusal.

The Board also noted that the registered office of the Company is situated at **{{ADDRESS}}.**

The Chairman appraised that as per Section 12 of the Companies Act, 2013, a name Board containing the Company’s name and address of the Registered Office be affixed and placed at the registered office of the Company. It may also note that the Company’s name and address of the Registered Office be mentioned in legible characters in all business letters, bill heads and letter papers and all its notices and other official publications, etc.

The Board considered and noted the same in their records.

## NOTING THE APPOINTMENT OF FIRST DIRECTORS OF THE COMPANY:

Board noted that in terms of Articles of Association of the Company the First Directors of the Company were appointed

The Board discussed the matter and passed the following resolution:

**“RESOLVED THAT** pursuant to the Articles of Association of the Company {{PERSON\_1}} (DIN: {{PERSON\_1\_DIN}}) and {{PERSON\_2}} (DIN: {{PERSON\_2\_DIN, Directors be appointed as the first Directors of the company from the date of incorporation of the Company.”

## NOTING OF NOTICES OF DISCLOSURES OF INTEREST OF DIRECTORS GIVEN BY THE FIRST DIRECTORS:

Notices of interest of Directors under Section 184(1) of the Companies Act, 2013 received from the first Directors of the Company, as on {{DATE}}, were tabled and the contents thereof were read and noted by the Board.

Thereafter the Board considered the same and passed the following resolution:

**"RESOLVED THAT,** Notices of interest of Directors under Section 184(1) of the Companies Act, 2013 as submitted by {{PERSON\_1}}, {{PERSON\_2}} and {{PERSON\_3}}, Directors of the Company, be and are hereby noted and taken on record”.

## NOTING OF THE DECLARATIONS RECEIVED FROM DIRECTORS UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013:

The Chairman informed the board that the Company had received the declarations under Section 164(2) of the Companies Act 2013 in Form DIR-8 from {{PERSON\_1}}, {{PERSON\_2}} and {{PERSON\_3}} Directors of the Company and placed before the Board for their perusal.

The Board noted that none of the Directors were disqualified as per the provisions of Companies Act, 2013.

Thereafter the Board considered the same and passed the following resolution:

**"RESOLVED THAT,** declarations in Form DIR-8 under section 164(2) of the Companies Act, 2013 as submitted by {{PERSON\_1}}, {{PERSON\_2}} and {{PERSON\_3}}, Directors of the Company, be and are hereby noted and taken on record”.

## APPROVAL FOR THE APPOINTMENT OF FIRST AUDITOR OF THE COMPANY:

The Chairman sought the attention of the Board and apprised that pursuant to the provisions of Section 139(6) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), a Company is required to appoint the First Auditor within 30 days from the date of registration of the Company.

He further stated that the Company had decided to appoint {{AUDITOR}} to act as the first auditor of the Company and shall hold office till the conclusion of the First Annual General Meeting.

He further informed that Consent and Certificate as required under Rule 4 of The Companies (Audit and Auditors) Rules, 2014 as received from the Statutory Auditor of the Company are placed before the Board for their perusal.

The Board after deliberations passed the following resolution:

**“RESOLVED THAT** pursuant to the provision of section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, {{AUDITOR}} be and is hereby appointed as First Statutory Auditor of the Company to hold office up to 01st Annual General Meeting (AGM) of the Company at a remuneration inclusive of taxes as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointments and to complete all other formalities as may be required in this regard.”

## APPROVAL FOR OPENING THE CURRENT ACCOUNT OF THE COMPANY WITH HDFC BANK:

The Chairman informed the Board that it is proposed to open a current account in the name of the company “{{COMPANY\_NAME}}” with {{BANK}}. The Board accorded with the same and passed the following Resolution.

“**RESOLVED THAT** a current account be opened in the name of “{{COMPANY\_NAME}}” with the {{BANK}}, {{BRANCH}} Branch, and that the Bank be instructed to honor all cheques, bills of exchange, promissory notes or other orders which may be drawn by/ accepted/ made on behalf of the company and to act on any instructions so given relating to the account, whether the same be overdrawn or not, relating to the transactions of the company and that any two of the following Directors/officers of the company, jointly, namely:

{{PERSON\_1}}, {{PERSON\_1\_D}}, (DIN: {{PERSON\_1\_DIN}}) and

{{PERSON\_2}}, {{PERSON\_2\_D}} (DIN: {{PERSON\_2\_DIN}})

be and are hereby uthorized to sign on behalf of the company, cheques or any other instruments/ documents drawn on or in relation to the said account and the said signatures shall be sufficient authority and shall bind the company in all transactions between the Bank and the company.”

## ALLOTMENT OF EQUITY SHARES AND ISSUE OF SHARE CERTIFICATES:

The Chairman informed the Company had received the subscription money from the subscribers of the Company in respect of Equity Shares held by them. Accordingly, the Company had allotted the shares to the subscribers respectively and the Board being authorized to enter their names in the register of members in **MGT -1** as the shareholders of the company.

The Board noted the same and passed the following resolution:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **S.NO** | **Name of the Subscribers** | **No. of Equity Shares of Rs. {{SHARE\_EACH}} each** | **Folio No.** | **Certificate No.** | **Distinctive No.** | |
| **From** | **To** |
| 1. | {{PERSON\_1}} | {{EQUITY\_SHARES\_1}} | {{FOLIO\_1}} | {{CERTI\_NO\_1}} | {{FROM\_1}} | {{TO\_1}} |
| 2. | {{PERSON\_2}} | {{EQUITY\_SHARES\_2}} | {{FOLIO\_2}} | {{CERTI\_NO\_2}} | {{FROM\_2}} | {{TO\_2}} |

**“RESOLVED THAT** the consent of the Board be and is hereby accorded to register their name of the subscribers of the Company as Shareholders in the register of members in **form MGT-1** of the Company in respect of Equity Share for which the subscribers have paid Rs. {{SHARE\_EACH}} per equity share as Share Application Money towards the shares and respective shares have been allotted to them.

The Details of the allotment of the equity shares to the shareholders are given below:

**RESOLVED FURTHER THAT** the share Certificates be issued in the name of the aforesaid shareholders for respective shares subscribed by them and that the same be signed by {{PERSON\_1}} and {{PERSON\_2}}, Directors.

## APPROVAL OF PRELIMINARY EXPENSES INCURRED FOR INCORPORATION OF THE COMPANY:

The Chairman placed before the Meeting a statement of expenses incurred in connection with the formation of the company and a copy of agreements entered into before the formation of the company. The Board approved the same and passed the following Resolution:

“**RESOLVED THAT** Preliminary Expenses incurred in connection with the incorporation of the Company and the preliminary agreements entered be and are hereby approved and confirmed as per the statement submitted by the Chairman”

**RESOLVED FURTHER THAT** {{PERSON\_1}} and {{PERSON\_2}}, Directors of the Company be and are hereby severally authorized to remit the aforesaid preliminary expenditures incurred for the Company.”

## AUTHORIZATION FOR FILING OF E-FORMS WITH REGISTRAR OF COMPANIES AND OTHER STATUTORY AUTHORITIES:

The Chairman took the next agenda item and explained that pursuant to the provisions of Companies Act 2013 that every Company is required to authorise a director for each financial year to sign and file various forms with the Registrar of Companies and other statutory authorities.

Thereafter the Board discussed and passed the following resolution unanimously.

**“RESOLVED THAT** {{PERSON\_1}} or {{PERSON\_2}}, directors of the Company be and is hereby severally authorized to sign and submit various forms, returns, documents, papers, letters, undertakings, clarifications etc. as may be required for the financial year 2025 – 2026 to be submitted in connection with the Company under the provisions of the Companies Act 2013 as amended thereunder from time to time, with the Registrar of Companies, Ministry of Corporate Affairs and other Statutory Authorities and to do all such acts, deeds, matters and things as may be required in this regard in the manner as thought fit and in the best interest of the Company.

**RESOLVED FURTHER** any of the two Directors of the Company, be and is hereby severally authorized to appear before ROC, any government authority, statutory body, establishment etc. in connection with the aforesaid matters.

**Vote of Thanks**

There being no other business, the meeting concluded at 12.30 P.M with a vote of thanks by {{PERSON\_1}}, Managing Director.

**Chairman**

**Place: {{PLACE}}**

**Date: {{DATE}}**