

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. 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.
4. 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.
5. 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:

6. 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..

7. 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.
8. 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.
9. 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.
10. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting
11. Route map of venue of annual general meeting

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 | |