**BOARD RESOLUTION FOR VOLUNTARY WINDING UP OF THE COMPANY**

Section 305(1) of the Companies Act, 2013 states, Where it is proposed to wind up a company voluntarily, its director or directors, or in case the company has more than two directors, the majority of its directors, shall, at a meeting of the Board, make a declaration verified by an affidavit to the effect that they have made a full inquiry into the affairs of the company, and they have formed an opinion that the company has no debt or whether it will be able to pay its debts in full from the proceeds of assets sold in voluntary winding up.

**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** the consent of the Board of Directors of the Company be and is at this moment accorded to voluntarily wind up the affairs of the Company by the provisions of section 304(1)(*b*) of the Companies Act, 2013 subject to the approval of members in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors have made a pragmatic assessment of the affairs of the company and have reasonable grounds to form the opinion that the company will be able to pay its debts in full within a period of one year after realizing the assets belonging to the Company.

**RESOLVED FURTHER THAT** the Declaration of Solvency along with an affidavit to verify the declaration, and auditor’s report thereon, a draft of which as placed before the Board duly initialed by the Chairman for the purpose be and is hereby considered and approved and all the directors of the company be and are hereby authorised to sign the declaration and affidavit and to file the same with the Registrar of Companies.

**RESOLVED FURTHER THAT** Shri \_\_\_\_\_\_\_\_\_\_ of the company be and is hereby authorised to do all such acts, deeds and things as may be required to implement the above said decision of the Board and to issue the notice of the extraordinary general meeting as placed before the Board duly initialed by the Chairman for the purpose of identification.

**Certified True Copy,**

**For \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Company Name)**

**DIRECTOR**

**ADDRESS:**

**CITY :**

**STATE :**