

NOTICE

NOTICE is hereby given that [NUMBER] Annual General Meeting of the Members of [NAME OF COMPANY] will be held on [DATE, TIME , PLACE AND HOUR] at to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt:
 - a. the audited financial statement of the Company for the financial year ended _____ the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statement of the Company for the financial year ended _____.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of _____ (holding DIN No. _____), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appoint Statutory Auditors and to fix their remuneration and, to consider, and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force) and, the appointment of statutory [NAME OF AUDITOR], Chartered Accountants, (Firm Registration No. _____) of Mumbai be and is hereby ratified as Statutory Auditors of the Company, for the financial year _____ be and is hereby ratified as Statutory Auditors of the Company, for the financial year _____ at a remuneration to be fixed by the Board of Directors and/or any Committee thereof.”

OR

To appoint Statutory Auditors and to fix their remuneration and, to consider, and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force) and, the appointment of statutory [NAME OF AUDITOR]., Chartered Accountants, (Firm Registration No. _____) be and is hereby appointed as Statutory Auditors of the Company, from the conclusion of this annual general meeting till the conclusion of ____ annual general meeting subject to ratification by the shareholders every year at a remuneration to be fixed by the Board of Directors and/or any Committee thereof.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification(s), the resolution for re-appointment of _____ as a **Special Resolution**:

By Order of the Board of Directors

For [COMPANY NAME]

Place : _____

Dated : _____

[NAME]

[DESIGNATION]

[DIN _____]

DETAILS OF ADDRESS OF REGISTERED OFFICE

NOTE(S):

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED AS “THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the company, duly completed and signed not less than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The business set out in the Notice will be transacted through Electronic voting system and the Company is providing facility for voting through electronic means. Instructions and other related information for e-voting is provided herein below. Further the Company will also send communication relating to remote e-voting which inter alia would contain details about user ID and password along with copy of this Notice to the members separately.
4. Information under Clause 49 of the Listing Agreement regarding appointment / re-appointment of Directors (for item No. , _____) is appended herein below.
5. Pursuant to the section 91 of the Companies Act, 2013 (herein after referred as “the Act”) the Register of Members and the Share Transfer Books will remain closed from [DAY & DATE] to [DAY & DATE] (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
6. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the registered office of the Company during the office hours on all working days between [TIME]. upto the date of conclusion of AGM.

Every member entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

7. A brief resume of Director to be re-appointed, nature of his expertise, names of Companies in which he hold directorship and membership/ chairmanships of Board Committees, shareholding etc. as stipulated under Clause 49 of the Listing Agreement with the stock exchanges are given in the annexure to this Notice.
8. Members wishing to seek further information or clarification on the Annual Accounts or operations of the Company at the Meeting are requested to send their queries at least a week in advance of the date of the Meeting addressed to the Company Secretary & Head-Legal at the following address:

9. Only individual members/shareholders, holding shares in physical form who wish to nominate a person under section 72 of the Act, may furnish us required details in the prescribed Form SH-13, which is available on demand. In respect of shares held in electronic/demat form, the members may please contact their respective DPs.
10. Members / Proxies should bring their copies of Annual Reports and Attendance Slips duly filled in, for attending the meeting Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the AGM pursuant to section 113 of the Act.
11. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail ids with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in

your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. The Notice of AGM and the copies of audited financial statements, Directors' Report, Auditors' Report etc. will also be displayed on the website _____ of the Company. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at _____ quoting their folio number(s) or their DP/ CLIENT IDs.

12. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
13. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company.
16. Members can inspect the register of director and key managerial personnel and their shareholding , required maintained under section 170 of the Companies Act 2013 and register if contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act 2013 during the course of the meeting at the venue.
17. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting

18. Route map of venue of annual general meeting

19. VOTING THROUGH ELECTRONIC MEANS (E-VOTING)

Information and other instructions relating to e-voting are as under:

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 (hereinafter referred as “the Rules”), as amended and Clause 35B of the Listing agreement the Company has made necessary arrangements with [NAME OF AGENCY] to provide facility of e-voting to the members.
The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (‘remote e-voting’).
- (ii) The members who shall have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iii) The Board of Directors of the Company has appointed _____, a [QUALIFICATION] as Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and he/she has communicated his willingness to be appointed as will be available for same purpose.
- (iv) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut off date i.e. _____
- (v) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut – off date i.e. _____ only shall be entitled to avail the facility of remote e-voting/ poll.
- (vi) The remote e-voting facility will be available during the following period

Commencement of remote e-voting:

End of remote e-voting:

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

- (vii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizers's report shall be placed on the website of the Company __ and on the website of the [NAME & WEBSITE OF EVOTING AGENCY]. The results shall simultaneously be communicated to the Stock Exchanges
- (viii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. _____
- (ix) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- (i) [PROVIDE THE NAME, DESIGNATION, PHONE NO AND EMAIL ID OF PERSON WHO WILL BE CONTACTED FOR ANY QUERIES RELATED TO ELECTRONIC VOTING].

(ii) PROCESS OF ELECTRONIC VOTING

A. FOR MEMBERS WHO RECEIVE NOTICES THROUGH E-MAIL:

[PLEASE MENTION THE PROCESS AS PROVIDED BY EVOTING AGENCY]

B. FOR MEMBERS WHO RECEIVE THE NOTICES IN PHYSICAL FORM:

[PLEASE MENTION THE PROCESS AS PROVIDED BY EVOTING AGENCY]

C. MANNER IN WHICH PERSON WHO HAVE BECOME SHAREHOLDER AFTER THE DATE OF DISPATCH OF THE NOTICE OF THE MEETING CAN OBTAIN THE ID AND PASSWORD FOR PURPOSE OF REMOTE E-VOTING

STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In case of appointment/re-appointment or increase in remuneration of any director, following details are required under SS-2

Name	
Age	
Date of first appointment on the Board,	
Qualifications	
Experience	
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	
Last drawn remuneration, if applicable	
Shareholding in the company	

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	
The number of Meetings of the Board attended during the year	

As per the listing agreement, in case of the appointment of a new director or re-appointment of a director the shareholders must be provided with the following information:

- a. A brief resume of the director;
- b. Nature of his expertise in specific functional areas;
- c. Names of companies in which the person also holds the directorship and the membership of Committees of the Board; and
- d. Shareholding of non-executive directors as stated in Clause 49 (IV) (E) (v) above
- e. Disclosure of relationships between directors inter-se shall be made in the Annual Report, notice of appointment of a director.