

[NAME OF THE COMPANY]

CIN: [CIN]

Registered Office: _____

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF [NAME OF THE COMPANY] HELD ON [DATE] AT [TIME] AT [VENUE / VC DETAILS]

CHAIRPERSON: [CHAIRPERSON]

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, including section 123, the rules made thereunder and the Articles of Association of the Company, and subject to approval of the members at the ensuing Annual General Meeting, a final dividend of Rs. [AMOUNT] per fully paid-up equity share of face value Rs. [FACE VALUE] each, aggregating approximately to [AGGREGATE AMOUNT], be and is hereby recommended for the financial year [FINANCIAL YEAR], to the members whose names appear in the Register of Members / beneficial owners’ records as on [RECORD DATE, IF APPLICABLE].

RESOLVED FURTHER THAT the Board recommends that the members, at the ensuing Annual General Meeting, declare the aforesaid dividend, and that the dividend, if declared, be paid within the period prescribed by law, subject to deduction of tax at source and other applicable statutory requirements.

RESOLVED FURTHER THAT the Company Secretary / Chief Financial Officer be and is hereby authorised to finalise the eligible shareholder list, verify the number of eligible shares (currently estimated at [NUMBER OF ELIGIBLE SHARES]), calculate the final aggregate amount, arrange the required bank transfer and statutory deductions, issue payment instructions, maintain supporting records, and do all acts necessary to give effect to this resolution, subject to the Act, applicable rules, the Articles of Association and any applicable SEBI requirements.

RESOLVED FURTHER THAT the authorised signatories be and are hereby authorised to operate the relevant bank account and sign such instructions and documents as may be required for payment of the dividend by [PAYMENT DEADLINE], or within the applicable statutory period if earlier or otherwise required by law.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to make the necessary entries in the minutes and statutory records and, where applicable, make required intimations to the stock exchange(s) and other authorities.

For and on behalf of the Board

For [NAME OF THE COMPANY]

[CHAIRPERSON]

Chairperson / Director

DIN: [DIN, IF APPLICABLE]

Date: [DATE]

Place: [PLACE]

Drafting note: This is a specimen for adaptation. A final dividend is only recommended by the Board; members declare it at the AGM. An interim dividend is declared by the Board subject to section 123. Confirm distributable profits, Articles of Association, shareholder entitlement, tax treatment, record date and any listing obligations before use.