

the Act, which requires the Directors to state in the Directors Responsibility Statement that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Annexure I

Illustrative list of items of business which shall not be passed by circulation and shall be placed before the Board at its Meeting

General Business Items

- Noting Minutes of Meetings of Audit Committee and other Committees.
- Approving financial statements and the Board's Report.
- Considering the Compliance Certificate to ensure compliance with the provisions of all the laws applicable to the company.
- Specifying list of laws applicable specifically to the company.
- Appointment of Secretarial Auditors and Internal Auditors.

Specific Items

- Borrowing money otherwise than by issue of debentures.
- Investing the funds of the company.
- Granting loans or giving guarantee or providing security in respect of loans.
- Making political contributions.
- Making calls on shareholders in respect of money unpaid on their shares.
- Approving Remuneration of Managing Director, Whole-time Director and Manager.
- Appointment or Removal of Key Managerial Personnel.
- Appointment of a person as a Managing Director / Manager in more than one company.
- In case of a public company, the appointment of Director(s) in casual vacancy subject to the provisions in the Articles of the company.
- According sanction for related party transactions which are not in the ordinary course of business or which are not on arm's length basis.
- Sale of subsidiaries
- Purchase and Sale of material tangible/intangible assets not in the ordinary course of business.
- Approve Payment to Director for loss of office.
- Items arising out of separate Meeting of the Independent Directors if so decided by the Independent Directors.

Corporate Actions

- Authorise Buy Back of securities
- Issue of securities, including debentures, whether in or outside India.
- Approving amalgamation, merger or reconstruction.

- Diversify the business.
- Takeover another company or acquiring controlling or substantial stake in another company.

Additional list of items in case of listed companies

- Noting minutes of Board Meetings of the unlisted subsidiary.
- Quarterly, half-yearly and annual financial results for the listed company.
- Recruitment and remuneration of senior officers just below the level of the Board of Directors.
- Agreement by the company with existing share transfer agent/ the new share transfer agent in the manner as specified by the Board from time to time.
- Statement of all significant transactions and arrangements entered into by the unlisted subsidiary.
- Approving Annual operating plans and budgets.
- Capital budgets and any updates.
- Information on remuneration of Key Managerial Personnel.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholder services such as non-payment of dividend, delay in share transfer etc.

Annexure IA

Powers of the Board to be exercised at Board Meetings as prescribed under the Act

- (a) To make calls on shareholders in respect of money unpaid on their shares;
- (b) To authorise buy-back of securities under Section 68 of the Act;
- (c) To issue securities, including debentures, whether in or outside India;
- (d) To borrow monies;

The above clause shall not apply to borrowings by a banking company from other banking companies or from the Reserve Bank of India, the State Bank of India or any other banks established by or under any Act. (Explanation I to sub-section (3) of Section 179 of the Act) In respect of dealings between a

company and its bankers, the exercise by the company of the power specified in clause (d) shall mean the arrangement made by the company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day-to-day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of. (Explanation II to sub-section (3) of Section 179 of the Act)

- (e) To invest the funds of the company;
- (f) To grant loans or give guarantee or provide security in respect of loans;
- (g) To approve financial statement and the Board's report;
- (h) To diversify the business of the company;
- (i) To approve amalgamation, merger or reconstruction;
- (j) To take over a company or acquire a controlling or substantial stake in another company;
- (k) Any other matter which may be prescribed, which at present are as follows:
 - (1) To make political contributions;
 - (2) To appoint or remove key managerial personnel (KMP);
 - (3) To appoint internal auditors and Secretarial Auditor;

[Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with amendment thereto dated 18th March, 2015]

The acceptance by a banking company in the ordinary course of its business of deposits of money from the public repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise, or the placing of monies on deposit by a banking company with another banking company on such conditions as the Board may prescribe, shall not be deemed to be a borrowing of monies or, as the case may be, a making of loans by a banking company within the meaning of Section 179. (Second Proviso to sub-section (3) of Section 179 of the Act)

Appoint a Director to fill a casual vacancy

In the case of a public company, if the office of any director appointed by the company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the Articles of the company, be filled by the Board of Directors at a Meeting of the Board:

Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

(Sub-section (4) of Section 161 of the Act)

Annexure IB

Illustrative List of Items to be exercised at Board Meeting as given in SS-1 in addition to those prescribed under the Act

General Business Items

1. Noting Minutes of Meetings of Audit Committee and other Committees.
2. Considering the Compliance Certificate to ensure compliance with the provisions of all the laws applicable to the company.
3. Specifying list of laws applicable specifically to the company. The Board is required to take note of the

specific list of laws applicable to the company. For example, Banking Regulation Act, 1949 in case of banking companies.

Specific Items

1. Approving remuneration of Managing Director, Whole-time Director and Manager.
2. Approving appointment of a person as a Managing Director / Manager in more than one company.
3. According sanction for transactions with Related Party which are not in the ordinary course of business or which are not on arm's length basis.
4. Approving sale of subsidiaries
5. Approving purchase and sale of material tangible/intangible assets not in the normal course of business.
6. Approving payment to Managing Director/ Whole-time Director Manager for loss of office.
7. Items arising out of separate Meeting of the Independent Directors if so decided by the Independent Directors.

Additional list of items in case of listed companies

1. Noting minutes of Board Meetings of the unlisted subsidiary.
2. Quarterly, half-yearly and annual financial results for the listed company.
3. Recruitment and remuneration of senior officers just below the level of the Board of Directors.
4. Agreement by the company with existing share transfer agent/ the new share transfer agent in the manner as specified by the Board from time to time.
5. Statement of all significant transactions and arrangements entered into by the unlisted subsidiary.
6. Approving Annual operating plans and budgets.
7. Approving Capital budgets and any updates.
8. Approving/Noting Information on Remuneration of Key Managerial Personnel.
9. Noting show cause, demand, prosecution notices and penalty notices which are materially important.
10. Noting fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
11. Noting any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
12. Noting any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
13. Noting details of any joint venture or collaboration agreement.
14. Noting transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
15. Noting significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
16. Noting Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

17. Noting non-compliance of any regulatory, statutory or listing requirements and shareholder services such as non-payment of dividend, delay in share transfer etc.

Annexure IC

Powers to be exercised by unanimous consent

- (a) Power to appoint or employ a person as its Managing Director under Section 203 of the Act if he is the Managing Director or Manager of one and not more than one other company;
- (b) Power to invest or to give loans or guarantee or security under Section 186(5) of the Act.
- (c) Power to remove trustees for the depositors after issue of circular or advertisement and before expiry of his term [Rule 7(4) of the Companies (Acceptance of Deposits) Rules, 2014]

Annexure ID

Powers to be exercised subject to passing of Special Resolution at General Meeting or through Postal Ballot

- (a) To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or, where the company owns more than one undertaking, of the whole or substantially the whole of any such undertaking.

Explanation. – For the purposes of this clause, –(i) “undertaking” shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year;(ii) the expression “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year;

Nothing in clause (a) above shall affect the title of a buyer or other person who buys or takes on lease any property, investment or undertaking as referred to therein, in good faith; or the sale or lease of any property of the company where the ordinary business of the company consists of, or comprises, such selling or leasing.

Any special Resolution conveying consent of the company as aforesaid may stipulate such conditions as may be specified therein including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. However, conditions so stipulated shall not be deemed to authorise the company to effect any reduction in its capital except in accordance with the applicable provisions contained in the Act.

- (b) To invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation.
- (c) To borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves apart from temporary loans obtained from company's bankers in the ordinary course of business.

Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.

Special Resolution under this clause shall specify the total amount upto which monies may be borrowed by the Board of Directors.

Explanation. – For the purposes of this clause, –the expression “temporary loans” means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature;

No debt incurred by a company in excess of the limit imposed by clause (c) above shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

- (d) To remit or give time for the repayment of, any debt due from a Director. [Section 180 of the Act]

The above restrictions would not however be applicable to a private company since MCA has vide its Notification dated 5 th June, 2015 exempted private companies from the provisions of Section 180 of the Act.

Annexure IE

Powers to be exercised subject to approvals of the General Meeting or the Central Government or the National Company Law Tribunal or the requirements of other Statutory Authorities and/or Regulators

- (i) To appoint a Managing Director, Whole-time Director or Manager and pay Remuneration to such person in case such appointment or remuneration is at variance to the conditions specified in Schedule V; (General Meeting and Central Government approval) [Sub-section (4) of Section 196 of the Act]
- (ii) To make contributions to bona fide charitable and other funds in excess of the limit of 5% of the average net profits for the immediately preceding three financial years; (General Meeting approval) (Section 181)
- (iii) To give any loan or any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of the limits laid down for the said purposes for the Board of Directors (Section 186); (General Meeting approval by special Resolution)
- (iv) In case of a public company, in the absence or inadequacy of profits of a company in any financial year, to pay Remuneration to its managerial personnel within the limit and in excess of the limits set out in Clause A and B of section II of Part II of Schedule V appended to the Act; (Section 197).
- (v) In case of listed companies, disposal of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary except in cases where such divestment is made under a scheme of arrangement duly approved by Court/ Tribunal. (Previous approval of Shareholders in General Meeting by way of Special Resolution (SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)
- (vi) In case of listed companies, to pay Remuneration (apart from sitting fees) to non-executive Directors, including independent Directors, (Previous approval of shareholders in General Meeting) (SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).
- (vii) In case of listed companies, to sell, dispose and lease assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year unless the sale/ disposal/ lease is made under a scheme of arrangement duly approved by a Court/Tribunal (Prior approval of shareholders by way of special Resolution) (SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).
- (viii) In case of listed companies, all material Related Party Transactions shall require approval of the shareholders through Ordinary Resolution and all the related parties shall abstain from voting on such resolutions (SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).

The above clause is not applicable in case related party transactions entered are between:

- (a) Two government companies.
- (b) A holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the General Meeting for approval. Similarly, in case of insurance companies and banking companies, approval of IRDA and RBI respectively is required for certain items in accordance with their extant rules.

Annexure IF

Powers which may be Delegated by the Board

- (a) To borrow monies;
- (b) To invest the funds of the company;
- (c) To grant loans or give guarantee or provide security in respect of loans.

Powers delegated by the Board should prescribe the limits in respect of :

- (i) the total amount outstanding at any one time upto which moneys may be borrowed by the delegate;
- (ii) the total amount outstanding upto which the funds may be invested and the nature of investments which may be made by the delegate; and
- (iii) the total amount outstanding upto which loans may be made by the delegate, together with the purposes and the maximum amount in respect of each individual case.

[Sub-section (3) of Section 179 of the Act]

Annexure II

Specimen Notice of a Board Meeting

Name of the Company

Registered Address

CIN - Email- Telephone:

Website:

NOTICE OF (SERIAL NUMBER OF MEETING) BOARD MEETING 1

Mr.

Director,

New Delhi.

Dear Sir,

1. NOTICE is hereby given that the (serial number of Meeting) Meeting of the Board of Directors of the company will be held on (day of the week), the (date) (month) (year) at (a.m./p.m.) at (Venue)
2. The Agenda of the business to be transacted at the Meeting is enclosed/will follow
3. You may attend the Meeting through Electronic Mode, the details of which are enclosed. In case you desire to participate through such mode, please send a confirmation in this regard to

(Name of Company Secretary/ Chairman/other Authorised Person), email, Tel No. within days (time frame) to enable making necessary arrangements.

Kindly make it convenient to attend the Meeting.

Yours faithfully,
For.....Limited/Pvt Limited

(Signature)
(Name)
(Designation)
(Email, phone No.)

Important points to be remembered while drafting notice of Board Meeting:
<p>1. This should preferably be on the letter-head of the company. Where it is not sent on the letter-head or where it is sent by e-mail or any other electronic means, there should be specified, whether as a header or footer, the name of the company and complete address of its registered office together with all its particulars such as Corporate Identification Number (CIN) as required under Section 12 of the Act, date of Notice, authority and name and designation of the person who is issuing the Notice and preferably, the phone number of the Company Secretary or any other senior officer who could be contacted by the Directors for any clarifications or arrangements.</p> <p>2. If the Meeting is at a venue other than the Registered Office / Corporate Office of the company, detailed location of such venue should be given.</p> <p>3. The Agenda, together with the notes thereon, may either be sent alongwith the Notice or may follow at a later date.</p> <p>4. In the absence of an advance communication or confirmation as indicated herein, from the Director regarding his participation through Electronic Mode, it shall be assumed that he will attend the Meeting physically.</p>

Annexure III

Illustrative List of Items of Business for the Agenda for the first Meeting of the Board of Directors

1. To appoint the Chairman of the Meeting.
2. To grant leave of absence, if any.
3. To note the Certificate of Incorporation of the company, issued by the Registrar of Companies.
4. To take note of the Memorandum and Articles of Association of the company, as registered.
5. To note the situation of the Registered Office of the company and ratify the registered document of title of premises of the registered office in the name of the company or aNotarised copyof lease /rent agreement in the name of the company.
6. To note the first Directors of the company.
7. To read and record the Notices of disclosure of interest given by the first Directors.
8. To consider appointment of Additional Directors.
9. To consider appointment of the Chairman of the Board.

10. *To consider constitution of Board Committees and approve their terms of reference.*
11. To consider appointment of the First Auditors.
12. To adopt the Common Seal of the company, if any.
13. To appoint Bankers and to open bank accounts of the company.
14. To approve entering into agreements with depositories for issue of shares in dematerialised form and authorising Directors to execute the said agreements on behalf of the company.
15. To authorise printing of share certificates and correspondence with the depositories, if any.
16. To authorise the issue of share certificates to the subscribers to the Memorandum and Articles of Association of the company.
17. To approve and ratify preliminary expenses and preliminary agreements.
18. To approve the appointment of Key Managerial Personnel, if applicable, and other senior officers.

Annexure IV

Illustrative Agenda of a Meeting other than the first Meeting of the Board of Directors

Agenda for the (Number) Meeting of the Board of Directors of (Company Name), to be held on (Day), (Date, Month and Year) at (Time) at (Venue)

1. Attendance and Minutes
 - 1.1 To elect a Chairman of the Meeting (if applicable);
 - 1.2 To grant leave of absence to Directors not present at the Meeting;
 - 1.3 To take note of the Minutes of the previous Meeting;
 - 1.4 To take note of the action taken in respect of the earlier decisions of the Board;
 - 1.5 To take note of the Resolutions passed by circulation since the last Meeting, if any;
 - 1.6 To take note of the minutes of Meetings of Committee(s) of the Board;
 - 1.7 To take note of the certificate of compliance.
2. Directors (including, where applicable, Alternate Directors)
 - 2.1 To read and take note of the disclosure of interests by Directors;
 - 2.2 To read and take note of disclosure of shareholdings of Directors in the company and its holding / subsidiary / associate company;
 - 2.3 To read and take note of declarations by Independent Directors that they meet the criteria of independence laid down in the Act;
 - 2.4 To sign the register of contracts;
 - 2.5 To give consent to a contract, wherever applicable in which a Director(s) is/are interested;
 - 2.6 To consider appointment(s) and fixation of Remuneration(s) of key managerial personnel, through the Nomination and Remuneration Committee, where applicable;
 - 2.7 To consider and to give consent for the appointment of a Managing Director/Manager who is already a Managing Director/Manager of another company, through the Nomination and Remuneration

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Committee, where applicable;

- 2.8 To take note of nomination of Director(s) made by financial institution(s)/ BIFR/ Central Government/ bank(s) etc.;
 - 2.9 To recommend for the approval of Members appointment of Independent Directors, through the Nomination and Remuneration Committee, where applicable;
 - 2.10 To appoint Additional Director(s) through Nomination and Remuneration Committee, where applicable;
 - 2.11 To appoint a Director to fill the casual vacancy of a Director, through the Nomination and Remuneration Committee, where applicable;
 - 2.12 To accept/ take note of resignation(s) of Director(s)/ withdrawal/change of nomination in case of nominee Director(s);
 - 2.13 To consider commission for Non-Executive Directors;
 - 2.14 To delegate powers to Managing/ Whole- time Directors or to Committees constituted by the Board.
3. Related party transactions
 - 3.1 To approve transactions with Related Party which are not in the ordinary course of business or which are not on arm's length basis, through the Audit Committee, where applicable;
 - 3.2 To recommend for the approval of the Members, transactions with Related Party beyond the prescribed threshold limits and which are either entered not in the ordinary course of business or not on arm's length basis, through the Audit Committee, where applicable.
 4. Shares
 - 4.1 To authorise printing of new share certificates;
 - 4.2 To approve transfer/ transmission/ transposition of shares;
 - 4.3 To authorise issue of duplicate share certificates;
 - 4.4 To authorise issue of share certificates without surrender of letters of allotment
 - 4.5 To consider the position of dematerialized and rematerialized shares and the beneficial owners.
 5. Share Capital
 - 5.1 To make allotment of shares;
 - 5.2 To make calls on shares;
 - 5.3 To forfeit shares;
 - 5.4 To issue bonus shares;
 - 5.5 To issue rights shares;
 - 5.6 To make fresh issue of share capital;
 - 5.7 To authorise buy-back of shares.
 6. Debentures, Loans and Public Deposits
 - 6.1 To consider matters relating to issue of debentures including appointment of Debenture Trustees;
 - 6.2 To borrow money otherwise than on debentures and by way of Commercial Paper, Certificate of Deposit, etc.;
 - 6.3 To approve raising of money through public deposits;

6.4 To approve the text of the advertisement for acceptance of public deposits and to sign the same.

7. Long term loans from financial institutions/ banks

7.1 To authorise making applications/ availing long term loans from financial institutions/ banks and to authorized officers to accept modifications, approve the terms and conditions of loans, execute loan and other agreements and to affix the Common Seal of the company on documents;

7.2 To accept terms contained in the letter of intent of financial institutions/ banks;

7.3 To authorise execution of hypothecation agreements and to create charges on the company's assets;

7.4 To take note of the statement of total borrowings/ indebtedness of the company.

In case of availing of loans/ financial assistance from banks/ financial institutions, the draft Resolutions are generally provided by the banks/ financial institutions, which may be modified as appropriate and circulated to the Directors along with the related item of the Agenda.

8. Banking Facilities

8.1 To open/ operate/ close bank accounts;

8.2 To avail bank loans;

8.3 To renew/ enhance banking facilities including bank overdraft;

8.4 To open special/ separate banks accounts for dividend, deposits and unpaid amounts thereof.

9. Investments, Loans and Guarantees

9.1 To consider investment in securities of of other bodies corporate;

9.2 To consider other investments;

9.3 To make loans to other persons;

9.4 To consider placing inter-corporate deposits;

9.5 To consider giving guarantees for loans to other bodies corporate or security in connection with such loans.

10. Review of Operations

10.1 To review operations;

10.2 To consider periodic performance report of the company.

Brief notes on the working of the company or its units or branches should contain figures comparable with the figures for the corresponding period of the previous year and that of the budget or forecast for that period.

11. Payment of interim dividend

11.1 To consider payment of interim dividend.

12. Projects

12.1 To take note of the progress of implementation of modernization/ new project(s) in hand;

12.2 To consider expansion/ diversification.

13. Capital Expenditure

13.1 To sanction capital expenditure for purchasing/ replacing machinery and other fixed assets;

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- 13.2 To approve sale of old machinery/ other fixed assets of the company.
- 14. Revenue Expenditure
 - 14.1 To approve mandatory CSR expenditure of the company, through the CSR Committee;
 - 14.2 To approve donations including contributions to political parties;
 - 14.3 To sanction grants to public welfare institutions;
 - 14.4 To sanction staff welfare grants and other revenue expenditure;
 - 14.5 To approve writing off bad debts.
- 15. Auditors, etc.
 - 15.1 To appoint an Auditor to fill a casual vacancy in the office of the Auditor, through the Audit Committee, where applicable;
 - 15.2 To appoint a Cost Auditor, through the Audit Committee, where applicable;
 - 15.3 To appoint a Secretarial Auditor.
 - 15.4 To appoint an Internal Auditor.
- 16. Personnel
 - 16.1 To appoint, accept the resignation of, promote or transfer any senior officer of the company;
 - 16.2 To approve/ amend rules relating to employment/ employee welfare schemes, and provident fund/ superannuation/ gratuity schemes of the company;
 - 16.3 To sanction loan limits for officers and staff or personal exigencies or for purchase of a vehicle, land, house, etc.;
 - 16.4 To formulate personnel policies.
- 17. Legal Matters
 - 17.1 To note and to give directions on significant matters;
 - 17.2 To consider amendment to Memorandum/ Articles of Association;
 - 17.3 To consider and take note of the status of pending litigations by and against the company.
- 18. To approve agreements
 - Restructuring
 - 18.1 To consider merger/ demerger/ amalgamation;
 - 18.2 To consider formation of joint ventures;
 - 18.3 To consider subsidiarization / desubsidiarization of other companies.
- 19. Delegation of Authority
 - 19.1 To nominate occupier/ factory manager under Factories Act; an owner under Mines Act or Directors / representatives under the Legal Metrology Act;
 - 19.2 To delegate powers to representative to attend General Meetings of companies in which the company has investments;
 - 19.3 To delegate powers to approve transfer, transmission, issue of duplicate share certificates/ allotment letters, etc.;

- 19.4 To delegate authority with regard to signing of contracts, deeds and other documents; execution of indemnities, guarantees and counter-guarantees; filing, withdrawing or compromising legal suits;
 - 19.5 To delegate authority with regard to registration, filing of statutory returns, declarations, etc. (in the physical or Electronic Mode) under company law, central excise, sales tax, customs and other laws;
 - 19.6 To delegate powers in respect of the employees of the company including matters relating to appointments, confirmations, discharge, dismissal, acceptance of resignations, granting of increments and promotions, taking disciplinary actions, sanctioning of leave, travel bills and welfare expenses, etc.;
 - 19.7 To delegate powers to grant advances to contractors, suppliers, agents, etc.;
 - 19.8 To delegate powers relating to purchase/construction and sale of stores, spare parts, raw materials, fuel and packing materials; fixed assets; shares or debentures of companies; government securities; and to fix limits up to which executives can authorise or sanction payments; operating of bank accounts etc.;
 - 19.9 To delegate powers to engage consultants, retainers, contractors, etc.;
 - 19.10 To delegate powers to provide financial assistance to employees, etc. for personal exigencies or for purchase of a vehicle, house, etc.;
 - 19.11 To delegate powers to allow rebates/ discounts on sales; to incur expenditure on advertisements, to settle claims, to sanction donations, etc.
20. Annual Financial Statements
- 20.1 To consider annual financial statements, through the Audit Committee, where applicable;
 - 20.2 To consider consolidated financial statements, if applicable, through the Audit Committee, where applicable;
 - 20.3 To consider recommending dividend to shareholders;
 - 20.4 To approve appropriation of profits and transfers to reserves;
 - 20.5 To take note of the Auditors' report.
21. Annual General Meeting
- 21.1 To appoint an agency and a scrutiniser for conduct of e-voting in connection with the Resolutions proposed at the Annual General Meeting;
 - 21.2 To ascertain the Directors retiring by rotation;
 - 21.3 To convene the Annual General Meeting;
 - 21.4 To close the register of members and decide the record date / book closure period;
 - 21.5 To recommend and for the approval/ratification of the Members, appointment and remuneration of Auditors;
 - 21.6 To recommend for the ratification of the Members, remuneration of the Cost Auditors;
 - 21.7 To consider other matters requiring shareholders' approval;
 - 21.8 To approve the Report of the Board of Directors;
 - 21.9 To approve the Notice of the General Meeting and authorise the Company Secretary to issue the Notice to the Members and all other persons and to take all action as may be necessary in this regard.
22. Miscellaneous matters

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- 22.1 To consider matters arising out of the Minutes of the previous Meeting;
- 22.2 To fix the date and venue of the next Meeting;
- 22.3 Any other matter with the permission of the Chair and with the consent of the majority of the Directors present at the Meeting.

Annexure V

Drafting of Agenda, Notes on Agenda and related matters – Practical aspects

1. While preparing the Agenda and notes thereon, good drafting is of the essence. Important or non-routine items of the Agenda have to be written with special care, employing not only good drafting skills but also an understanding of commercial considerations and the business environment. For the purpose :
 - (a) Divide the Agenda into two parts: - the first part containing usual or routine items and the second part containing other items which can further be bifurcated as (i) items for approval; and (ii) items for information/noting.
 - (b) For each item of the Agenda an explanatory note should be provided. The explanatory note should give sufficient details of the proposal, including the proposed Resolution, if any, references to the provisions of the Companies Act and other applicable laws, the Memorandum and Articles of Association, other relevant documents, decisions of previous Board or General Meetings, as necessary. The explanatory note may be drafted under the following heads :
 - (i) Background (or Introduction);
 - (ii) Proposal, with recommendations of the management;
 - (iii) Provisions of Law;
 - (iv) Decision(s) to be taken ; and
 - (v) Interest, if any, of any Directors.
2. As a good governance practice, the agenda item should be initiated by the concerned Department (Head of Department or other authorised person) and approved by the competent authority as may be decided by the Board.
3. The Company Secretary should refer to the Agenda of previous Meetings, to see whether any items had been deferred and should consider whether such items are to be included for discussion at the ensuing Meeting.
4. The Company Secretary should also refer to the Minutes of the Meeting held during the corresponding period of the previous year to see whether there are any recurring periodic items (e.g. interim/final dividend, quarterly results). The Company Secretary should finalise the Agenda in consultation with the Chairman or in his absence the Managing Director or in his absence the Whole-time Director.
5. Notes on policy matters should present clear-cut issues in order to facilitate due deliberations and precise decisions at the Meeting.
6. The Company Secretary should keep, in addition to a record of matters to be discussed, a separate folder of all such correspondence, notes and documents which need to be dealt with at the Meeting. In preparing the Agenda, the Company Secretary should refer to this folder to ensure that all items which require the decision of the Board are included in the Agenda.
7. A separate Agenda item number should be given for items which are brought forward for discussion

from a previous Meeting rather than placing them under the omnibus Agenda items. For example:
Item No.9. DISINVESTMENT MANDATE

To note the appointment of the company as advisors for the disinvestment process of ABC Limited.
(Refer to Item No. 18 of the Minutes of the Meeting held on.....).

A few extra copies of the Agenda should always be kept available at the Meeting.

NOTES ON AGENDA FOR THE FIRST BOARD MEETING

Item No. 1 : To appoint chairman of the meeting:

In terms of Article..... of the Articles of Association of the Company, the Directors to select one of them as Chairman of the meeting.

Item No. 2: To note the certificate of incorporation of the company, issued by the Registrar of Companies.

Original Certificate of Incorporation No. dated received from the Registrar of Companies together with a copy of the Memorandum and Articles of Association will be placed before the meeting.

Item No. 3: To take note of Memorandum and Articles of Association of Company, as registered.

Printed copies of the Memorandum and Articles of Association as registered with the Registrar of Companies will be placed before the meeting.

Item No. 4: To note the situation of the registered office of the company.

The Board may kindly take note of the situation of the registered office of the company as intimated to the Registrar of Companies.

Item No. 5: To note the appointment of the first directors of the Company

Mr and Mr. are the first directors as stated in Article of the Articles of Association of the company and as intimated to the Registrar of Companies.

Item No. 6: To read and record the notices of disclosure of interest given by the Director

The Board may kindly record the notices of disclosure of interest given by Directors of the Company.

Item No. 7: To elect chairman, appoint Managing Director and Secretary

Article of the Articles of Association of the company relating to the Chairman of the Board be referred to the Board. The Board may kindly appoint a managing director and a secretary of the company.

Item No. 8: To consider the appointment of first auditors of the company.

Certificate in writing received from the proposed Auditors will be placed before the meeting for appointment of the first Auditors of the company.

Item No. 9: To approve preliminary expenses and preliminary contracts.

Statement of preliminary expenses and preliminary contracts incurred will be placed before the meeting.

Item No. 10: To adopt the common seal of the company.

Common Seal of the company will be placed before the meeting for approval, adoption and safe custody.

Item No. 11: To authorise printing of the Share Certificate form.

Design sample of Share Certificate will be placed before the meeting for approval and printing.

Item No. 12: To place draft statement in lieu of prospectus.

Draft statement in lieu of Prospectus will be placed before the meeting.

Item No. 13: To consider plan of action for commencement of business.

Board be informed that Certificate of Commencement of Business is essential for commencement of business by a public company.

Item No. 14: To place copies of agreements entered into prior to incorporation.

Copy of the Memorandum of Understanding entered into between Mr..... Chairman of the company and M/s..... be placed before the Board.

Item No. 15: To appoint bankers and to open bank account of the Company.

Board be informed about the bankers of the company and the opening of the Company's Bank Account with .. Bank.

Item No. 16: To decide payment of sitting fees

Board be informed about payment of sitting fees to the Directors in accordance with Article..... of Articles of Association of the Company.

Item No. 17: To consider any other matter with the permission of the chair.

Board may discuss any other item apart from notified items of business with the permission of the chair.

Annexure VI

Resolution No. _____

..... (NAME OF COMPANY)

Mr. (Director)

Dear Sir,

Resolution by circulation

The following Resolution is intended to be passed by circulation as per the provisions of Section 175 of the Companies Act, 2013. A note explaining the urgency and necessity for passing the said Resolution by circulation and the supporting papers (if any) are enclosed.

“ RESOLVED THAT

(Resolution intended to be passed is to be reproduced)”

None of the Directors are deemed to be concerned or interested in the Resolution.

*Assent / Dissent / Require Meeting

Signature

Name

Date

Kindly indicate your response to the aforesaid Resolution, by appending your signature and the date of signing in the space provided beneath the Resolution and return one copy to the undersigned or by e-mail at the address mentioned below so as to reach us on or before

Yours faithfully,

For (Name of Company).

Company Secretary

e-mail id:

Address:

Contact No:

*Strike off whichever is not applicable

Annexure VII

Specimen Minutes of the first Board Meeting

Minutes of the first Board Meeting of (Company Name), held on (Day),
..... (Date, Month and Year) at (Venue) from (Time of Commencement)
till.....(Time of conclusion)

Present:

1. (in the Chair)
2.
3.
4.

In attendance:

..... Company Secretary

1. Chairman for the Meeting

Mr.....was elected as the Chairman for the Meeting.

2. Quorum

The business before the Meeting was taken up after having established that the requisite Quorum was present.

3. Leave of absence

Leave of absence was granted to Mr./ Ms. X who expressed his inability to attend the Meeting owing to his pre-occupation.

4. Certificate of Incorporation of the company

The Board was informed that the company has been incorporated on and the Directors noted the Certificate of Incorporation No..... of....., dated issued by the Registrar of Companies,.....

5. Memorandum and Articles of Association

A printed copy of the Memorandum and Articles of Association of the company as registered with the Registrar of Companies,was placed before the Meeting and noted by the Board.

6. Registered Office

The Board noted that the Registered Office of the company will be at, the intimation of which has already been given to the Registrar of Companies,.....

7. First Directors

The Board noted that in terms of Article of the Articles of Association of the company, Mr....., Mr..... and Mr..... are the first Directors of the company.

8. Notices of disclosure of interest by the Directors

Notices of interest under Section 184(1) of the Companies Act, 2013 received from Mr....., Mr..... and Mr....., Directors of the company, on, were tabled and the contents thereof were read and noted by the Board.

9. Appointment of Additional Directors

Reference was made to Mr.'s note dated on the subject, as circulated.

The Chairman proposed that Mr. having DIN and Mr..... having DIN be appointed Additional Directors of the company in terms of Section 161 of the Companies Act, 2013. Brief profiles of Mr. and Mr..... along with their consents to act as Directors, if appointed, were tabled.

The Board agreed with the same and passed the following Resolutions:

- (a) “ RESOLVED THAT , pursuant to the provisions of Section 161 of the Companies Act,2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions read with Article ____ of the Articles of Association of the company, Mr.....be and is hereby appointed as Additional Director of the company to hold office from the date of this Meeting till the first Annual General Meeting of the company.”

“RESOLVED FURTHER THAT, Director/Company Secretary be and is hereby authorised to sign and file necessary forms/ documents with the Registrar of Companies and make entries, as appropriate, in the registers of the company.”

- (b) “RESOLVED THAT , pursuant to the provisions of Section 161 of the Companies Act,2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, and any other applicable provisions read with Article ____ of the Articles of Association of the company, Mr..... be and is hereby appointed as Additional Director of the company to hold office from the date of this Meeting till the first Annual General Meeting of the company.”

“RESOLVED FURTHER THAT, Director/Company Secretary be and is hereby authorised to sign and file necessary forms/ documents with the Registrar of Companies and make entries, as appropriate, in the registers of the company.”

10. Chairman and Vice-Chairman of the Board

Reference was made to Mr.'s note dated on the subject, as circulated.

The Board, after discussion, decided that Mr. be appointed as Chairman of the Board, who would be the Chairman for all Meetings of the Board as also for general meetings of the company. The Board also decided that Mr. be appointed as Vice-Chairman of the Board.

The Board thereafter passed the following Resolution:

- “RESOLVED THAT until otherwise decided by the Board, Mr..... be and is hereby elected as the Chairman of the Board of Directors of the company.”

“RESOLVED FURTHER THAT , until otherwise decided by the Board, Mr..... be and is hereby elected as the Vice-Chairman of the Board of Directors of the company.”

11. Board Committees

Reference was made to Mr.'s note dated on the subject, as circulated.

The Board approved constitution of the following Board Committees, as required in terms of Sections 177 and 178 of the Companies Act, 2013, with the members as detailed below:

- (a) Audit Committee

-
- (b) Nomination and Remuneration Committee

.....

 - (c) Stakeholders Relationship Committee

.....

 - (d) Corporate Social Responsibility (CSR) Committee

.....

The Board also approved the Terms of Reference of the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee and the CSR Committee, as tabled, copies of which were initialled by the Chairman for the purpose of identification.

12. Appointment of First Auditors

Reference was made to Mr.'s note dated on the subject, as circulated.

The Chairman stated that pursuant to Section 139 of the Companies Act, 2013, First Auditors are to be appointed within thirty days from the registration of the company. For this purpose, Messrs., Chartered Accountants,....., had been approached to act as the first Auditors of the company. A letter received from Messrs....., conveying their consent was placed before the Directors. The Board, after discussion passed the following Resolution:

“RESOLVED THAT Messrs., Chartered Accountants,,, be and are hereby appointed pursuant to Section 139(6) of the Companies Act, 2013, as the first Auditors of the company at such remuneration as may be fixed by the Board in consultation with the Auditors to hold office from the date of this Meeting till the conclusion of the first Annual General Meeting of the company.”

“RESOLVED FURTHER THAT the Director/Company Secretary be and is hereby authorised to make the necessary filings with the Statutory Authorities”.

[Not applicable to Government companies or any other company owned or controlled, directly or indirectly, by the Central Government, or by any State Government or Governments, or partly by the Central Government and partly by one or more State Governments - in such cases appointment of auditors to be made by Comptroller and Auditor General].

13. Common Seal of the company, if any (not mandatory)

The Chairman tabled a Seal bearing the company's name, CIN and the address of the registered office to be adopted as the Common Seal of the company, and the following Resolution was passed:

“RESOLVED THAT the Common Seal of the company, the impression of which appears in the margin against this Resolution, be and is hereby adopted as the Common Seal of the company.”

14. Appointment of Chief Executive Officer of the company

Reference was made to Mr.'s note dated on the subject, as circulated.

The Chairman informed the Board that for promotion, development and expansion of the company's business, it is necessary to appoint a whole – time Chief Executive Officer. He advised the Board that it is proposed to appoint Mr. who has vast industry experience as the Chief Executive Officer of the company; Mr..... has given his consent to act as Chief Executive Officer, if appointed. The Board agreed with the same and passed the following Resolution:

“RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013, Mr..... be and is hereby

appointed as the Chief Executive Officer of the company, on the terms and conditions set out in the draft agreement/ appointment letter, placed on the table, a copy of which was initialled by the Chairman for the purpose of identification.”

“RESOLVED FURTHER THAT Mr., Chief Executive Officer, do perform such functions and duties specified in the agreement/ appointment letter and as assigned to him by the Board from time to time.”

“RESOLVED FURTHER THAT _____, Director/Company Secretary be and is hereby authorised to sign and file the necessary forms/documents with the Registrar of Companies and make entries, as appropriate, in the registers of the company.”

15. Appointment of Company Secretary

Reference was made to Mr.’s note dated on the subject, as circulated.

The Chairman advised the Board that it is proposed to appoint Mr., who holds the prescribed qualifications as Company Secretary of the company; Mr..... has given his consent to act as Company Secretary, if appointed. The Board agreed with the same and passed the following Resolution:

“RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013, Mr....., holding the prescribed qualification under Section 2(24) of the Companies Act, 2013, be and is hereby appointed as Company Secretary of the company, on the terms specified in the draft agreement/ appointment letter, placed on the table, a copy of which was initialled by the Chairman for the purpose of identification.”

“RESOLVED FURTHER THAT Mr., Company Secretary, do perform the duties which are required to be performed by a secretary under the Companies Act, 2013 and any other duties assigned to him by the Board or the Chief Executive Officer.”

“RESOLVED FURTHER THAT, Director be and is hereby authorised to sign and file the necessary forms/documents with the Registrar of companies and make entries, as appropriate, in the registers of the company.”

16. Appointment of Chief Financial Officer

Reference was made to Mr.’s note dated on the subject, as circulated.

The Chairman advised the Board that it is proposed to appoint Mr..... who is a (Qualification) as the Chief Financial Officer of the company; Mr..... has given his consent to act as Chief Financial Officer, if appointed. The Board agreed with the same and passed the following Resolution:

“RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013, and related Rules and Regulations framed thereunder, Mr. be and is hereby appointed as Chief Financial Officer of the company, on the terms specified in the draft agreement/ appointment letter, placed on the table, a copy of which was initialled by the Chairman for the purpose of identification.”

“RESOLVED FURTHER THAT Mr., Chief Financial Officer, do perform the functions which are required to be performed by a Chief Financial Officer under the Companies Act, 2013 and any other duties assigned to him by the Board or the Chief Executive Officer.”

“RESOLVED FURTHER THAT, Director/Company Secretary be and is hereby authorised to sign and file the necessary forms/documents with the Registrar of Companies and make entries, as appropriate, in the registers of the company.”

17. Appointment of bankers and opening Bank A/c with Bank

The Chairman informed the Board that it is proposed to open a current account in the name of the company withBank. The Board agreed with the same and passed the following Resolution:

“RESOLVED THAT a current account be opened in the name of Limited with the Bank,, and that the Bank be instructed to honor all cheques, bills of exchange, promissory notes or other orders which may be drawn by/ accepted/ made on behalf of the company and to act on any instructions so given relating to the account, whether the same be overdrawn or not, relating to the transactions of the company and that any two of the following Directors/officers of the company, jointly, namely:

1. Mr...Director
2. Mr...Director
3. Mr ...Chief Financial Officer
4. Mr ...Company Secretary

be and are hereby authorised to sign on behalf of the company, cheques or any other instruments/ documents drawn on or in relation to the said account and the said signatures shall be sufficient authority and shall bind the company in all transactions between the Bank and the company.”

18. Printing of Share Certificates

Reference was made to Mr.'s note dated on the subject, as circulated.

The Chairman informed the Board that it would be necessary to print share certificates for allotment of shares to the subscribers to the

Memorandum of Association as well as for any further issue of capital. A format of the share certificate in Form SH-1 in terms of Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014 was placed on the table and the Board passed the following resolution:

“RESOLVED THAT 1,00,000 equity share certificates of the company be printed, in the format placed before the Meeting and initialled by the Chairman for the purpose of identification, and that the certificates bear serial Nos. 1 to 1,00,000.”

“RESOLVED FURTHER THAT the aforesaid blank share certificates be kept in safe custody with Mr....., Company Secretary.”

19. Issue of Share Certificates to the subscribers

Reference was made to Mr.'s note dated on the subject, as circulated.

The Chairman informed the Board that Mr....., Mr..... and Mr., who are subscribers to the Memorandum of Association of the company, had each agreed to take and have taken _____ (_____) equity shares in the company. He further informed the Board that pursuant to Section 2(55) of the Companies Act, 2013, the names of the said subscribers to the Memorandum of Association have been entered in the Register of Members and that equity share certificates are required to be issued to them. The Board agreed with the same and passed the following Resolution:

“RESOLVED THAT M r., M r. and Mr., t h e subscribers to the Memorandum of Association of the company who had agreed to take and have taken _____ (_____) equity shares each of the company, be issued equity share certificates and that Mr..... and Mr....., Directors of the company, and Mr....., Company Secretary, be and are hereby authorised to sign the said certificates.”

20. Statement of Preliminary Expenses and Preliminary Agreements

The Chairman placed before the Meeting a statement of expenses incurred in connection with the formation of the company and a copy of agreements entered into before the formation of the company. The Board approved the same and passed the following Resolution:

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“RESOLVED THAT preliminary expenses of Rs.....incurred in connection with the incorporation of the company and the preliminary agreements entered be and are hereby approved and confirmed as per the statement submitted by the Chairman.”

“RESOLVED FURTHER THAT the preliminary expenses of Rs..... incurred by Mr....., Director of the company, be reimbursed to the said Mr..... out of the funds of the company.”

21. Authorisation to sign returns, forms, documents etc. filed with various regulatory authorities

Various returns, forms, documents etc. are required to be filed with various regulatory authorities including the Ministry of Corporate Affairs by the company from time-to-time. The Board passed the following resolution in this regard:

“RESOLVED THAT and Director of the company be and is hereby authorised to sign on behalf of the company, various documents, forms, returns, etc. required to be filed with various regulatory authorities under the relevant statutory provisions.”

22. Next Board Meeting

It was decided to hold the next Board Meeting at..... a.m./ p.m. on..... (Day), (Date, Month and Year) at..... (Venue).

23. Conclusion of the Meeting

There being no other business, the Meeting concluded at (Time) with a vote of thanks to the Chair.

Place..... Chairman (DIN)

Date

Entered on

Annexure VIII

Specimen Minutes of a subsequent Board Meeting

Minutes of the Meeting of the Board of Directors of (Company Name) held on (Day), (Date, Month and Year), at (Venue) from (Time of Commencement) till(Time of conclusion)

PRESENT

- A.B..... Chairman
- C.D..... Directors
- E.F.
- I.J.
- K.L.Managing Director

IN ATTENDANCE

- X..... Secretary

INVITEES

- Y..... Chief Financial Officer
- Z..... Designation and Organisation

1. Chairman for the Meeting

Mr/Ms.....was elected as the Chairman for the Meeting.

2. Leave of absence

Leave of absence from attending the Meeting was granted to Mr. M.N. and Mr. O.P. who expressed their inability to attend the Meeting owing to their preoccupation.

3. Quorum

The business before the Meeting was taken up after having established that the requisite quorum was present.

4. Minutes of the previous Board Meeting

The Minutes of the Meeting of the Board of Directors of the company held on, as circulated, were noted by the Board and signed by the Chairman.

5. Minutes of the Committee Meetings

The Minutes of the Meeting of the Committee held on, as circulated, were noted by the Board.

6. Resolution passed by circulation since the last Meeting.

The following Resolution was passed by circulation on (date of passing of the Resolution) in terms of the provisions of Section 175 of the Companies Act, 2013.

“RESOLVED THAT
.....”

Mr., Director dissented on the Resolution.

7. Action Taken Report

The following action taken was noted by the Board:

Item No.	Item Action Taken
_____	_____

8. Register of Contracts

The Register of Contracts in which Directors are interested under Section 189 of the Companies Act, 2013 and the Rules thereunder was signed by all the Directors present.

9. Notices of Disclosure of Interest of Directors

- (a) The following Notices received from the Directors of the company, notifying their interest in other bodies corporate pursuant to the provisions of Section 184 of the Companies Act, 2013, were read and recorded:

Name of the Director Nature of Interest Date of Notice

- (b) A Notice dated received from Mr. I.J. pursuant to the provisions of section 170 of the Companies Act, 2013, disclosing his shareholding and the shareholding of Mrs. I.J. in the company was read and recorded.

10. Share Transfers

Reference was made to Mr.'s note dated on the subject, as circulated.

The Share Transfer Register of the company was also placed before the Meeting.

The Board, after discussion, passed the following Resolution:

“RESOLVED THAT Share Transfers Nos to (both inclusive) consisting of Equity shares of the company, be approved and the names of the transferees be entered in the Register of Members. RESOLVED FURTHER THAT Mr. X, Secretary, be and is hereby authorised to take necessary action with regard to the aforesaid transfer of shares approved by the Board.”

11. Interim Dividend

Reference was made to Mr.'s note dated on the subject, as circulated.

The payment of Interim Dividend for the year ending was considered on the basis of the unaudited Financial Statements of the company for the period from to, as annexed to the note under reference. The Directors opined that there were adequate profits to permit payment of Interim Dividend. The Board, after discussion, passed the following Resolution:

“RESOLVED THAT an Interim Dividend of Rupee one per equity share absorbing Rs. 10,00,000, be paid on the (date), out of the profits of the company for the year ending, on 10,00,000 equity shares, to those equity shareholders whose names appear in the Register of Members of the company on the of, and that the transfer books and the Register of Members be closed from the of to the of, both days inclusive, for the purpose of payment of such dividend.”

12. Opening of a Bank Account for payment of Interim Dividend

Reference was made to Mr.'s note dated on the subject, as circulated.

The Board passed the following resolution for opening a bank account for the purpose of payment of Interim Dividend :

“RESOLVED THAT a Bank Account be opened in the name and style of ‘.....Limited - Interim Dividend’ (Bank Account) with the for payment of Interim Dividend for the financial year

RESOLVED FURTHER THAT the said Bank be and is hereby authorised to honour cheques / bank advices etc. drawn, accepted or made on behalf of the company and to act on any instruction(s) so given concerning the said Account by any two of the following signatories:

.....

RESOLVED FURTHER THAT the said Bank be and is hereby authorised to change the name and style of the Bank Account to ‘..... Limited - Unpaid Interim Dividend’ on and from

RESOLVED FURTHER THAT the authorised signatories be and are hereby authorised, in the manner stated above, to give instructions to the said Bank to close the Bank Account on disbursement of the Interim Dividend.

RESOLVED FURTHER THAT the authorised signatories be and are hereby authorised, in the manner stated above, to sign and execute such documents, letters etc., as may be required by the said Bank.”

13. Constitution of Share Transfer Committee

Reference was made to Mr.'s note dated on the subject, as circulated.

The Chairman informed the Board that with the increasing number of share transfers, it was impractical to wait for Board Meetings to approve such transfers. He suggested that a Committee be constituted for this purpose. The Board agreed with the same and passed the following resolution:

“RESOLVED THAT a Committee of Directors named the ‘Share Transfer Committee’, consisting of Mr. C.D., Mr. G.H., and Mr. K.L. be and is hereby constituted to approve registration of transfer of shares received by the company and further to:

1. Approve and register transmission of shares.
2. Sub-divide, consolidate and issue share certificates in relation thereto.
3. Issue share certificates in place of those which are damaged, or in which the space for endorsement has been exhausted, provided the original certificates are surrendered to the company.

RESOLVED FURTHER THAT two Directors shall form the Quorum for a Meeting of the said Committee.”

14. Availing Credit facilities from Bank

Reference was made to Mr.'s note dated on the subject, as circulated.

The Chairman informed the Board that the company had approached..... Bank for a loan facility of Rs. 25,00,00,000/(Rupees Twenty Five Crores only). The Bank had sanctioned the facility vide its sanction letter dated; a copy of the said letter was placed before the Board. After discussion, the Board passed the following Resolution:

“RESOLVED THAT approval of the Board be and is hereby accorded to avail Demand Loan facility of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) sanctioned by..... Bank, (address) as per the terms and conditions specified by the Bank vide its letter dated placed before the Board and initialled by the Chairman for the purpose of identification. RESOLVED FURTHER THAT Mr. A.B., Chairman of the company, be and is hereby authorised to execute the necessary documents in favour ofBank, to avail the aforesaid Demand Loan facility. RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to file the necessary forms with the Registrar of Companies for the purpose of creation of charge, and also forward a copy of this Resolution to..... Bank.”

15. Conclusion of the Meeting

There being no other business, the Meeting concluded at (Time) with a vote of thanks to the Chair.

Date
 Place Chairman
 (DIN)

Entered on

SECRETARIAL STANDARD ON GENERAL MEETINGS: (SS-2)

The first version of SS-2 was applicable to General Meetings, in respect of which Notices were issued during 1st July, 2015 to 30th September, 2017. The revised version of SS-2 applies to General Meetings, in respect of which Notices are issued on or after 1st October, 2017. This Standard seeks to prescribe a set of principles for the convening and conducting of General Meetings and matters related thereto. This Standard also deals with conduct of e-voting and postal ballot.

SCOPE

This Standard is applicable to all types of General Meetings of all companies incorporated under the Act except

- (i) One Person Company (OPC) and
- (ii) A company licensed under Section 8 of the Companies Act, 2013 or corresponding provisions of any previous enactment thereof.

However, Section 8 companies need to comply with the applicable provisions of the Act relating to General Meetings.

The principles enunciated in this Standard for General Meetings of Members are applicable mutatis-mutandis to Meetings of debenture-holders and creditors. A Meeting of the Members or class of Members or debenture-holders or creditors of a company under the directions of the Court or the Company Law Board (CLB) or the National Company Law Tribunal (NCLT) or any other prescribed authority shall be governed by this Standard without prejudice to any rules, regulations and directions prescribed for and orders of, such courts, judicial forums and other authorities with respect to the conduct of such Meetings.

This Standard is in conformity with the provisions of the Act. However, if, due to subsequent changes in the Act, a particular Standard or any part thereof becomes inconsistent with the Act, the provisions of the Act shall prevail.

Matters transacted at the General Meeting is classified into:

- (i) "Ordinary business" means business to be transacted at an Annual General Meeting relating to (i) the consideration of financial statements, consolidated financial statements, if any, and the reports of the Board of Directors and Auditors; (ii) the declaration of any dividend; (iii) the appointment of Directors in the place of those retiring; and (iv) the appointment or ratification thereof and fixing of remuneration of the Auditors.
- (ii) "Special Business" means business other than the Ordinary Business to be transacted at an Annual General Meeting and all business to be transacted at any other General Meeting.

An explanatory statement pursuant to section 102 of the Companies Act, 2013 shall be annexed to the notice calling general meeting w.r.t. Special Business to be transacted at the meeting.

GUIDANCE ON THE PROVISIONS OF SS-2

1. General Provisions

Convening a Meeting	A General Meeting shall be convened by or on the authority of the Board.
Notice of General Meeting	<ul style="list-style-type: none"> ● Notice of general meeting shall be in writing. ● Notice shall specify the day, date, time and full address of the venue of the Meeting. ● Notice of Annual General Meeting shall also specify the serial number of the Meeting. ● Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark, if any, for easy location, except in case of – <ul style="list-style-type: none"> ➤ a company in which only its directors and their relatives are members; ➤ a wholly owned subsidiary. ● Notice and accompanying documents shall be given at least twenty-one clear days in advance of the Meeting

<p>Delivery of Notice</p>	<p>Notice in writing of every Meeting shall be given to -</p> <ul style="list-style-type: none"> ● Every Member of the company at the address registered with the company or depository. ● The Directors and ● Auditors of the company, ● the Secretarial Auditor, ● Debenture Trustees, if any, and, ● Wherever applicable or so required, to other specified persons.
<p>Mode of delivery of Notice</p>	<ul style="list-style-type: none"> ➤ Notice shall be sent by hand or by ordinary post or by speed post or by registered post or by courier or by facsimile or by e-mail or by any other electronic means. ➤ Notice shall be sent to Members by registered post or speed post or courier or e-mail and not by ordinary post in the following cases: <ul style="list-style-type: none"> ✓ if the company provides the facility of e-voting ; ✓ if the item of business is being transacted through postal ballot. ➤ If a particular mode of delivery is specified by member, notice shall be sent by that mode at the expense of the member as may be prescribed by the company. ➤ Notice shall be sent to Members by registered post or speed post or e-mail if the Meeting is called by the requisitionists themselves where the Board had not proceeded to call the Meeting. ➤ In case of companies having a website, the Notice shall simultaneously be hosted on the website till the conclusion of the Meeting. ➤ In case of a private company, the Notice shall be hosted on the website of the company, if any, unless otherwise provided in the Articles.
<p>Day and Time of conducting Annual General Meeting</p>	<p>An Annual General Meeting and a Meeting called by the requisitionists shall be called during business hours, i.e., between 9 a.m. and 6 p.m., on a day that is not a National Holiday.</p>
<p>Venue of Annual General Meeting</p>	<ul style="list-style-type: none"> ● Annual General Meetings shall be held either at the registered office of the company or at some other place within the city, town or village in which the registered office of the company is situated, whereas other General Meetings may be held at any place within India. ● A Meeting called by the requisitionists shall be held either at the registered office of the company or at some other place within the city, town or village in which the registered office of the company is situated. ● In case of a Government company, the Annual General Meeting shall be held at its registered office or any other place with the approval of the Central Government, as may be required in this behalf.

<p>Notice to contain information about Proxy</p>	<p>Notice of a company which has a share capital or the Articles of which provide for voting at a Meeting by Proxy, shall prominently contain a statement that a Member entitled to attend and vote is entitled to appoint a Proxy, or where that is allowed, one or more Proxies, to attend and vote instead of himself and that a Proxy need not be a Member. In case of a private company, the Notice shall specify the entitlement of a member to appoint Proxy in accordance with this para, unless otherwise provided in the Articles.</p>
<p>Notice shall clearly specify the nature of the Meeting and the business to be transacted thereat</p>	<p>In respect of items of Special Business, each such item shall be in the form of a Resolution and shall be accompanied by an explanatory statement which shall set out all such facts as would enable a Member to understand the meaning, scope and implications of the item of business and to take a decision thereon.</p> <p>In respect of items of Ordinary Business, Resolutions are not required to be stated in the Notice.</p>
<p>Contents of explanatory statement</p>	<ul style="list-style-type: none"> ● The nature of the concern or interest (financial or otherwise), if any, of the following persons, in any special item of business or in a proposed Resolution, shall be disclosed in the explanatory statement: <ul style="list-style-type: none"> (a) Directors and Manager; (b) Other Key Managerial Personnel; and (c) Relatives of the persons mentioned above. ● In case any item of Special Business to be transacted at a Meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every Promoter, Director, Manager and of every other Key Managerial Personnel of the first mentioned company shall, if the extent of such shareholding is not less than two percent of the paid-up share capital of that company, also be stated in the explanatory statement. ● Where reference is made to any document, contract, agreement, the memorandum of Association or Articles of Association, the relevant explanatory statement shall state that such documents are available for inspection and such documents shall be so made available for inspection in physical or in electronic form during specified business hours at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Head Office as well as Corporate Office of the company, if any, if such office is situated elsewhere, and also at the Meeting. ● In case of a private company, explanatory statement shall comply with the above requirements, unless otherwise provided in the Articles. ● In all cases relating to the appointment or re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration, details of each such Director or Manager, including age, qualifications, experience, terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable, date of first appointment on the Board, shareholding in the company, relationship with other Directors,

	<p>Manager and other Key Managerial Personnel of the company, the number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards shall be given in the explanatory statement.</p> <ul style="list-style-type: none"> • In case of appointment of Independent Directors, the justification for choosing the appointees for appointment as Independent Directors shall be disclosed and in case of re-appointment of Independent Directors, performance evaluation report of such Director or summary thereof shall be included in the explanatory statement.
Attendance slip and Proxy Form	Notice shall be accompanied, by an attendance slip and a Proxy form with clear instructions for filling, stamping, signing and/or depositing the Proxy form.
Business to be transacted at the General Meeting	<p>A Resolution shall be valid only if it is passed in respect of an item of business contained in the Notice convening the Meeting or it is specifically permitted under the Act. Items specifically permitted under the Act which may be taken up for consideration at the Meeting are :</p> <ol style="list-style-type: none"> Proposed Resolutions, the Notice of which has been given by Members; Resolutions requiring special Notice, if received with the intention to move; Candidature for Directorship, if any such Notice has been received. <p>Where special Notice is required of any Resolution and Notice of the intention to move such Resolution is received by the company from the prescribed number of Members, such item of business shall be placed for consideration at the Meeting after giving Notice of the Resolution to Members in the manner prescribed under the Act.</p> <p>Any amendment to the Notice, including the addition of any item of business, can be made provided the Notice of amendment is given to all persons entitled to receive the Notice of the Meeting at least twenty-one clear days before the Meeting.</p>
Postponement or cancellation of meeting	If, for reasons beyond the control of the Board, a Meeting cannot be held on the date originally fixed, the Board may reconvene the Meeting, to transact the same business as specified in the original Notice, after giving not less than three days intimation to the Members. The intimation shall be either sent individually in the manner stated in this Standard or published in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and in an English newspaper in English language, both having a wide circulation in that district.

(2) Frequency of Meetings

(i) Annual General Meeting	(ii) Extra-Ordinary General Meeting
Every company shall, in each Calendar Year, hold a General Meeting called the Annual General Meeting.	It may be held as and when required between two consecutive Annual General Meetings. Items of business other than Ordinary Business may be considered at an Extra-Ordinary General Meeting or by means of a postal ballot, if thought fit by the Board.

(3) Quorum:

- Quorum shall be present throughout the Meeting (from the commencement as well as when the business is transacted).
- Members need to be personally present at a Meeting to constitute the Quorum.
- Proxies shall be excluded for determining the Quorum.

(4) Presence of Directors and Auditors

(i) Directors

- If any Director is unable to attend the Meeting, the Chairman shall explain such absence at the Meeting.
- Directors who attend General Meetings of the company and the Company Secretary shall be seated with the Chairman.

(ii) Auditors

The Auditors, unless exempted by the company, shall, either by themselves or through their authorised representative, attend the General Meetings of the company and shall have the right to be heard at such Meetings on that part of the business which concerns them as Auditors.

(iii) Secretarial Auditor

The Secretarial Auditor, unless exempted by the company shall, either by himself or through his authorised representative, attend the Annual General Meeting and shall have the right to be heard at such Meeting on that part of the business which concerns him as Secretarial Auditor.

5. Chairman

(i) Appointment

- The Chairman of the Board shall take the Chair and conduct the Meeting.
- If the Chairman is not present within fifteen minutes after the time appointed for holding the Meeting, or if he is unwilling to act as Chairman of the Meeting, or if no Director has been so designated, the Directors present at the Meeting shall elect one of themselves to be the Chairman of the Meeting.
- If no Director is present within fifteen Minutes after the time appointed for holding the Meeting, or if no Director is willing to take the Chair, the Members present shall elect, on a show of hands, one of themselves to be the Chairman of the Meeting, unless otherwise provided in the Articles.
- If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act.
- In case of a private company, appointment of the Chairman shall be in accordance with this para, unless otherwise provided in the Articles.

(ii) Role of Chairman:

The Chairman shall explain the objective and implications of the Resolutions before they are put to vote at the Meeting.

In case of public companies, the Chairman shall not propose any Resolution in which he is deemed to be concerned or interested nor shall he conduct the proceedings for that item of business.

6. Proxies

(i) Right to Appoint

- A Member entitled to attend and vote is entitled to appoint a Proxy, or where that is allowed, one or more Proxies, to attend and vote instead of himself and a Proxy need not be a Member.
- A Proxy can act 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.
- This statement shall be stated with prominence in Notice calling the meeting and Notice shall be accompanied with Proxy Form as prescribed.
- Deposit of Proxies and Authorisations: This shall also be stated in the Notice with equal prominence that Proxies shall be deposited with the company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited.

Form of Proxy:

- An instrument appointing a Proxy shall be in the Form prescribed under the Act.
- An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
- Stamping of Proxies: An instrument of Proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- A Proxy form which does not state the name of the Proxy shall not be considered valid.
- Undated Proxy shall not be considered valid.
- A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.

(ii) Record of Proxies

- All Proxies received by the company shall be recorded chronologically in a register kept for that purpose.
- In case any Proxy entered in the register is rejected, the reasons therefor shall be entered in the remarks column.

7. Voting

(i) Proposing a Resolution at a Meeting

Every Resolution, except a Resolution which has been put to vote through Remote e-Voting or on which a poll has been demanded, shall be proposed by a Member and seconded by another Member. The fact of who proposes and who seconded the resolution shall be recorded in the minutes of the resolution.

(ii) Method of Voting:

- (1) **E-voting:** Every company having its equity shares listed on a recognized stock exchange other than companies whose equity shares are listed on SME Exchange or on the Institutional Trading Platform and other companies as prescribed shall provide e-voting facility to their Members to exercise their Voting Rights. Every company, which has provided e-voting facility to its Members, shall also put every Resolution to vote through a ballot process at the Meeting.
- (2) **Show of Hands:** Every company shall, at the Meeting, put every Resolution, except a Resolution

which has been put to Remote e-voting, to vote on a show of hands at the first instance, unless a poll is validly demanded.

- (3) **Poll:** The Chairman shall order a poll upon receipt of a valid demand for poll either before or on the declaration of the result of the voting on any Resolution on show of hands.

8. Conduct of e-voting

- Every company that is required or opts to provide e-voting facility to its Members shall comply with the provisions in this regard.
- Every company providing e-voting facility shall offer such facility to all Members, irrespective of whether they hold shares in physical form or in dematerialised form.
- The facility for Remote e-voting shall remain open for not less than three days.
- The voting period shall close at 5 p.m. on the day preceding the date of the General Meeting.
- Board Approval: The Board shall:
 - (a) appoint one or more scrutinisers for e-voting or the ballot process;
 - (b) appoint an Agency;
 - (c) decide the cut-off date for the purpose of reckoning the names of Members who are entitled to Voting Rights;
- Notice:
 - (i) *Mode of delivery of notice:* Notice of the Meeting, wherein the facility of e-voting is provided, shall be sent either by registered post or speed post or by courier or by e-mail or by any other electronic means.
 - (ii) *Advertisement:* An advertisement containing prescribed details shall be published, immediately on completion of despatch of Notices for Meeting but at least twenty one days before the date of the General Meeting, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated and having a wide circulation in that district and at least once in English language in an English newspaper, having country-wide circulation, and specifying therein, inter-alia the following matters, namely :
 - (a) A statement to the effect that the business may be transacted by e-voting;
 - (b) The date and time of commencement of Remote e-voting;
 - (c) The date and time of end of Remote e-voting;
 - (d) The cut-off date as on which the right of voting of the Members shall be reckoned;
 - (e) The manner in which persons who have acquired shares and become Members after the despatch of Notice may obtain the login ID and password;
 - (f) The manner in which company shall provide for voting by Members present at the Meeting;
 - (g) The statement that :
 - Remote e-voting shall not be allowed beyond the said date and time;
 - a Member may participate in the General Meeting even after exercising his right to vote through Remote e-voting but shall not be entitled to vote again; and

- a Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or vote, as the case may be, in the General Meeting;
- (h) Website address of the company, in case of companies having a website and Agency where Notice is displayed; and
- (i) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting.

Advertisement shall simultaneously be placed on the website of the company till the conclusion of Meeting, in case of companies having a website and of the Agency.

(iii) *Notice on website:* Notice shall simultaneously be placed on the website of the company, in case of companies having a website, and of the Agency. Such Notice shall remain on the website till the date of General Meeting.

(iv) *Contents of the Notice:*

- Notice shall inform the Members about procedure of Remote e-voting, availability of such facility and provide necessary information thereof to enable them to access such facility.
- Notice shall clearly state that the company is providing e-voting facility and that the business may be transacted through such voting.
- Notice shall describe clearly the Remote e-voting procedure and the procedure of voting at the General Meeting by Members who do not vote by Remote e-voting.
- Notice shall also clearly specify the date and time of commencement and end of Remote e-voting and contain a statement that at the end of Remote e-voting period, the facility shall forthwith be blocked.
- Notice shall also contain contact details of the official responsible to address the grievances connected with voting by electronic means.
- Notice shall clearly specify that any Member, who has voted by Remote e-voting, cannot vote at the Meeting.
- Notice shall also specify the mode of declaration of the results of e-voting.
- Notice shall also clearly mention the cut-off date as on which the right of voting of the members shall be reckoned and state that a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- Notice shall provide the details about the login ID and the process and manner for generating or receiving the password and for casting of vote in a secure manner.

9. Conduct of Poll

- When a poll is demanded on any Resolution, the Chairman shall get the validity of the demand verified and, if the demand is valid, shall order the poll forthwith if it is demanded on the question of appointment of the Chairman or adjournment of the Meeting and, in any other case, within forty-eight hours of the demand for poll.
- In the case of a poll, which is not taken forthwith, the Chairman shall announce the date, venue and time of taking the poll to enable Members to have adequate and convenient opportunity to exercise their vote. The Chairman may permit any Member who so desires to be present at the time of counting of votes.
- If the date, venue and time of taking the poll cannot be announced at the Meeting, the Chairman shall

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inform the Members, the modes and the time of such communication, which shall in any case be within twenty four hours of closure of the Meeting.

- Each Resolution put to vote by poll shall be put to vote separately. One ballot paper may be used for more than one item.
- Declaration of results: The scrutiniser(s) shall submit his report within seven days from the last date of the poll to the Chairman who shall countersign the same and declare the result of the poll within two days of the submission of report by the scrutiniser, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not.

In case Chairman is not available, for such purpose, the report by the scrutiniser shall be submitted to a person authorised by the Chairman to receive such report, who shall countersign the scrutiniser's report on behalf of the Chairman.

The result shall be announced by the Chairman or any other person authorised by the Chairman in writing for this purpose.

The Chairman of the Meeting shall have the power to regulate the manner in which the poll shall be taken and shall ensure that the poll is scrutinised in the manner prescribed under the Act.

In case of a private company, the declaration of result of poll shall be in accordance with this para, unless otherwise provided in the Articles.

- The result of the poll with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed for at least three days on the Notice Board of the company at its Registered Office and its Head Office as well as Corporate Office, if any, if such office is situated elsewhere, and in case of companies having a website, shall also be placed on the website.

10. Prohibition on Withdrawal of Resolutions

Following resolutions cannot be withdrawn:

- (i) Resolutions for items of business which are likely to affect the market price of the securities of the company shall not be withdrawn.
- (ii) Any resolution proposed for consideration through e-voting shall not be withdrawn.

11. Rescinding of Resolutions

A Resolution passed at a Meeting shall not be rescinded otherwise than by a Resolution passed at a subsequent Meeting.

12. Modifications to Resolutions

Modifications to any Resolution which do not change the purpose of the Resolution materially may be proposed, seconded and adopted by the requisite majority at the Meeting and, thereafter, the modified Resolution shall be duly proposed, seconded and put to vote.

13. Reading of Reports

- Auditor's Report: The qualifications, observations or comments or other remarks, if any, mentioned in the Auditor's Report on the financial transactions, which have any adverse effect on the functioning of the company shall be read at the Annual General Meeting and attention of the Members present shall be drawn to the explanations / comments given by the Board of Directors in their report.
- Secretarial Audit Report: The qualifications, observations or comments or other remarks if any,

mentioned in the Secretarial Audit Report issued by the Company Secretary in Practice, which have any material adverse effect on the functioning of the company, shall be read at the Annual General Meeting and attention of Members present shall be drawn to the explanations / comments given by the Board of Directors in their report.

14. Adjournment of Meetings

(i) *Notice of adjourned Meeting:*

- If a Meeting is adjourned sine-die or for a period of thirty days or more, a Notice of the adjourned Meeting shall be given in accordance with the provisions contained hereinabove relating to Notice.
- If a Meeting is adjourned for a period of less than thirty days, the company shall give not less than three days' Notice specifying the day, date, time and venue of the Meeting, to the Members either individually or by publishing an advertisement in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and in an English newspaper in English language, both having a wide circulation in that district.
- However, if a Meeting is adjourned for a period not exceeding three days and where an announcement of adjournment has been made at the Meeting itself, giving in the details of day, date, time, venue and business to be transacted at the adjourned Meeting, the company may also opt to give Notice of such adjourned Meeting either individually or by publishing an advertisement, as stated above.

- (ii) Any Resolution passed at an adjourned Meeting would be deemed to have been passed on the date of the adjourned Meeting and not on any earlier date.

15. Passing of Resolutions by postal ballot

Every company, except a company having less than or equal to two hundred Members, shall transact items of business as prescribed, only by means of postal ballot instead of transacting such business at a General Meeting.

The list of items of businesses requiring to be transacted only by means of a postal ballot is given at Annexure.

The Board may however opt to transact any other item of special business, not being any business in respect of which Directors or Auditors have a right to be heard at the Meeting, by means of postal ballot.

Ordinary Business shall not be transacted by means of a postal ballot.

Every company having its equity shares listed on a recognised stock exchange other than companies whose equity shares are listed on SME Exchange or on the Institutional Trading Platform and other companies which are required to provide e-voting facility shall provide such facility to its Members in respect of those items, which are required to be transacted through postal ballot.

Other companies presently prescribed are companies having not less than one thousand Members.

Nidhis are not required to provide e-voting facility to their Members.

Board Approval

The Board shall:

- (a) identify the businesses to be transacted through postal ballot;
- (b) approve the Notice of postal ballot incorporating proposed Resolution(s) and explanatory statement thereto;

- (c) authorise the Company Secretary or where there is no Company Secretary, any Director of the company to conduct postal ballot process and sign and send the Notice along with other documents;
- (d) appoint one scrutiniser for the postal ballot; Prior consent to act as a scrutiniser shall be obtained from the scrutiniser and placed before the Board for noting.
- (e) appoint an Agency in respect of e-voting for the postal ballot;
- (f) decide the cut-off date for reckoning Voting Rights and ascertaining those Members to whom the Notice and postal ballot forms shall be sent.

Only Members as on the cut-off date shall be entitled to vote on the proposed Resolution by postal ballot.

Notice

- Notice of the postal ballot shall be given in writing to every Member of the company. Such Notice shall be sent either by registered post or speed post, or by courier or by e-mail or by any other electronic means at the address registered with the company.
- The Notice shall be accompanied by the postal ballot form with the necessary instructions for filling, signing and returning the same.
- In case the Notice and accompanying documents are sent to Members by e-mail, these shall be sent to the Members' e-mail addresses, registered with the company or provided by the depository, in the manner prescribed under the Act.
- Such Notice shall also be given to the Directors and Auditors of the company, to the Secretarial Auditor, to Debenture Trustees, if any, and, wherever applicable or so required, to other specified recipients.
- An advertisement containing prescribed details shall be published at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, about having dispatched the Notice and the ballot papers.
- In case of companies having a website, Notice of the postal ballot shall simultaneously be placed on the website.
- Notice shall specify the day, date, time and venue where the results of the voting by postal ballot will be announced and the link of the website where such results will be displayed.
- Notice shall also specify the mode of declaration of the results of the voting by postal ballot.
- Notice of the postal ballot shall inform the Members about availability of e-voting facility, if any, and provide necessary information thereof to enable them to access such facility.
- In case the facility of e-voting has been made available, the provisions relating to conduct of e-voting shall apply, mutatis mutandis, as far as applicable.
- Notice shall describe clearly the e-voting procedure.
- Notice shall also clearly specify the date and time of commencement and end of e-voting, if any and contain a statement that voting shall not be allowed beyond the said date and time. Notice shall also contain contact details of the official responsible to address the grievances connected with the e-voting for postal ballot.
- Notice shall clearly specify that any Member cannot vote both by post and e-voting and if he votes both by post and e-voting, his vote by post shall be treated as invalid.

Contents of the advertisement:

The advertisement shall, inter alia, state the following matters:

- (a) a statement to the effect that the business is to be transacted by postal ballot which may include voting by electronic means;
- (b) the date of completion of dispatch of Notices;
- (c) the date of commencement of voting (postal and e-voting);
- (d) the date of end of voting (postal and e-voting);
- (e) the statement that any postal ballot form received from the Member after thirty days from the date of dispatch of Notice will not be valid;
- (f) a statement to the effect that Member who has not received postal ballot form may apply to the company and obtain a duplicate thereof;
- (g) contact details of the person responsible to address the queries/ grievances connected with the voting by postal ballot including voting by electronic means, if any; and
- (h) day, date, time and venue of declaration of results and the link of the website where such results will be displayed.

Notice and the advertisement shall clearly mention the cut-off date as on which the right of voting of the Members shall be reckoned and state that a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

Format of item proposed to be passed through postal ballot:

Each item proposed to be passed through postal ballot shall be in the form of a Resolution and shall be accompanied by an explanatory statement which shall set out all such facts as would enable a Member to understand the meaning, scope and implications of the item of business and to take a decision thereon.

Postal ballot forms

- The postal ballot form shall be accompanied by a postage prepaid reply envelope addressed to the scrutiniser.
- A single postal ballot form may provide for multiple items of business to be transacted.
- The postal ballot form shall contain instructions as to the manner in which the form is to be completed, assent or dissent is to be recorded and its return to the scrutiniser.
- The postal ballot form may specify instances in which such form shall be treated as invalid or rejected and procedure for issue of duplicate postal ballot forms.
- A postal ballot form shall be considered invalid if:
 - (a) A form other than one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the Member;
 - (c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;

- (g) The envelope containing the postal ballot form is received after the last date prescribed;
- (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (i) It is received from a Member who is in arrears of payment of calls;
- (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

A postal ballot form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

Declaration of results

- The scrutiniser shall submit his report within seven days from the last date of receipt of postal ballot forms to the Chairman or a person authorised by him, who shall countersign the same and declare the result of the postal ballot on the date, time and venue specified in the Notice, with details of the number of votes cast for and against the Resolution, invalid votes and the final result as to whether the Resolution has been carried or not.
- The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not, along with the scrutiniser's report shall be displayed for at least three days on the Notice Board of the company at its Registered Office and its Head Office as well as Corporate Office, if any, if such office is situated elsewhere, and also be placed on the website of the company, in case of companies having a website.
- The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.

Rescinding the Resolution

A Resolution passed by postal ballot shall not be rescinded otherwise than by a Resolution passed subsequently through postal ballot.

Modification to the Resolution

No amendment or modification shall be made to any Resolution circulated to the Members for passing by means of postal ballot.

16. Minutes

Every company shall keep Minutes of all Meetings. Minutes kept in accordance with the provisions of the Act evidence the proceedings recorded therein. Minutes help in understanding the deliberations and decisions taken at the Meeting.

(i) Maintenance of Minutes

- Minutes shall be recorded in books maintained for that purpose.
- A distinct Minutes Book shall be maintained for Meetings of the Members of the company, creditors and others as may be required under the Act.
- Resolutions passed by postal ballot shall be recorded in the Minutes book of General Meetings.
- Minutes may be maintained in electronic form in such manner as prescribed under the Act and as may be decided by the Board. Minutes in electronic form shall be maintained with Time stamp. A company shall, however, follow a uniform and consistent form of maintaining the Minutes. Any

deviation in such form of maintenance shall be authorised by the Board.

- The pages of the Minutes Books shall be consecutively numbered. This shall be followed irrespective of a break in the Book arising out of periodical binding in case the Minutes are maintained in physical form. This shall be equally applicable for maintenance of Minutes Book in electronic form with Time stamp. In the event any page or part thereof in the Minutes Book is left blank, it shall be scored out and initialled by the Chairman who signs the Minutes.
- Minutes shall not be pasted or attached to the Minutes Book, or tampered with in any manner.

(ii) Contents of Minutes

(a) General Contents

- Minutes shall state, at the beginning the Meeting, name of the company, day, date, venue and time of commencement of the Meeting.
- Minutes of Annual General Meeting shall also state the serial number of the Meeting.
- In case a Meeting is adjourned, the Minutes shall be entered in respect of the original Meeting as well as the adjourned Meeting. In respect of a Meeting convened but adjourned for want of Quorum a statement to that effect shall be recorded by the Chairman or any Director present at the Meeting in the Minutes.
- Minutes shall record the names of the Directors and the Company Secretary present at the Meeting.
- The names of the Directors shall be listed in alphabetical order or in any other logical manner, but in either case starting with the name of the person in the Chair.

(b) Specific Contents

Minutes shall, inter alia, contain:

- The Record of election, if any, of the Chairman of the Meeting.
- The fact that certain registers, documents, the Auditor's Report and Secretarial Audit Report, as prescribed under the Act were available for inspection.
- The Record of presence of Quorum.
- The number of Members present in person including representatives.
- The number of Proxies and the number of shares represented by them.
- The presence of the Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee or their authorised representatives.
- The presence if any, of the Secretarial Auditor, the Auditors, or their authorised representatives, the Court/ Tribunal appointed observers or scrutinisers.
- Summary of the opening remarks of the Chairman.
- Reading of qualifications, observations or comments or other remarks on the financial transactions, which have any adverse effect on the functioning of the company, as mentioned in the report of the Auditors.
- Reading of qualifications, observations or comments or other remarks, which have any material adverse effect on the functioning of the company, as mentioned in the report of the Secretarial Auditor.

- Summary of the clarifications provided on various Agenda Items.
 - In respect of each Resolution, the type of the Resolution, the names of the persons who proposed and seconded and the majority with which such Resolution was passed.
 - Where a motion is moved to modify a proposed Resolution, the result of voting on such motion shall be mentioned. If a Resolution proposed undergoes modification pursuant to a motion by shareholders, the Minutes shall contain the details of voting for the modified Resolution.
 - In the case of poll, the names of scrutinisers appointed and the number of votes cast in favour and against the Resolution and invalid votes.
 - If the Chairman vacates the Chair in respect of any specific item, the fact that he did so and in his place some other Director or Member took the Chair.
 - The time of commencement and conclusion of the Meeting.
- (c) **In respect of Resolutions passed by e-voting or postal ballot:** Following shall be recorded in the Minutes Book and signed by the Chairman or in the event of death or inability of the Chairman, by any Director duly authorised by the Board for the purpose, within thirty days from the date of passing of Resolution by e-voting or postal ballot:
- a brief report on the e-voting or postal ballot conducted including the Resolution proposed,
 - the result of the voting thereon and the summary of the scrutinsiser's report

(d) **Recording of Minutes**

Minutes shall contain a fair and correct summary of the proceedings of the Meeting.

The Company Secretary shall record the proceedings of the Meetings. Where there is no Company Secretary, any other person authorised by the Board or by the Chairman in this behalf shall record the proceedings.

The Chairman shall ensure that the proceedings of the Meeting are correctly recorded.

The Chairman has absolute discretion to exclude from the Minutes, matters which in his opinion are or could reasonably be regarded as defamatory of any person, irrelevant or immaterial to the proceedings or which are detrimental to the interests of the company.

(e) **Minutes shall be written in clear, concise and plain language.**

Minutes shall be written in third person and past tense. Resolutions shall however be written in present tense.

Minutes need not be an exact transcript of the proceedings at the Meeting.

(f) **Each item of business taken up at the Meeting shall be numbered:** Numbering shall be in a manner which would enable ease of reference or cross-reference.

(g) **Entry in the Minutes Book**

- Minutes shall be entered in the Minutes Book within thirty days from the date of conclusion of the Meeting. In case a Meeting is adjourned, the Minutes in respect of the original Meeting as well as the adjourned Meeting shall be entered in the Minutes Book within thirty days from the date of the respective Meetings.
- The date of entry of the Minutes in the Minutes Book shall be recorded by the Company Secretary.

Where there is no Company Secretary, it shall be entered by any other person authorised by the Board or the Chairman.

- Minutes, once entered in the Minutes Book, shall not be altered.

(h) Signing and Dating of Minutes

- Minutes of a General Meeting shall be signed and dated by the Chairman of the Meeting or in the event of death or inability of that Chairman, by any Director who was present in the Meeting and duly authorised by the Board for the purpose, within thirty days of the General Meeting.
- The Chairman shall initial each page of the Minutes, sign the last page and append to such signature the date on which and the place where he has signed the Minutes.
- Any blank space in a page between the conclusion of the Minutes and signature of the Chairman shall be scored out.
- If the Minutes are maintained in electronic form, the Chairman shall sign the Minutes digitally.

17. Report on Annual General Meeting

Every listed public company shall prepare a report on Annual General Meeting in the prescribed form, including a confirmation that the Meeting was convened, held and conducted as per the provisions of the Act.

Such report which shall be a fair and correct summary of the proceedings of the Meeting shall contain:

- (a) the day, date, time and venue of the Annual General Meeting;
- (b) confirmation with respect to appointment of Chairman of the Meeting;
- (c) number of Members attending the Meeting;
- (d) confirmation of Quorum;
- (e) confirmation with respect to compliance of the Act and Standards with respect to calling, convening and conducting the Meeting;
- (f) business transacted at the Meeting and result thereof with a brief summary of the discussions;
- (g) particulars with respect to any adjournment, postponement of Meeting, change in venue; and
- (h) any other points relevant for inclusion in the report.

Such report shall be filed with the Registrar of Companies within thirty days of the conclusion of the Annual General Meeting.

18. Disclosure

The Annual Return of a company shall disclose the date of Annual General Meeting held during the financial year.

In addition, Form No. MGT-7 (Format of Annual Return) prescribed by MCA for this purpose requires all companies to disclose the dates of all General Meetings held during the financial year, total number of Members entitled to attend the Meeting, and number of Members who attended the Meeting along with their total shareholding.

PRACTICAL ASPECTS OF DRAFTING RESOLUTIONS AND MINUTES

Resolutions

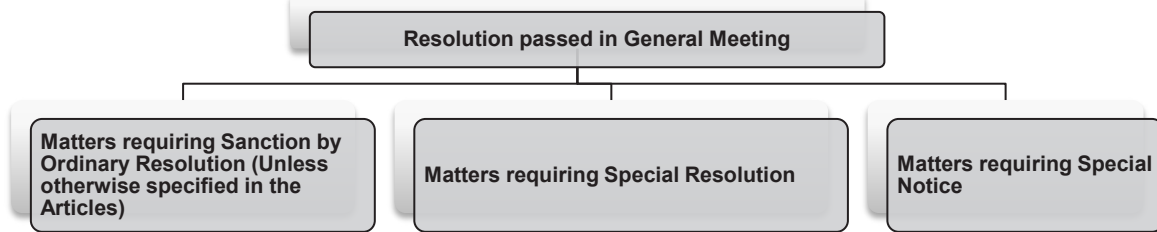
All resolutions, no matter how simple they are, should be drafted in clear and distinct terms since resolutions

embody the decisions of the meetings. The following points should be remembered while drafting resolutions, both for Board and general meetings :

- (a) All essential facts are included in the resolution - e.g., the resolution for re-appointment of a managing director should indicate that the re-appointment is subject to the approval of the Central Government if approval of the Central Government is required and should also cover the period of appointment, terms and conditions of such appointment.
- (b) Surplus and meaningless words or phrases should not be included in resolutions.
- (c) Reference to documents approved at a meeting should be clearly identified, e.g., the re-appointment of a managing director should indicate that such appointment is on the terms and conditions contained in the draft agreement, a copy of which was placed before the meeting and initialled by the chairman for the purpose of identification.
- (d) Resolutions must indicate the relevant provisions or sections of the Act and the Rules pursuant to which they are being passed.
- (e) If a resolution is one which requires the approval of the Central Government or confirmation of the National Company Law Tribunal/Court, this must be stated in the resolution.
- (f) A resolution must indicate when it will become effective.
- (g) A resolution must confine itself to one subject matter and two distinct matters should not be covered in one resolution.
- (h) A resolution should be crisp, concise and precise and should be flexible enough to take care of eventualities.
- (i) Where lengthy resolutions have to be approved, they should be divided into paragraphs and should be arranged in their logical order having regard to the subject matter of the resolution.
- (j) A resolution must be so drafted that anybody not present at the meeting or anybody referring to it at a later date will know clearly what the decision was at that meeting without referring to any other document.

How to draft a resolution? (Points to be remembered)

- Resolution use to be closed within “.....” (inverted quomas)
- It use to begin with “RESOLVED THAT.....”
- Mention the sections of Companies Act 2013, rules made thereunder or provisions of any other law pursuant to which decision is made. E.g. RESOLVED THAT pursuant to the provisions of section 161 of the Companies Act,2013 and rules thereunder, and other applicable provisions of law for the time being in force,.....
- If resolution further requires approval of Central Govt or general meeting or any other authority, it shall specifically specify the authority whose approval is required e.g. RESOLVED THAT subject to approval of Central Govt under sec.... of Companies Act 2013 or rules made thereunder or any other law for the time being in force,
- In case of resolution passed at general meeting, it shall be specifically mentioned in the notice convening the meeting that whether it is Ordinary resolution or Special resolution.
- For filing forms with RoC and other authorities, authorize a person e.g. FURTHER RESOLVED THAT Mr....., director (DIN..) is authorized to execute, sign and do all other acts and deeds as may be required to give effect to this resolution.



- (i) To change name applied by furnishing wrong or incorrect information [Section 4(5)(ii)]
- (ii) To rectify the name of the company [Section 16(1)];
- (iii) After the Capital Clause of MOA for Limited Company having share capital [Section 13]
- (iv) Conversion of unlimited company into limited company [Section 65]
- (v) Acceptance of public deposit [Section 73(2)]
- (vi) Authorize a representative to participate in a general meeting [Section 113(1)]
- (vii) Appointment of auditor [Section 39]
- (viii) Removal of a Director [Section 169(1)]
- (ix) Company to have Board of directors [Section 149]
- (x) Appointment of directors [Section 152]
- (xi) Appointment of managing or whole time director [Section 196(4)]
- (xii) Re – appointment of retiring director
- (xiii) Remuneration of director [Section 197]
- (xiv) Related Party Transaction in certain companies or above certain threshold limit [Section 188(1)]

- (1) Alteration of article under entrenchment [Sec 5(3)]
- (2) Shifting of Registered Office outside local limit [Sec 12(5)]
- (3) Alteration of Memorandum [Sec 13(1)]
- (4) Change in object clause where money raised from public through prospectus and still has unutilized amount out of the money so raised [Sec 13(8)]
- (5) Conversion of private company into public company and vice versa [Sec 14(1)]
- (6) Conversion of private company into one person company
- (7) Variation in the terms of a contract referred to in the prospectus or objects for which the prospectus was issued [Sec 27(1)]
- (8) Issue of Global Depository Receipt [Sec 41]
- (9) Variation of Shareholders rights [Sec 48(1)]
- (10) Issue of sweet equity shares [Sec 54(1)]
- (11) Issue of share capital under employee's stock options [Sec 62(1)(b)]
- (12) Issue of share capital to any person other than members or employees [Sec 62(1)(c)]
- (13) Issue of convertible debenture [Sec 62(1)(c)]
- (14) Reduction of Share Capital [Sec 66(1)]
- (15) Funding of purchase of share by trust for benefit of employees [Sec 67(3)]
- (16) Buy back of shares other than through Board Resolution [Sec 68(2)]
- (17) Issue of Convertible Debenture [Sec 71(1)]
- (18) Place of keeping registers and returns other than registered office [Sec 94(1)]
- (19) Removal of auditor before expiry of term [Sec 140(1)]
- (20) Appointment of more than fifteen directors [Sec 149(1)] and (21) Re- appointment of retiring independent director [Sec 149(10)]
- (23) Specify a lesser number of companies in which a director may be a director [Sec 165(2)]
- (24) Exercise of restricted powers by Board [Sec 180(1)]
- (25) Approval of certain non – cash transaction with directors [Sec 192(1)]
- (26) Appointment of managing director or whole time director or manager who has attained age of seventy [Sec 196(2)]
- (27) Appointment of managing or whole – time director or manager on certain terms [Sec 197(4)]
- (28) Request for investigation of affairs of the Company [Sec 210(1)]
- (29) Removal of the name of the company from the Register of Companies [Sec 248(2)]
- (30) Resolution for winding up of company by Tribunal [Sec 271(1)]
- (31) Applicability of Table – F of Schedule – I on company registered under Part – I of Chapter – XXI [Section 371(3)]

- (a) Resolution for appointment of an auditors other the retiring auditor at an annual general meeting [Section 140(4)].
- (b) Resolution at an annual general meeting to provide that a retiring auditor shall not be re-appointed [Section 140].
- (c) Resolution to remove a director before the expiry of his period of office [Section 169(2)]
- (d) Resolution to appoint another director in place of the removed director [(Section 169(5)]

Annexure I

Specimen Attendance Slip

Name of the Company

Registered Address

CIN - **Email-** **Telephone:**

Website:

ATTENDANCE SLIP

..... (Meeting Number) (Date)

Folio No. / DP ID Client ID No.

Name of First named Member/Proxy/ Authorised Representative

Name of Joint Member(s), if any:

No. of Shares held

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the(Meeting number) Annual General Meeting of the Company being held on(Day & Date) at(time) at (Venue address).

.....

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s) : 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

Annexure II

Specimen Notice of Annual General Meeting

Name of the Company

Registered Address

CIN - **Email-** **Telephone:**

Website:

NOTICE OF (Meeting Number) ANNUAL GENERAL MEETING NOTICE is hereby given that the (Meeting Number) Annual General Meeting of the Members of (Name of the Company) will be held on (day), the (date), 20....., at am/ p.m. at (address) to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended 31st March, and the Reports of the Board of Directors and the Auditors.

2. To declare dividend for the financial year ended 31st March,
3. To appoint a Director in place of Mr. (DIN), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. (DIN), who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. (DIN), who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint Statutory Auditors and to determine their remuneration. For this purpose, to consider and if deemed fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s., Chartered Accountants, (Firm Registration No.....) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company (~~subject to ratification of their appointment at every AGM~~), at a remuneration of Rs./- (Rupees only) for the year and Rs./- (Rupees only) per year for the subsequent years plus reimbursement of out of pocket expenses and service tax, as applicable.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

A company sending notices for Annual General Meeting on or after 7th May 2018 is not required to include ratification of the auditor as its agenda item. [The Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 7th May 2018]

OR

Approval of Remuneration of Statutory Auditors appointed by CAG

To consider and if deemed fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to Section 142 of the Companies Act 2013, and other applicable provisions, if any, of the Companies Act, 2013, the remuneration of the Statutory Auditors appointed by Comptroller & Auditor General of India (C & AG) under Section 139(5) of the said Act, be and is hereby fixed at Rs./- for the year 201.....-1.....”

Special Business:

7. To appoint Mr. as Director.

To consider, and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. (DIN), who was appointed as an Additional Director of the Company with effect from, 20..... by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mr. for the

office of Director, be and is hereby appointed with effect from the date of this Meeting as a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors

For

.....(Signature)

Place :

.....(Name)

Date :20....

Director/ Company Secretary

DIN/ACS/FCS No.

Notes :

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the Company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 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 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.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. Route-map to the venue of the Meeting is provided at the end of the Notice / Page no. of the Annual Report.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from to (both days inclusive).
10. The dividend on shares as recommended by the Board, if approved at the Annual General Meeting, will be paid within thirty days from the date of declaration to those Members or their mandatees whose names appear:

(a) as Members in the Register of Members of the Company on , and

- (a) as beneficial owners on that date as per the lists to be furnished by in respect of shares held in electronic form.

11. Unclaimed / Unpaid Dividend:

Pursuant to Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013, once notified), dividend for the financial year ended 31st March, _____ which remains unclaimed for a period of seven years, become due for transfer on (date) to the Investor Education and Protection Fund of the Central Government. Members who have not claimed their dividend for the above mentioned year are requested to make their claim to the Share Department of the Company at the Registered Office of the Company or to the Registrar and Share Transfer Agents of the Company at (address) as early as possible but not later than (date).

11. The Company has already transferred unclaimed dividend declared for the financial year ended 31st March, and earlier periods to the Investor Education and Protection Fund. Members who have so far not claimed or collected their dividends for the said period may claim their dividend from the Registrar of Companies,, by submitting an application in the prescribed form.
12. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. In case you wish to get a physical copy of the Annual Report, you may send your request to (email) mentioning your folio/DP ID and Client ID. Annual Reports is also available in the Financials section on the website of the Company at
14. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e mail ID's with their respective DP in case the same is still not registered. Members are also requested to notify any change in their email ID or bank mandates or address to the Company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
15. Members holding shares in electronic form may please note that their bank details as furnished to the respective Depositories will be printed on their dividend warrants as per the applicable regulations. The Company will not entertain any direct request from such Members for deletion or change of such bank details. Instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form.
16. Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of the Meeting.
17. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

18. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
19. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request.
20. In accordance with the provisions of Articleof the Articles of Association of the Company, Mr., Mr. and Mr. will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election. Further, Mr. was appointed as an Additional Director and retires at the Annual General Meeting and the Company has received a notice for his appointment at the Annual General Meeting. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information in respect of Directors seeking election, those retiring by rotation and seeking reappointment at the Annual General Meeting is given elsewhere in the Annual Report.
21. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility of exercising their right to vote electronically on the items mentioned in this Notice. The Company has appointed Mr. as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The voting period begins on,, 201.... at 10:01 hrs. and will end on,, 201.... at 17:00 hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of, 201..., may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

The Company has signed an agreement with (agency) for facilitating e-voting to enable the Shareholders to cast their vote electronically. The instructions for shareholders voting electronically are given at page no. of the Annual Report.
22. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results alongwith the Scrutinizer's Report shall be placed on the website of the Company within 2 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to (Stock Exchange).

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 7 of the accompanying Notice dated

Item No. 7

Mr. who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 effective, holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from a Member signifying her intention to propose the candidature of Mr. for the office of Director.

A brief profile of Mr., as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been given elsewhere in this Notice.

Mr. is not a Director of any other public limited company in India. He is a Member of the Audit Committee and the Investment Committee of He does not hold any share in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way. The Board of Directors considers it in the interest of the Company to appoint Mr. as a Director.

By Order of the Board of Directors

For

.....(Signature)

Place :

.....(Name)

Date :20....

Director/ Company Secretary

DIN/ACS/FCS No.

Annexure III

Specimen Notice of Extra-Ordinary General Meeting

Name of the Company

Registered Address

CIN - Email- Telephone:

Website:

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of (name of Company) will be held on..... (day), (date) ata.m./p.m. at (address) to transact the following **special business**:

1. Shifting of Registered Office

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED that pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Regional Director, the Registered Office of the Company be shifted from the (Name of State) to the (Name of State).

RESOLVED FURTHER that Clause - II of the Memorandum of Association of the Company be altered by substitution of the words in place of the words

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to file the necessary petition(s) before the Regional Director, Region for confirmation of the alteration of Clause - II of the Memorandum of Association of the Company as aforesaid and to carry out all other acts and deeds as are necessary in connection therewith, including compliance of directions, if any, of the concerned authorities.”

2. Appointment of Mr. as Director

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013, approval of the Company be and is hereby accorded for appointment of Mr. (DIN No.....), as an Independent Director of the Company to hold the office for a period of 3 years i.e. up

to, AND THAT by virtue of subsection (13) of Section 149 of the Companies Act, 2013 he shall not be liable to retire by rotation.”

By Order of the Board of Directors

For

.....(Signature)

Place :

.....(Name)

Date :20....

Director/ Company Secretary

DIN/ACS/FCS No.

Notes :

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the Company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 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 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.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DPID numbers and those who holds shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. Route-map to the venue of the Meeting is provided at the end of the Notice.
9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility of exercising their right to vote electronically on the items mentioned in this Notice. The Company has appointed Mr. as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The voting period begins on,, 201... at 10:01 hrs. and will end on,, 201... at 17:00 hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of, 201..., may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.