



**LETTER HEAD OF COMPANY**

NOTICE IS HEREBY GIVEN THAT THE \_\_\_\_\_th ANNUAL GENERAL MEETING OF THE (NAME OF THE COMPANY) WILL BE HELD ON (DAY), (DATE) AT (TIME OF THE MEETING) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

**Item No. 1 - Adoption of Financial Statement:**

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors (“the Board”) and auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**Item No. 2: Appointment/Re-Appointment of Auditor**

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under, as amended from time to time, M/s. \_\_\_\_\_, Chartered Accountants, (FRN No. \_\_\_\_\_) be and is hereby appointed/re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the \_\_\_\_\_ AGM of the Company to be held in the year 2029, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditor.



**Item No. 3: Declaration of Dividend:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT the Dividend for \_\_\_\_\_ no. of equity @Rs. \_\_\_\_\_ per equity shares of face value of Rs. \_\_\_\_\_ each for the period from April 01, 2023 to March 31, 2024 approved by Board of Directors and be and is hereby confirmed for the Financial Year 2023-2024.”

**SPECIAL BUSINESS:**

**Item no. 4: Regularization of appointment of Mr. \_\_\_\_\_ (DIN: \_\_\_\_\_):**

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, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, Mr. \_\_\_\_\_ (DIN: \_\_\_\_\_), who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on \_\_\_\_\_ to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Director of the Company”.

Dated:

For and on behalf of the Board of  
Directors

Place:

**(Name of the Company)**

**Name of the Director**  
(Designation)

DIN \_\_\_\_\_

Add:  
\_\_\_\_\_



**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its Ministry's General Circular No. 20/2020 dated 05.05.2020 and General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 (collectively referred to as 'MCA Circulars') permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. Members are requested to notify changes (if any, in their address, email i.d., nominations etc.) in their address if any to the Company.
3. Notice of the AGM and the annual report for the F.Y. 2022-23 are being sent electronically to the Members whose email i.ds are registered with the Company unless any Member has requested for a physical copy of the same.
4. The deemed venue for e-AGM shall be the Registered Office of the Company  
\_\_\_\_\_.
5. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
7. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

8. ~~In case of joint holders, the member whose name appears as the first holder in the order~~  
of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.



9. In terms of the provisions of Section 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC on their behalf and participate there, including cast votes by electronic means.
10. The proceedings of the Meeting will be recorded as required under Companies Act, 2013 read with rules made and circulars issued thereunder. The Company shall maintain a recorded transcript of the meeting in safe custody and shall make the same available on the Company's website, as soon as possible.
11. The Company has been maintaining, inter alia, the following statutory registers at its registered office at \_\_\_\_\_:
- i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
- In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member from during the continuance of the meeting.
12. Members who need technical assistance before or during the e-AGM can contact at \_\_\_\_\_

**Instructions for attending/joining the e-AGM:**

Members will be able to attend the e-AGM through VC/OAVM by following procedure:

- i. The link for e-AGM will be made available on the Email Id of the shareholders as registered with the company. Enter the login credentials i.e. User ID and password mentioned in your email. After entering the details appropriately, click on LOGIN.



- ii. Members are advised that facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after scheduled time. The video-conference shall allow for two way teleconferencing for the ease of participation of the members and the participants.
- iii. Members are requested to cast their vote by a show of hands in the meeting unless demand for poll is made by any Member or Chairman. If demand for poll is made by Chairman or any Member, Members are requested to convey their assent or dissent on the resolution by sending emails through their registered email address on \_\_\_\_\_. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
- iv. Members are encouraged to join the meeting through Laptops for better experience.
- v. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- vi. While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.



**EXPLANATORY STATEMENTS U/S. 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 4:**

\_\_\_\_\_ (DIN: \_\_\_\_\_) was appointed as an Additional Director w.e.f. \_\_\_\_\_ in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013 \_\_\_\_\_ (DIN: \_\_\_\_\_) holds office up to the date of the ensuing Annual General Meeting.

The Board feels that presence of Mr. \_\_\_\_\_ (DIN: \_\_\_\_\_) on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

Dated:

Place:

For and on behalf of the Board of  
Directors

**(Name of the Company)**

**Name of the Director**

(Designation)

DIN \_\_\_\_\_

Add:  
\_\_\_\_\_

