# JAHANGIR TUTORIALS

## COMPANY SECRETARY CLASSES

# COPANY LAW
# DRAFT FORMATS

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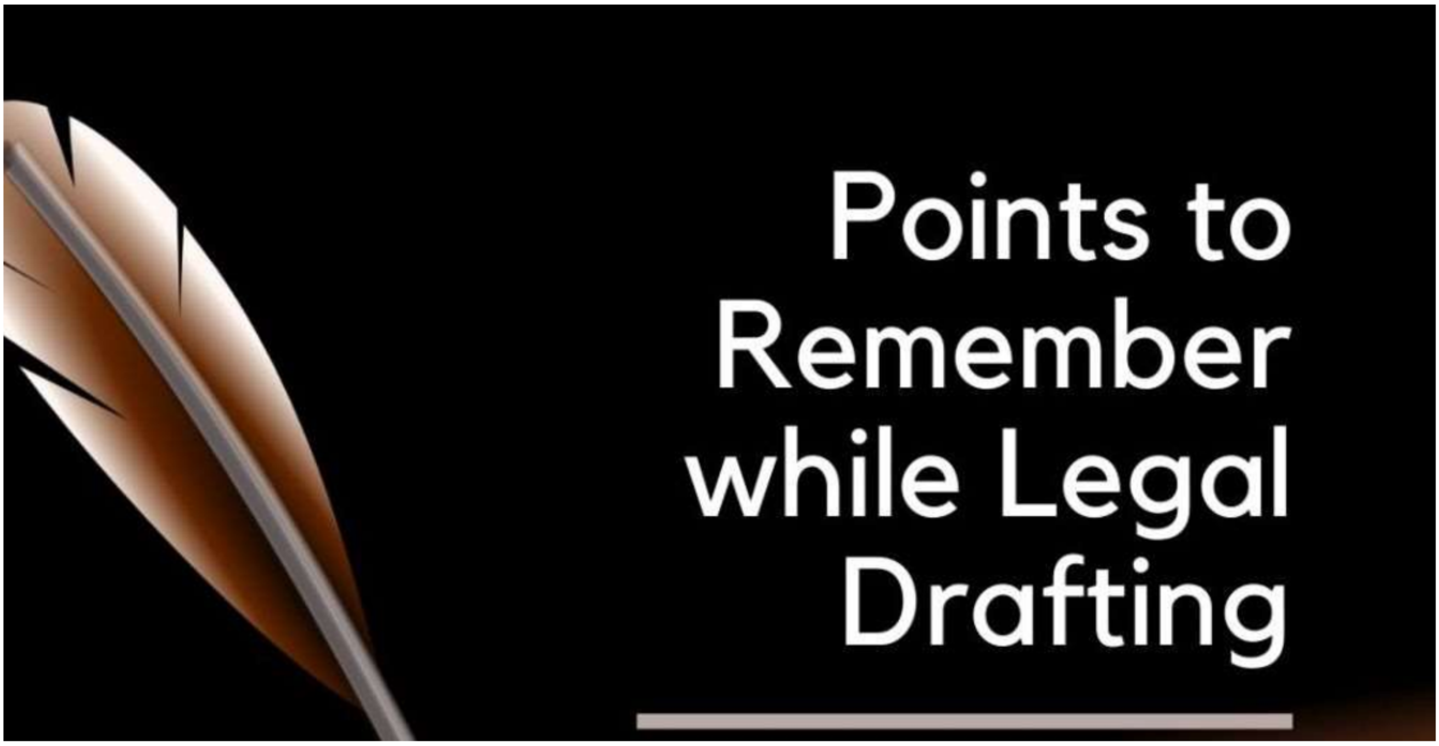
Points to
Remember
while Legal
Drafting


# Company Resolutions, Notices, Meetings & Minutes

**BOARD MEETING FORMATS**

## Annexure

### Draft Specimen Notice of a Board Meeting

Name of the Company ................................................

Registered Address ..................................................................

CIN - ............................. Email- ............................. Telephone: .............................

**Website: .............................**

**NOTICE OF ........................ (SERIAL NUMBER OF MEETING) BOARD MEETING**

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)

**GENERAL MEETING FORMATS**

## Annexure

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 _________________________ Statutory Auditors and to determine their remuneration.

**Special Business:**

5. 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.

**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. 5**

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 and secretarial standards, has been annexed to 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.

## RESOLUTION DRAFT FORMAT

## TITLE

"**RESOLVED THAT** pursuant to the provisions of Section______read with Rule______of the Companies ______________Rule, 2014 and other provisions, applicable, if any, of the Companies Act, 2013, and subject to the approval of the Shareholders of the Company, consent of the Board of Directors of the Company be and is hereby accorded to TITLE

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised for and on behalf of the Company to to sign and file necessary forms/ documents with the Registrar of Companies and make entries, as appropriate, in the registers of the company.

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.

**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."

***Pluto Ltd. was incorporated on 10th June, 2013 in Delhi and is engaged in thebusiness of providing specialized catering services for corporate events. The Board of directors proposed to venture into event management services, whichrequires the alteration of the object clause of the Memorandum of Associationof the company. Draft the necessary resolution assuming relevant data. (4 marks)***

## Answer)

Shareholder's Resolution to be passed in the General Meeting of Pluto Ltd for Alteration of Object Clause in MOA:

RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, as amended from time to time, and subject to the consent of the members in General meeting and subject to the approval of the Registrar of Companies ("ROC") and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the company, be and is hereby altered byinserting the following sub clause under Part- A of Clause III, after the existing sub- clause 2 and the remaining sub-clauses be re-numbered accordingly:

"To conduct the business, in and outside India, of event management service on variety of areas including corporate events (product launches, press conferences, corporate meetings and conferences), marketing programs (road shows, grand openingevents), and special corporate hospitality events like concerts, award ceremonies, filmpremiers, launch/release parties, fashion shows, commercial events, private and personalevents such as weddings, birthday celebrations and such other events of like nature."

"RESOLVER FURTHER that any director of the company, be and is hereby severallyauthorized to file, sign, verify and execute all such e-forms, or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution."

***Question***

*Provide a specimen of board resolution for preparation of annual report in abridgedform for mailing to the members. Assume facts and figures for the purposes ofmentioning in the resolution. (5 marks)*

**Answer )**

**The Board Resolution for preparation of Annual Report in abridged form**

"**RESOLVED THAT** pursuant to the provisions of second proviso of Section 136(1)of the Companies Act, 2013 and Rule 10 of the Companies (Accounts) Rules 2014, theAnnual Report comprising of the Balance Sheet, Profit and Loss Account and other relevant documents to be attached to the financial statements in abridged form for the financial year ended 31st March also, to be prepared, finalised and audited in the prescribed Form No. AOC – 3 for sending to the members of the company."

"**RESOLVED FURTHER THAT** the draft audited financial statement containing salientfeatures of financial statements for the year ended 31st March, ............................................ , prepared in the prescribed Form No. AOC-3 as submitted to the meeting, be and are hereby approvedand the same be authenticated by the directors of the company as required under Section136 of the Companies Act, 2013 and be sent to the statutory auditors of the company fortheir report thereon and thereafter be sent to the members of the company for adoptionat the ensuing annual general meeting of the company."

Annexure

**Specimen Minutes of Annual General Meeting**

MINUTES OF THE PROCEEDINGS OF THE .....................( Number of Meeting ) ANNUAL GENERAL MEETING OF .................... ( Name of the Meeting ) HELD ON .................... ( day ), ....................... ( date ) 20... A T ...... ................................. ( address )

**Time of commencement ........................** a.m./p.m.

**Time of conclusion ...........................** a.m./p.m.

The following were present:

1. Mr. W (in the Chair)
2. Mr. B (Director and Member)
3. Mr. C (Director)
4. Mr. D (Director and Member)
5. Mr. E. (Director and Chairman of Audit Committee)
6. Mr. F (Company Secretary)
7. (Members present in person) [state number]
8. .................... representing ...........................shares (Members present by Proxy) [state number]
9. Mr. G, Partner of M/s. ........................ , Chartered Accountants, Auditors of the Company, waspresent.

**Mr. H, Practising Company Secretary, Secretarial Auditor of the Company, was also present.**

1. **CHAIRMAN**

In accordance with Article ........................... of the Articles of Association, Mr. W, Chairman of the Board of Directors, took the Chair.

{OR Mr. B was elected Chairman of the Meeting, in terms of Article .............. of the Articles of Association of the Company}.

The Chairman welcomed the Members and introduced the Directors seated on the dais.

The Chairman stated that Mr.......... and Mr.........Directors, could not attend the Meeting due to ....................(explain the reason for absence).

Quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business.

The following documents / Registers of the Company remained open and accessible for inspection during the continuance of the AGM:

(a) Financial Statements for the financial year ended 31st March, ...................., including the Consolidated Financial Statements for the said financial year, and the Reports of the Board of Directors and the Auditors.

(b) Register of Directors and Key Managerial Personnel and their shareholding.

(c) Register of Contracts or Arrangements in which Directors are interested

With the consent of the Members present, the Notice convening the Annual General Meeting of the Company was taken as read.

The Chairman delivered his speech.

The business of the Meeting as per the Notice thereof was thereafter taken up item wise.

**1. Adoption of Consolidated and Standalone Financial Statements**

The Chairman requested Mr................................. to read the Ordinary Resolution for the adoption of the Financial Statements for the year ended 31st March, 20................ and Mr ............................ read out the Ordinary Resolution as follows:

"RESOLVED that the Financial Statements of the Company for the year ended 31 st March, 20. ........................ , including Consolidated Financial Statements for the said financial year, along with the Reports of the Board of Directors and the Auditors, as circulated to the Members and laid before the Meeting, be and are hereby approved and adopted."

After the above Resolution was proposed and seconded, but before it was put to vote, the Chairman invited Members (other than those present by Proxy) to make observations and comments, if any, on the Report and financial statements, as well as on the other Resolutions set out in the Notice convening the Meeting.

Some Members made their observations and comments and raised queries on the Annual Report and Financial Statements and other items set out in the Notice and the Chairman answered their queries.

Before putting the Resolution to vote, the Chairman reminded the Meeting that Proxies were not eligible to vote on a show of hands. Thereafter, the Chairman put the Resolution for the adoption of the Financial Statements, Consolidated Financial Statements and the Reports thereon to vote as an Ordinary Resolution.

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried by the requisite majority.

**2. Declaration of Dividend**

Proposed by : Mr. .............................................

Seconded by : Mr. .............................................

The following Resolution having been proposed and seconded by the aforementioned two Members, was put to vote as an Ordinary Resolution:

"RESOLVED that the dividend @ Rs.................. on the equity shares of Rs. 10/Re.1/ - each, fully paid-up, be and is hereby declared for payment, to those Members whose names appear on the Company's Register of Members on .............. 20. ".

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

**3. Appointment of Director**

Proposed by : Mr. .............................................

Seconded by : Mr. .............................................

The following Resolution having been proposed and seconded by the aforementioned two Members, was put to vote as an Ordinary Resolution:

"RESOLVED that pursuant to Section 152 of the Companies Act, 2013, Mr. A, who retires by rotation and, being eligible for re-appointment, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

**4. Appointment of Director**

Proposed by : Mr. .............................................

Seconded by : Mr. ............................................

The following Resolution having been proposed and seconded by the aforementioned two Members, was put to vote as an Ordinary Resolution:

"RESOLVED that pursuant to Section 152 of the Companies Act, 2013, Mr. B, who retires by rotation and, being eligible for re-appointment, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

**5. Appointment of Director**

Proposed by : Mr. ............................................

Seconded by : Mr. ............................................

The following Resolution having been proposed and seconded by the aforementioned two Members, was put to the vote as an Ordinary Resolution:

"RESOLVED that, pursuant to Section 152 of the Companies Act, 2013, Mr. C, who retires by rotation and, being eligible for re-appointment, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

**6. Appointment of Auditors**

Proposed by : Mr. ................................

Seconded by : Mr. ................................

The following Resolution having been proposed and seconded by the aforementioned two Members, was put to vote 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 arehereby 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."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

**7. Appointment of Director**

Proposed by : Mr. ................................

Seconded by : Mr. ................................

The following Resolution having been proposed and seconded by the aforementioned two Members, was put to vote 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 as a Director of the Company, liable to retire by rotation with effect from the date of this Meeting."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

**8. Delisting of Securities – Special Resolution**

Proposed by : Mr. ............................

Seconded by : Mr. ............................

The following Resolution having been proposed and seconded by the aforementioned two Members. was put to vote as a Special Resolution:

"RESOLVED that, subject to the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange of Board of India Act, 1992, and the rules framed thereunder and other applicable laws, rules and regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by the Securities and Exchange Board of India and Stock Exchanges while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, which expression shall be deemed to include any Committee of the Board for the time being, exercising the powers conferred by the Board, the consent of the Company be and is hereby accorded to the Board to voluntarily de-list the equity shares of the Company from .......................
................. (name of stock exchanges).

"RESOLVED FURTHER that the Board be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary and appropriate to give effect to the above Resolution."

On a show of hands, the Chairman declared the aforesaid Special Resolution carried with the requisite majority.

**Vote of Thanks**

There being no other business to transact, the Meeting closed with a vote of thanks to the Chair.

Date : ...................                                        ........................................

Place: ..........................                                        CHAIRMAN (**DIN…)**

**XYZ Ltd. wishes to convey Meeting of Board of Directors through Electronic mode. Drafta suitable Notice for the same. Assume other informations.**

Date : 01/06/2019 (ideally, should be on or more than 7 days before the meeting date)Name
of the Company : XYZ Ltd.
Registered Address : New
DelhiCIN : _______________

Email : XYZ
@gmail.com Website :
XYZ.com

**NOTICE OF 4th BOARD MEETING**
Mr. ABC Director,
New Delhi.
Dear Sir,

1. NOTICE is hereby given that the 4th Meeting of the Board of Directors of the company will be held on Monday,the 12th June 2019 at 4.30 pm at New Delhi.
2. The Agenda of the business to be transacted at the Meeting will follow.
3. You may attend the Meeting through video conference, the details of which are enclosed. In case you desire toparticipate through such mode, please send a confirmation in this regard to Mr. P, the Company Secretary of the Company at XYZ@gmail.com within 2 days to enable making necessary arrangements.

Kindly make it convenient to attend the Meeting.

Yours faithfully,

For XYZ
Limited
(Signature)

(Name)
(Designation)
(Email)

**Draft a Resolution for appointment of 'David' as Company Secretary pursuant toSection 203 of The Companies Act, 2013.**

**Board resolution to be passed at a meeting and not by circulation**

"RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013 and Rule 8 and Rule 8A of Companiesappointment & remuneration of Managerial Personnel Rules 2014 and other applicable provision ( including any modification or re-enactment thereof ), if any, of the Companies Act, 2013Mr. David, holding the prescribed qualification under Section 2(24) of the Companies Act, 2013, be and is hereby appointed as Company Secretary of the company w.e.f 1st April 2019, 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. David, Company Secretary, shall perform the duties which are required tobe 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, Mr. X, 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."

## DRAFTS WITH RESPECT TO BOARD AND GENERAL 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.

***Prepare an Agenda items for a Board Meeting with a minimum of any eight items to be discussed. (5 marks)***

Agenda Items for meeting of the Board of Director of the Company Scheduled to beheld on (day), (Date) at (Venue ) at (Time) (meeting No.) 2019-20 (Any 8 items)

| *Item* | *Particulars* |
|---|---|
| 1 | To grant leave of absence, if any |
| 2 | Appointment of Chairman of the Meeting |
| 3 | To confirm minutes of last Board/ Committee Meeting held in financial year2018-19. |
| 4 | To take note of Disclosure of Interest by Directors pursuant to Section184(1). |
| 5 | To take note of Declaration given by Independent Director to meets thecriteria of Independence under section149(7) of Companies Act, 2013 |
| 6 | To consider and approve CSR policy (Name of the Policy) |
| 7 | To consider and approve appointment of the Company Secretary |
| 8 | To take note of Statement containing investor complaint under regulation13(3) of SEBI ( LODR) Regulations, 2015. |
| 9 | Noting of Compliance Report on corporate governance under regulation 27(2) of SEBI ( LODR) Regulations, 2015. |
| 10 | Appointment Secretarial Auditor of the Company for the financial year 2019-20. |
| 11 | Appointment Internal Auditor of the Company for the financial year 2019-20. |
| 12 | To approve & consider Audited Financial Statements for the year ended2018-19. |
| 13 | To take note of Statutory Auditors Report on the Financial Statements ofthe Company for the year ended 2018-19. |
| 14 | To take note any other item(s). |

## Annexure

Specimen Notice of postponed Annual General Meeting

**Name of the Company ................................................**

**Registered Address ....................................................................**

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

**Website: .............................**

Members are hereby informed that, due to unforeseen and unavoidable circumstances, the ................... Annual General Meeting of the Company, which was scheduled on ........................................................................... , will now be held on ............................................................., at............... p.m. at the Registered Office of the Company, to consider the business mentioned in the Notice dated ................................which had been sent to Members in connection with the Meeting originally scheduled to have been held on .................................. .

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. Proxies, in order to be effective, should be duly completed, stamped (if applicable) and signed and must be received at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.

**By Order of the Board of Directors**

**For ........................................**

**........................................(Signature)**

Place.......................................................................................................................................................... (Name)

Date : .................................20.... . Company Secretary

(ACS/FCS No……)

Note : Members may please immediately intimate any change in their address.

## Annexure

Specimen Notice in Newspapers of postponement of Annual General Meeting

**Name of the Company ................................................**

**Registered Address ...................................................................**

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

**Website: .............................**

**NOTICE: POSTPONEMENT OF ANNUAL GENERAL MEETING**

Members are hereby informed that, due to the unforeseen and unavoidable circumstances, it has not been possible for the Company to convene the ............... Annual General Meeting of the Company, which was scheduled to be held on ..........................20..........

Accordingly, the Board of Directors of the Company has decided to postpone the said Annual General Meeting, which now is convened on........................20. Notice and other documents, if any, relevant to there-convened Meeting will be dispatched to Members shortly.

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. Proxies, in order to be effective, should be duly completed, stamped (if applicable) and signed and must be received at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.

**By Order of the Board of Directors**

For ........................................

........................................(Signature)

Place...................................................................................................................................................... (Name)

Date : ..................................20..... Company Secretary

(ACS/FCS No……)

Note : Members may please immediately intimate any change in their address.

*Draft a postal ballot form of ZYX Ltd, a company in existence for last 10 years.Assume facts and figures.*

**Answer )**

**Postal Ballot Form**

**(On the letterhead of the Company)**

1. Name and Registered Address of the Sole / First named Member
2. Name(s) of Joint-Holder(s), if any :
3. Registered Folio No. /DP ID No.* : / Client ID No.* (*Applicable to Members holding shares in dematerialized form)
4. Number of equity shares held :
5. I/We hereby exercise my / our vote in respect of the under mentioned resolutionsto be passed through Postal Ballot as stated in the Notice dated____________________________(date and year) of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

| *Item No.* | *Brief Particulars* | *No. of Shares* | *I/ We assent to the Resolu-tion (FOR)* | *I/We dissent toof the Resolution the Resolution (AGAINST)* |
|---|---|---|---|---|
| | | | | |

Place:

Date: Signature of Shareholder/Beneficial owner

**Question -**
As a Company Secretary of Lucky Ltd., prepare a Board note giving various requirements of Company Law for Bonus Shares and enumerate the various major steps involved in such an issue.
**Answer -**
To ,
The Board of Directors ,
Lucky Limited ,
Date -
Subject – Steps for Bonus issue
Sir/Madam ,
We are highlighting Steps for Bonus issue for your consideration :

Introduction to Bonus Issue and the steps involved in issue of Bonus shares can be written.

Thanking You ,
Sd/-
(Signature)

**Resolution for appointing 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.”

**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 ....................

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 herintention 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 and secretarial standards, has been annexed to 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.

## FORMAT FOR AGREEMENT/DEED

## _ ____________________ AGREEMENT/DEED

THIS AGREEMENT/DEED OF ________________________ is made and entered into at _____________ on this ________________

**BETWEEN**

_____________________, Indian Inhabitant, resident of _______________________________________, hereinafter called **"FIRST PARTY"** (which expression shall include his heirs, executors, administrators and assigns) of the **ONE PART;**

**AND**

__________________________ **S/o** __________________________________ Indian Inhabitant, having permanent address at : __________________________________________, hereinafter called the **Second Party (which repression shall include his successors or successors)** of the **Other Part**.

WHEREAS the First party has approached the Second party to

___________________________________________

AND WHEREAS the parties **have mutually agreed** on the terms andconditions mentioned herein.

## NOW THEREFORE THIS AGREEMENT WITNESSETH AS FOLLOWS :

1. Consideration Clause

   In consideration of the sum of Rs .......... paid by the_______to the ______on the…………………….... day of ............(the receipt of which the seller hereby admit, acknowledge and confirms ) ,

   the_________as owner do hereby transfers by way of sale and conveys unto the said_____, all the property more specifically described in Schedule attached hereto unto the purchaser

   TO HAVE and TO HOLD the same as an absolutely free from all encumbrances.

2. Other Terms and Conditions of the Agreement is to be written
3. Force Majure clause

   The parties shall not be held responsible for any act beyond theircontrol .

4. Confidentiality Clause
5. Termination Clause

IN WITNESS WHEREOF the Parties hereto have set their respective handson the day month and year first hereinabove written.

Signature of

Party 1

Part 2

Witness 1

Witness 2

*** SIGNED SEALED AND DELIVERED ***

**Draft "A specimen of deed of Assignment of shares of a company''.**

**SPECIMEN OF DEED OF ASSIGNMENT OF SHARES OF COMPANY**

THIS ASSIGNMENT is made this -------day of --------between AB, son of ---------- resident of ---------- (hereinafter called "the Assignor") of the one part, and CD, son of ---------- resident of ---------- (hereinafter called "the Assignee") of the other part.

THE DEED WITNESSES:

That in consideration of the sum of Rs.--------- (Rupees-------------) paid by the assignee to the assignor, the receipt whereof the assignor hereby acknowledges, the said ABhereby assigns, sells and transfers to the said CD --------------- Equity Shares of Rs-------- each, fully paid up ,bearing consecutive Nos---------to------------ (inclusive), which stand in the name of the assignor in the Register of Members of --------- Co. Ltd. TO HOLD the same to the assignee absolutely, subject nevertheless to the conditions on which theassignor held the same up to date.

AND the assignee hereby agrees to take the said Equity Shares subject to suchconditions.

IN WITNESS WHEREOF the assignor and the assignee do hereto affix theirrespective signatures on the day, month and the year stated above.

| | |
|---|---|
| Witness : | Witness : |
| Assignor: | Assignee: |

# Certificate
## of
## Signature Completion

This document has been signed through

Digitally signed by DS LEX SIGN Technologies Private Limited (Lex-Sign.com)