

Specimen Resolution of Board of Directors – For Appointment of Cost Auditors

Extract from minutes of the meeting of the Board of Directors M/s _____ Ltd. held at the _____ office of the Company on (date)_____ at ----- am / pm.

RESOLUTION NO. -----

Company Secretary tabled the Companies (Cost Records and Audit) Rules, 2014 [GSR 425(E)] dated 30.6.2014 as amended by Companies (Cost Records and Audit) Amendment Rules, 2014 [GSR 01(E)] dated 31st December, 2014 issued by Ministry of Corporate Affairs (MCA), whereby the Company is required to arrange for audit of its cost records for the year _____.

The Chairman informed the Board that the Audit Committee has recommended for appointment of M/s _____, Cost Accountants, who have given their consent to act as Cost Auditors and laid on the table the consent letter received from them.

After discussions the Board decided to appoint the said Cost Auditors, and

“Resolved that, pursuant to section 148 (3) of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014 M/s _____, Cost Accountants (Registration No. _____) be and are hereby appointed as the Cost Auditors of the company to conduct audit of cost records made and maintained by the company pertaining to(products / services) for financial year commencing on _____, _____ and ending on _____ at a remuneration of Rs. _____ (Rupees _____ only) plus Service Tax & re-imbusement of out-of- pocket expenses.

Further Resolved that the said appointment of the Cost Auditor should be included as an Agenda item at the next General Meeting of the members of the Company for ratification of the remuneration payable to the Cost Auditors by the members of the Company.

Further Resolved, that the secretary or any one of the director of the company be and is hereby authorised to submit the necessary intimation in Form CRA-2 to the Central Government for appointment of Cost Auditors by the Company and to do all such other acts as may be necessary from time to time to make the Resolution effective.”

The Board noted that none of the directors of the Company are interested in their appointment.