

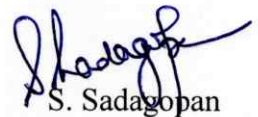
**NOTICE OF FIRST BOARD OF DIRECTORS MEETING**

Dear Sir

Notice of the first Board of Directors Meeting of IIITB Comet Foundation will be held on Tuesday, the 15<sup>th</sup> day of December, 2020, at 10:30 A.M at register office of the Company at 26/C, Electronic City, Hosur Road, Bengaluru KA 560100. The Agenda and notes on agenda of the business to be transacted at the Meeting is enclosed

Kindly make it convenient to attend the Meeting

Thanking You  
Yours Faithfully



S. Sadagopan  
Director  
(DIN- 00118285 )

### **AGENDA FOR THE FIRST BOARD MEETING**

**AGENDA** for the First board of directors meeting of IIITB Comet Foundation will be held on Tuesday, the 15<sup>th</sup> day of December, 2020, at 10:30 A.M at register office of the Company at 26/C, Electronic City, Hosur Road, Bengaluru KA 560100-

SL. NO	Particulars
1.	To appoint Chairperson for the meeting
2.	To take a note of approval letter relating to issue of Licence under section 8 of the Companies Act 2013 by CRC
3.	To take note of Certificate of Incorporation and Memorandum And Articles of Association along with Income Tax PAN and TAN number of the Company
4.	To take note of the situation of the Registered office of the Company and to authorize to enter into lease agreement.
5.	To take note of ESIC and EPFO and Professional Tax Number
6.	To take note of first directors.
7.	To take note of the disclosure of interest under Section 184 of Companies Act,2013
8.	To take note of Subscribers to the Memorandum of Association of the Company
9.	To Take Note of Bank Account Opened With Punjab National Bank (PNB) and Authorized Signatory to Operate the said Account
10.	To authorize director for GST Registration
11.	To fix the financial year of the Company
12.	To authorize director to sign and file the statutory E- Forms
13.	To spelled out General Powers of the board of directors of the company
14.	To appoint first auditors of the Company
15.	To maintain the Books of account and other statutory registers at the registered office of the Company
16.	To Approve the Preliminary Expenses incurred
17.	Any other item, if any, with the permission of the Chairman and with the consent of a majority of the Directors present in the Meeting

## **NOTE ON AGENDA FOR FIRST BOARD MEETING-**

### **Item No-1**

Note- Mr. S. Sadagopan proposed to be elected as the chairperson of the Company to Chair the Meetings.

“Draft Resolution”

**"RESOLVED THAT** Mr S. Sadagopan, Director of the Company be and is hereby elected as the Chairperson for this meeting and for all the subsequent Board Meetings and General Meetings of the Company until otherwise decided by the Board of Directors."

### **Item No-02**

Note- the Company being a section 8 Company under the Companies Act 2013 has to obtain the Licence from Central Registration Centre (CRC). To take note of the approval letter relating to issue of Licence as approved by the Deputy Registrar of Companies of Central Registration Centre below resolution is proposed:-

Draft resolution:

**"RESOLVED THAT** the approval letter relating to issue of Licence bearing Licence No. 122352 dated 02/12/2020 issued by the concerned Deputy Registrar of Companies of Central Registration Centre, be and is hereby recorded”,

### **Item No-3**

Note- To taken note of certificate of incorporation, memorandum of association and articles of association along with income tax pan and tan number of the company, below resolution is proposed:

**"RESOLVED THAT** the Certificate of Incorporation bearing U73100KA2020NPL141745 is issued by the concerned Deputy Registrar of Companies of Central Registration Centre, be and is hereby recorded

**RESOLVED FURTHER THAT** the Income Tax PAN and TAN Number issued as under was recorded

Permanent Account Number (PAN): AAFCI9212G  
Tax Deduction Account Number (TAN): BLRI10722F

**RESOLVED FURTHER THAT** the printed copy of the Memorandum and Articles of Association placed on the table duly initialed by the Chairperson of the Meeting for the purpose of identification be and is hereby read and recorded".

Item No-4

Note- Discuss and take note of registered office address.

Item No-5

Note- Discuss and take note of ESIC and EPFO and Professional Tax registration number

Item No-6

Note – Take note of First Directors as per the Articles of Association of the Company

Item No-7

Note- General Disclosure of interest by directors for FY-2020-2021

“Draft Resolution”

**"RESOLVED THAT** the general notice of interest for the financial year 2020-2021 pursuant to section 184 of the Companies Act, 2013 received from the following directors disclosing concern or interest in any contract or arrangement which may be entered into with such body corporate or firm as per statement presented before the meeting, be and is hereby taken note of:

- 1) Sowmyanarayanan Sadagopan - Director
- 2) Chandrashekar Ramanathan - Director

Item No-8

Note- Board to take Note of subscriber to Memorandum of Association of the Company

Item No-9

Note- Board to take Note of account opened with PNB and confirm the Authorized Signatory of the said bank account

Draft Resolution:



**"RESOLVED THAT** an account in the name of IIITB Comet Foundation, opened with PNB branch at Electronic city bearing account number: 9180002100133154 be and hereby taken note of

**RESOLVED FURTHER THAT** Mr. Chandrashekar Ramanathan Mr Sowmyanarayanan Sadagopan, Directors of the Company be and are hereby severally or jointly authorized to sign the documents, to open and operate the said account

**RESOLVED FURTHER THAT** the said Bank be and is hereby authorized to accept, honor and pass all cheques, hundis, bill of exchange, promissory notes, indemnities, guarantees, agreement for letter of credit, trust receipt for monies, received and any other commercial documents whatsoever drawn, made, accepted, endorsed, executed by the above Directors and the said Bank to act upon all instructions given by them relating to the account whether the funds in the account are overdrawn or not, all which shall be binding on the company.

**RESOLVED FURTHER THAT** the Board to take note of any format of resolution provided by the said Bank for the purpose of opening of Bank account."

Item-10

Note- authorization to director for goods and service tax (GST) registration

Draft Resolution:

**"RESOLVED THAT** Mr Chandrashekar Ramanathan, or Mr Sowmyanarayanan Sadagopan, Directors of the Company be and are hereby authorized to apply for GST Registration and obtain the GST Registration certificate from the concerned authorities"

Item-11

To fix the first and subsequent financial year of the Company

"Draft Resolution"

**"RESOLVED THAT** the First Financial Year of the Company be from the date of Incorporation of the Company i.e. 02<sup>nd</sup> December 2020 to 31<sup>st</sup> March 2021, both days' inclusive and subsequent financial years shall be from 1<sup>st</sup> April to 31<sup>st</sup> March of the immediately following year".

Item No-12

Note- Board to discuss on authorization to sign and file the statutory E- Forms

"Draft Resolution"

**"RESOLVED THAT** Mr Chandrashekar Ramanathan, Director, or Mr Sowmyanarayanan Sadagopan, Director, having Digital Signature Certificate to digitally sign on behalf of the Company various documents, forms, returns, etc. required to be filed with the Ministry of Corporate Affairs, Regional Directors, Company Law Board (s), concerned Registrar of Companies and other appropriate authorities constituted under the Companies Act and rules and regulations made there under".

Item No-13

Note- The board to discuss on the general powers to the board to run day to day affairs of the Company

Draft Resolution

**"RESOLVED THAT** the Directors of the Company can use the following powers judiciously in the day to day affairs of the Company in the best interest of the Company."

**"RESOLVED FURTHER** Mr Chandrashekar Ramanathan, Director, or Mr Sowmyanarayanan Sadagopan director of the company, be and are hereby severally authorised to sign, execute the bonds and papers and file the necessary application, forms, statutory returns and other relevant documents and to do all such things and acts as may be necessary from time to time, getting necessary approvals from Registrar of Companies, Commercial Taxes Department, Income Tax Department, Office of the Regional Provident Fund Commissioner, Department of Employee State Insurance, Director General of Foreign Trade, Department of Customs and Central Excise, Department of Telecom (BSNL, VSNL and all other private operators in this domain)."

Item-14

It is proposed to appoint M/s. Rao Associates Chartered Accountants as the Statutory Auditors of the Company.

"Draft Resolution"

**"RESOLVED THAT** pursuant to Section 139(6) of the Companies Act 2013, M/s Rao Associates Chartered Accountant be and is hereby appointed as the First Statutory Auditor of the Company to hold office from the date of incorporation until the conclusion of the First Annual General Meeting of the company at a remuneration to be mutually agreed to between the Board and the said Auditors

**RESOLVED FURTHER THAT** any directors of the company be and is hereby authorised to carry out all such activities as may be required to bring this resolution into effect."

Item No-15

Note- The board to discuss on maintenance of books of accounts & other statutory records

Draft Resolution

**"RESOLVED THAT** all necessary books of accounts and statutory registers as required under the Companies Act, 2013 be and are hereby maintained at the Registered Office of the Company."

Item No-16

Note – Approval of the statement of Preliminary Expenses incurred while incorporating the Company

**"RESOLVED THAT** the preliminary expenses incurred as specified in the statement placed before the meeting, expended in connection with the incorporation of the Company, be and is hereby approved and the same be reimbursed."

Item-17

Note- Take up any other matter with the permission of the Chairman and with the consent of a majority of Director present in meeting.



**MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF M/S. IIITB COMET FOUNDATION HELD ON WEDNESDAY, 15<sup>TH</sup> DECEMBER 2020 COMMENCED AT 10:30 AM AND CONCLUDED AT 01:30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 26/C, ELECTRONIC CITY, HOSUR ROAD, BENGALURU KA 560100 IN -**

The following directors were present:

- 1) S. Sadagopan - Director
- 2) R. Chandhrashekar - Director

**ITEM # 1: APPOINTMENT OF CHAIRPERSON**

It was informed to the Board that it is proposed to appoint one of the Directors as the Chairperson of the Company, in order to Chair of the Meetings. After discussions, Mr S. Sadagopan was elected as Chairperson of the meeting.

**"RESOLVED THAT** Mr S. Sadagopan, Director of the Company be and is hereby elected as the Chairperson for this meeting and for all the subsequent Board Meetings and General Meetings of the Company until otherwise decided by the Board of Directors."

The Chairperson took the Chair and welcomed all the Directors to the meeting. After ascertaining that the requisite quorum was present, he commenced the proceedings of the Company.

**ITEM # 2: TAKEN NOTE OF APPROVAL LETTER ISSUED FOR LICENCE UNDER SECTION 8 (1) OF THE COMPANIES ACT, 2013 BY CENTRAL REGISTRATION CENTRE (CRC)**

The Company has received the Licence Number under section 8 (1) of the Companies Act, 2013 and the copy of the approval letter as approved by the Deputy Registrar of Companies of Central Registration Centre was placed before the Board for its consideration.

In this regard, the following resolution was passed:

**"RESOLVED THAT** the approval letter relating to issue of Licence bearing Licence No. 122352 dated 02/12/2020 issued by the concerned Deputy Registrar of Companies of Central Registration Centre, be and is hereby recorded",

**ITEM # 3: TAKEN NOTE OF CERTIFICATE OF INCORPORATION, MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION ALONG WITH INCOME TAX PAN AND TAN NUMBER OF THE COMPANY**

The Company has received the Certificate of Incorporation from the Registrar of Companies and the copy of the Memorandum of Association and the Articles of Association approved by the Registrar of Companies along with Income Tax PAN and TAN number and same was placed before the Board for its consideration



In this regard, the following resolution was passed:

**"RESOLVED THAT** the Certificate of Incorporation bearing U73100KA2020NPL141745 is issued by the concerned Deputy Registrar of Companies of Central Registration Centre, be and is hereby recorded

**RESOLVED FURTHER THAT** the Income Tax PAN and TAN Number issued as under was recorded

Permanent Account Number (PAN): AAFCI9212G  
Tax Deduction Account Number (TAN): BLRI10722F

**RESOLVED FURTHER THAT** the printed copy of the Memorandum and Articles of Association placed on the table duly initialed by the Chairperson of the Meeting for the purpose of identification be and is hereby read and recorded".

**ITEM # 4: TAKEN NOTE OF SITUATION OF THE REGISTERED OFFICE OF THE COMPANY**

The Chairperson informed the Board that the registered office of the company be situated at 26/C, Electronic City, Hosur Road, Bengaluru, Karnataka, India, 560100.

Chairperson further stated that the name and registered office of the Company shall be painted / affixed on the outside of every office or place in which the business is carried on. The requirements as to information to be provided on the Letter Head of the Company was put before the Board with respect to mentioning registered office address ; CIN information and other pertinent information as per provisions of the said Act.

**ITEM # 5: TAKEN NOTE OF ESIC AND EPFO AND PROFESSIONAL TAX NUMBER**

The Company had registered under ESIC and EPFO and Professional Tax along with Incorporation and below are the details of the registration number which were taken note of:

PTRC - 364105359

PTEC - 175105181

ESIC Employer Code - 50000556200000999

Establishment Code - PYBOM2250055000

#### **ITEM # 6: CONSTITUTION OF BOARD OF DIRECTORS**

The Board took note of the following persons as the First Directors as per the Articles of Association of the Company:-

- 1) Sowmyanarayanan Sadagopan - Director
- 2) Chandrashekar Ramanathan - Director

#### **ITEM # 7: GENERAL DISCLOSURE OF INTEREST BY DIRECTORS OF THE COMPANY**

The Chairperson informed the Board that the Company has received the General notice of disclosure of interest from the Directors for the financial year 2020-2021. The Board took note of the same and the following resolution was passed in this regard:

**"RESOLVED THAT** the general notice of interest for the financial year 2020-2021 pursuant to section 184 of the Companies Act, 2013 received from the following directors disclosing concern or interest in any contract or arrangement which may be entered into with such body corporate or firm as per statement presented before the meeting, be and is hereby taken note of:

- 1) Sowmyanarayanan Sadagopan - Director
- 2) Chandrashekar Ramanathan - Director

#### **ITEM # 8: TAKEN NOTE OF SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION**

The Chairperson took note of below subscribers to the Memorandum of Association

S.No.	Name of the Subscribers
1	Sowmyanarayanan Sadagopan
2	Chandrashekar Ramanathan

#### **ITEM # 9: TO TAKE NOTE OF BANK ACCOUNT OPENED WITH PUNJAB NATIONAL BANK (PNB) AND AUTHORIZED SIGNATORY TO OPERATE THE SAID ACCOUNT**

The Chairman informed the Board of Directors of the Company that application in Form-AGILE PRO for opening of Bank Account in the name of Company with Punjab National Bank (PNB) was filed at the time of Incorporation of the Company and account was opened with the PNB branch at Electronic city bearing account number 9180002100133154 and Mr. Chandrashekar Ramanathan and Mr Sowmyanarayanan Sadagopan were authorized to operate the said account and in this regard below resolution was passed :-



**"RESOLVED THAT** an account in the name of IIITB Comet Foundation, opened with PNB branch at electronic city bearing account number: 9180002100133154 be and hereby taken note of

**RESOLVED FURTHER THAT** Mr. Chandrashekar Ramanathan Mr Sowmyanarayanan Sadagopan, Directors of the Company be and are hereby severally or jointly authorized to sign the documents, to open and operate the said account

**RESOLVED FURTHER THAT** the said Bank be and is hereby authorized to accept, honor and pass all cheques, hundis, bill of exchange, promissory notes, indemnities, guarantees, agreement for letter of credit, trust receipt for monies, received and any other commercial documents whatsoever drawn, made, accepted, endorsed, executed by the above Directors and the said Bank to act upon all instructions given by them relating to the account whether the funds in the account are overdrawn or not, all which shall be binding on the company.

**RESOLVED FURTHER THAT** the Board to take note of any format of resolution provided by the said Bank for the purpose of opening of Bank account."

**ITEM#10: AUTHORIZATION TO DIRECTOR FOR GOODS AND SERVICE TAX (GST) REGISTRATION**

The Chairperson informed the board that to file the necessary returns under Goods and Service Tax(GST) the Company has to apply for GST Registration and authorize directors of the Company for the same. In this regard, the following resolution was passed:

**"RESOLVED THAT** Mr Chandrashekar Ramanathan, or Mr Sowmyanarayanan Sadagopan, Directors of the Company be and are hereby authorized to apply for GST Registration and obtain the GST Registration certificate from the concerned authorities"

**ITEM # 11: FIXATION OF FINANCIAL YEAR OF THE COMPANY**

The Chairperson informed that the first Financial Year of the Company will be from 02<sup>nd</sup> December 2020 (being the date of Incorporation of the Company) up to 31st March 2021 and all the subsequent financial years will be from 1st April to 31st March of the immediate following year. The following resolution was passed in this regard: -

**"RESOLVED THAT** the First Financial Year of the Company be from the date of Incorporation of the Company i.e. 02<sup>nd</sup> December 2020 to 31st March 2021, both days' inclusive and subsequent financial years shall be from 1st April to 31st March of the immediately following year".

**ITEM # 12: AUTHORISATION TO SIGN AND FILE THE STATUTORY E- FORMS**

Any filings with the Ministry require to be made electronically which have to be signed digitally.

In order to facilitate the same, it is proposed to authorize Mr Chandrashekar Ramanathan, Director, or Mr Sowmyanarayanan Sadagopan director having Digital Signature Certificate to digitally sign



the electronic forms on behalf of the Company and the following resolution is proposed for the same:

**"RESOLVED THAT** Mr Chandrashekar Ramanathan, Director, or Mr Sowmyanarayanan Sadagopan, Director, having Digital Signature Certificate to digitally sign on behalf of the Company various documents, forms, returns, etc. required to be filed with the Ministry of Corporate Affairs, Regional Directors, Company Law Board (s), concerned Registrar of Companies and other appropriate authorities constituted under the Companies Act and rules and regulations made there under".

#### **ITEM # 13: SPELLED OUT GENERAL POWERS OF THE BOARD OF DIRECTORS OF THE COMPANY**

The Directors of the Company felt that the general powers of the Directors are spelled out to look after the day to day affairs of the Company. The Board after due deliberations passed the following resolutions:

**"RESOLVED THAT** the Directors of the Company can use the following powers judiciously in the day to day affairs of the Company in the best interest of the Company."

**"RESOLVED FURTHER** Mr Chandrashekar Ramanathan, Director, or Mr Sowmyanarayanan Sadagopan director of the company, be and are hereby severally authorised to sign, execute the bonds and papers and file the necessary application, forms, statutory returns and other relevant documents and to do all such things and acts as may be necessary from time to time, getting necessary approvals from Registrar of Companies, Commercial Taxes Department, Income Tax Department, Office of the Regional Provident Fund Commissioner, Department of Employee State Insurance, Director General of Foreign Trade, Department of Customs and Central Excise, Department of Telecom (BSNL, VSNL and all other private operators in this domain)."

#### **ITEM # 14: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY**

The Chairperson suggested that M/s Rao Associates, Chartered Accountants, be appointed as the First Statutory Auditors of the Company to hold office from the date of incorporation up to the conclusion of the First Annual General Meeting.

The Board consented to appoint M/s Rao Associates, Chartered Accountants as the First Auditors of the Company.

In this connection the following resolution was passed:

**"RESOLVED THAT** pursuant to Section 139(6) of the Companies Act 2013, M/s Rao Associates Chartered Accountant be and is hereby appointed as the First Statutory Auditor of the Company to hold office from the date of incorporation until the conclusion of the First Annual General Meeting of the company at a remuneration to be mutually agreed to between the Board and the said Auditors

**RESOLVED FURTHER THAT** any directors of the company, be and is hereby authorised to carry out all such activities as may be required to bring this resolution into effect."

**ITEM # 15: MAINTENANCE OF BOOKS OF ACCOUNTS & OTHER STATUTORY RECORDS**

The Chairperson informed the Board that the Company has to maintain books of accounts as per Section 128 of the Companies Act, 2013 and other statutory registers as required under the Companies Act, 2013, the Board considered the same and the following resolution was passed in this regard:

**"RESOLVED THAT** all necessary books of accounts and statutory registers as required under the Companies Act, 2013 be and are hereby maintained at the Registered Office of the Company."

**ITEM # 16: APPROVAL OF PRELIMINARY EXPENSES INCURRED**

A statement giving details of preliminary expenses was placed before the meeting and the same was unanimously approved. The following resolution was passed in this connection.

**"RESOLVED THAT** the preliminary expenses incurred as specified in the statement placed before the meeting, expended in connection with the incorporation of the Company, be and is hereby approved and the same be reimbursed."

**ITEM # 17: VOTE OF THANKS**

There being no other business, the meeting concluded with a vote of thanks to the chair.

PLACE : BANGALORE  
DATE : 30<sup>TH</sup> DECEMBER, 2020

For IIITB COMET FOUNDATION  
  
CHAIRPERSON  
Authorised Signature