

# JAHANGIR TUTORIALS

COMPANY SECRETARY CLASSES

DRAFT FORMATS

PART – 3

CS PROFESSIONAL

## **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)

**DRAFT SPECIMEN MINUTES OF A BOARD MEETING**

**S. NO. 05/2018-19**

**MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF \_\_\_\_\_ LIMITED HELD ON \_\_\_\_\_, THE \_\_\_\_\_ DAY OF \_\_\_\_\_ 2019 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY**

**DIRECTORS PRESENT:**

- |              |                       |
|--------------|-----------------------|
| 1. Mr. _____ | - Director            |
| 2. Mr. _____ | - Director            |
| 3. Mr. _____ | - Additional Director |

**IN ATTENDANCE:**

Mr \_\_\_\_\_ -Company Secretary

**INVITEES**

Y.....Chief Financial Officer

Z.....Designation and Organisation

**1. Chairman for the Meeting**

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

Mr. \_\_\_\_\_ occupied the chair and welcomed the directors to the Board Meeting of the Company.

**2. Quorum**

After ascertaining that the requisite quorum was present, chairman called the meeting to be in order and commenced the proceedings of the Meeting as per agenda at 11:00 A.M.

**3. GRANT LEAVE OF ABSENCE:**

All the directors were present during the meeting.

**4. TAKE NOTE OF THE MINUTES OF THE PREVIOUS BOARD MEETING:**

The Chairman circulated the minutes of the previous board meeting held on \_\_\_\_\_ which were read and noted by the board. As there were no changes suggested the following resolution was passed:

**“RESOLVED THAT** the minutes of the previous board meeting held on \_\_\_\_\_, a copy of which was circulated as a part of the agenda notes, be and are hereby noted.”

**5. TITLE:**

The Chairman apprised the Board that it is proposing to \_\_\_\_\_.

**After due discussion and deliberation, Board passed the following resolution:**

**"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 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.

**6. CALLING OF AN EXTRA ORDINARY GENERAL MEETING AT A SHORTER NOTICE:**

The Chairman informed the Board regarding the proposal to TITLE as discussed in item no. 3 for which obtaining approval of the members on the aforesaid matter was necessarily required,

He further proposed to call in the Extra-Ordinary General Meeting ("EGM"), at a shorter notice, in pursuance of the provisions of the Companies Act, 2013 and the Rules made there under and unanimously it was decided to call an EGM of the members.

**After deliberate discussion the resolution was passed unanimously.**

**"RESOLVED THAT** the consent of the Board be and is hereby accorded to convene & hold an Extra-Ordinary General Meeting ("EGM") of the Company on \_\_\_\_\_, \_\_\_\_ day of \_\_\_\_\_ 2019 at 11 am at a shorter notice.

**"RESOLVED FURTHER THAT** the draft of the notice calling the EGM at shorter notice along with the explanatory statement as placed on the table be and is hereby approved and that anyone of the directors of the Company be and is hereby authorized to sign & issue the notice to all the persons who are entitled to receive the same under the provisions of the Companies Act, 2013 and to take such further steps and to give such directions as may be deemed expedient, proper, necessary/incidental to hold an EGM of the Company in this regard."



**VOTE OF THANKS:**

There being no other business to be transacted, the meeting was concluded at 11.30 A.M. with a vote of thanks to the Chair. Further chairman confirmed quorum was present throughout the meeting.

**Entered on 21.01.2019**

Place : Mumbai

Date :

CHAIRMAN

## **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.
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. **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.

10. **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. 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.

## Annexure

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) at .....a.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.  
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 the end of the Notice.



## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 & 2 of the accompanying Notice dated .....

### Item No. 1

The Registered Office of the Company has been situated in .....since the incorporation of the Company. The business of the Company has increased manifold since incorporation and it is expected that such growth trends will be maintained in future.

The employee strength of the Company has also increased manifold and the Company needs an area of around 50,000 square feet to accommodate the entire staff and to carry out its growing business activities efficiently. However, expansion at the present location is not possible and prevailing rents in..... render it unviable to look for additional premises in the vicinity of the Registered Office.

The Board of Directors has identified suitable premises at .....in the State of....., not very far from the present Registered Office. Acquiring such premises, situated close to....., is advantageous for the Company to carry on its business more conveniently, economically and efficiently.

In view of these advantages, the Board of Directors has decided to shift the Registered Office of the Company from..... (Name of State) to the ..... (Name of State) subject to necessary approvals.

In terms of Section 13 of the Companies Act, 2013, approval of the shareholders and the Regional Director is required for the purpose of shifting the registered office of the Company from one state to another state.

A copy of the Memorandum of Association is available 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 Meeting and at the venue of the Meeting for the duration of the Meeting.

The Board commends the passing of the Resolution at Item No.1 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

### Item No. 2

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of Directors as Independent Directors. An Independent Director can be appointed for any period up to 5 years but can be reappointed for another term of not more than 5 years by passing a Special Resolution. The provisions relating to retirement of Directors by rotation shall not apply to the appointment of Independent Director.

The Board has undertaken due diligence to determine the eligibility of Mr. .... for appointment as an Independent Director on the Board, based upon his qualification, expertise, track record integrity etc. and recommends the appointment of Mr. .... to the shareholders for a period of three years, i.e. up to .....

Mr.....will not be liable to retire by rotation during this period.

Other than Mr ..... , none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

A brief profile of Mr.....is given below.

### By Order of the Board of Directors

For .....

.....(Signature)

Place..... (Name)

Date : .....20....

Director/ Company Secretary

DIN/ACS/FCS No

## Specimen Notice in Newspapers of Annual General Meeting

Name of the Company .....

Registered Address .....

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

Website: .....

NOTICE is hereby given that the ..... Annual General Meeting of the Company is scheduled to be held on .....(day) ..... (date) at..... a.m. /p.m. at the registered office of the company situated at .....( address).

Notice of the Meeting setting out the Resolutions proposed to be transacted thereat and the Audited financial statements for the year ended at March 31, 201. , Auditors' Report and Report of the Board of Directors for the year ended on that date, have also been dispatched to the Members. Notice and the said documents are available at the Company's website ..... and copies of said documents are also available for inspection at the registered office of the Company on all working days during the business hours up to the date of Annual General Meeting. The Company has completed dispatch of Annual Report on ....., 201....

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, your Company is pleased to provide remote e-voting facility to its Members to exercise their right to vote on the Resolutions proposed to be transacted at the (Number) Annual General Meeting. The Company has arranged remote e-voting facility through .....(agency) at ..... (website) Notice of the Annual General Meeting is also available at the..... (agency's) website.

A Member whose name appears in the register of members as on cutoff date i.e. ...., 201. only shall be entitled to avail the facility of remote evoting as well as voting through physical ballot at the Meeting. Members who cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again.

Any person who becomes Member of the Company after dispatch of the Notice of the Meeting and holding shares on ....., 201..., if already registered with .....(agency), can use his/her existing user ID and password otherwise follow the detailed procedure mentioned in Notice of Meeting available at Company's website www.....com or may obtain the login ID and password by sending a request at ..... (email ID of agency) or to the Company's Registrar, M/s ..... at .....@. ....com latest by ..... p.m. of ....., 201....

Remote e-voting facility shall commence on ....., 201..... at 10:00 hrs. and will end on ..... , 201... at 17:00 hrs. The remote e-voting will bedisabled by .....(agency) after the said date and time.

The Company has appointed Mr ..... , Practising Company Secretary as the scrutiniser to scrutinise the e-voting process in fair and transparent manner.

In case of any queries/grievances relating to e-voting process, the Members may contact at ..... (email ID of agency), Tel: .....or M/s. ....RTA address) at .....@..... com, Tel: 011..... or at the .....@.....com , Tel: +91 .....

Please keep your most updated email ID registered with the company/your Depository Participant to receive timely communications.

### By Order of the Board of Directors

For .....

.....(Signature)

Place.....(Name)

Date : .....20.... .

Company Secretary



## 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, was present.

**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 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.”

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 delist 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...)

## Annexure

### Specimen Minutes of Extra-Ordinary General Meeting

**MINUTES OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF .....**  
**(Name of the Company) HELD ON ..... (day), ..... (date) 20 ..... AT .....**  
**.....(address)**

The following were present:

1. Mr. A (in the Chair)
2. Mr. B (Director and Member)
3. Mr. C (Director)
4. Mr. F (Company Secretary)
5. (Members present in person) {state number}
6. (Members present by Proxy) {state number}
7. Mr. G, Partner of M/s. .... , Chartered Accountants, Auditors of the Company, was present.

#### CHAIRMAN

In accordance with Article ..... of the Articles of Association, Mr. A, 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 Dias.

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.

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

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

#### SPECIAL BUSINESS

##### 1. Shifting of the Registered Office

Proposed by : Mr. ....

Seconded by : Mr. ....

The following resolution has been proposed and seconded by the aforementioned two Members was put to vote 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 word.....

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.”

The Chairman enquired if there were any clarifications required on the same. Since none of the Members required any clarification, **the Special Resolution was put to vote and on a show of hands declared carried by the requisite majority.**

## 2. Appointment of Independent Director

Proposed by : Mr. ....

Seconded by : Mr. ....

The following Resolution having been proposed and seconded respectively by the aforementioned Members was put to vote 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 M r. E ( D I N 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 sub-section (13) of Section 149 of the Companies Act, 2013 he shall not be liable to retire by rotation.”

The Chairman enquired from the members present if there were any clarifications required on the same. Since none of the Members required any clarification, the Ordinary Resolution was put to vote and on a show of hands declared carried by 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... )



## **OTHERS 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.



## Annexure

### 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 with .....Bank. 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:

“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

### 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 .....’ (BankAccount) 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 of..... Bank, 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

## GENERAL MEETING FORMATS

### 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.

(ACS/FCS No.....)

## 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.

## Annexure

### Specimen Notice by Requisitionists convening an Extra-Ordinary General Meeting

NOTICE is hereby given that the persons named below, who are Members of ..... (Name of the Company), having its Registered Office at ....., and who have requisitioned the convening of an Extra-Ordinary General Meeting of the Company, hereby, in exercise of the powers and rights conferred by Section 100 of the Companies Act, 2013, give Notice that the said requisitioned meetings shall be held on ..... day, the .....20....., at .....a.m./p.m. at ..... (address) to consider the following proposal:

State the proposal

{OR

for considering and, if thought fit, passing the following Ordinary/ Special Resolution:

Reproduce the Resolution}

Names of requisitionists:

1. ....
2. ....
3. ....
4. ....

#### Note :

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.....)

**Notes :**

1. 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.
2. The requisition dated ....., referred to above, signed by the requisite number of Members in terms of Section 100 of the Companies Act, 2013, and all documents referred to in the Notice are available for inspection by any Member at the Registered Office of the Company on any working day of the Company between the hours of 11:00 a.m. and 1:00 p.m. upto the date of this Extra-Ordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.
3. Route-map to the venue of the Meeting is enclosed.

**Annexure**

Specimen Notice of an Extra-Ordinary General Meeting called on the Requisition of Members

**NOTICE**

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

**CIN:** .....

**Registered Office :** .....

NOTICE is hereby given that, pursuant to a valid requisition under Section 100 of the Companies Act, 2013, lodged at the Registered Office of the Company by the Members whose names are annexed hereto, an Extra-Ordinary General Meeting of the Members of the Company will be held on ....., the .....20. , at a.m./p.m. at the Registered Office of the Company to consider the following proposal put forth by the requisitionists:

“RESOLVED that .....  
.....  
.....  
.....”

The Board of Directors has considered the abovementioned Resolution in its Meeting held on .....  
....20... and submits the following observations thereon for the consideration of the Members:

.....  
..... {after stating the observations,  
it should also be stated whether the Board supports or does not support the proposal of the requisitionists  
contained in the aforesaid Resolution.}

## Annexure

### Specimen Board Resolution for convening Extra-ordinary General Meeting on Requisition

“RESOLVED THAT pursuant to the provisions of Section 100 and other applicable provisions of the Companies Act, 2013 and rules thereunder and as per the requisition received from the Members, the Board of Directors hereby authorises calling of an Extra-Ordinary General Meeting (EGM) of the Members on ..... (date) at .....(time) at..... (venue).

RESOLVED FURTHER THAT the draft notice of the EGM, the explanatory statement and other ancillary documents in connection with the EGM, as placed before the Board, be and are hereby approved.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and are hereby authorised to sign and execute the notice and other relevant documents in connection with the EGM and circulate them to the Members of the Company and do all such acts, deeds and things as may be necessary in connection with calling and convening of EGM including appointing scrutinisers and e-voting agencies, if required.”



## Annexure

Specimen of a Demand for Poll

Dated: .....

To

The Chairman of the ..... Annual General Meeting of..... (Name of the Company) being held on ..... day, ..... 20... at ..... a.m. /p.m. at ..... (address).

We the undersigned, being the holders of an aggregate of ..... equity shares of Rs.10/Re.1/- each of the Company, as per the details set out below against our respective names, demand that, pursuant to the provisions of Section 109 of the Companies Act, 2013, a poll be taken in respect of the Resolution proposed at Item No. .... of the Notice dated ..... 20..... of the ..... Annual General Meeting of the Company on which the voting is yet to be taken on a show of hands.

{OR

on which voting on a show of hands has been taken but the result thereof is yet to be announced

OR

which was declared carried on voting by show of hands.}

Sr No	Name of member	Folio No./ Client ID No.	No. of shares held	Signature of members

## Annexure

### Announcements by the Chairman of the Meeting in connection with a Poll

#### 1. Immediately after a Poll is demanded:

"I request you to make your demand on the Poll Demand Sheet so that the same can be verified to ascertain the validity of the demand in terms of the Companies Act, 2013, and the Articles of Association of the Company."

#### 2. After verification of the demand and if the demand is found to be validly made:

"I now order that the Poll on the Resolution in respect of Item No. ....of the Notice, on the subject of ..... be taken and I appoint Mr ..... and Mr..... as the Scrutinisers.

The Poll will commence half an hour after the transaction of all the items on the Agenda for the Meeting.

The Poll will be held in a part of this Hall and will continue for half an hour or till all the Members or their valid Proxies or Authorised Representatives present and willing to cast their votes, have cast their votes, whichever is earlier.

I authorise the Scrutinisers to issue the Poll papers to Members/Proxies/ Authorised Representatives and to advise them about the procedure to be followed; and to declare the Poll as closed on conclusion thereof, after ensuring that all the Members/Proxies/Authorised Representatives present have been provided the opportunity to vote. In terms of the provisions of the Articles of Association of the Company, a Member who is in arrears of moneys payable on the shares allotted to him is not entitled to vote. The Scrutinisers can take the assistance as may be required of the officers or employees of the Company in the conduct of the poll. I request you all to extend your co-operation in the conduct of the poll.

The details of the result of the poll would be displayed on the notice board at the Registered Office of the Company not later than 11:00a.m. on ..... It would also be put up on the website of the Company ..... under the head....."

## Annexure

### Specimen Announcement on the Notice Board of the Company of the Result of the Poll

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

**Registered Address** .....

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

**Website:** .....

**RESULT OF THE POLL HELD AT THE ..... MEETING OF THE COMPANY HELD ON .....**

Item No. .... of the Notice dated ..... Subject: .....

Total number of votes cast : .....

Invalid votes : .....

Total number of valid votes : .....

Number of votes cast FOR the Resolution : .....

Number of votes cast AGAINST the Resolution : .....

Result : .....

Place : .....

Date : .....

C HAIRMAN

Time : .....

## Annexure

### Items of Business which shall be passed only by Postal Ballot

1. Alteration of the objects clause of the memorandum and in the case of the company in existence immediately before the commencement of the Act, alteration of the main objects of the memorandum.
2. Alteration of articles of association in relation to insertion or removal of provisions which are required to be included in the articles of a company in order to constitute it a private company.
3. Change in place of registered office outside the local limits of any city, town or village.
4. Change in objects for which a company has raised money from public through prospectus and still has any unutilised amount out of the money so raised.
5. Issue of shares with differential rights as to voting or dividend or otherwise.
6. Variation in the rights attached to a class of shares or debentures or other securities.
7. Buy-back of shares by a company.
8. Appointment of a Director elected by small shareholders.
9. Sale of the whole or substantially the whole of an undertaking of a company or where the company owns more than one undertaking, of whole or substantially the whole of any of such undertakings.
10. Giving loans or extending guarantee or providing security in excess of the limit specified.
11. Any other Resolution prescribed under any applicable law, rules or regulations.

## Annexure

### Specimen Resolution Passed by Postal Ballot

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

**Registered Address** .....

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

**Website:** .....

### RESOLUTIONS PASSED BY POSTAL BALLOT ON .....

The Company had, on ..... dispatched to all the Shareholders, Notice dated ..... under Section 110 of the Companies Act, 2013, for obtaining the consent of the Shareholders to the following Ordinary Resolution by means of postal ballot :

“RESOLVED that the consent of the Company be and is hereby accorded pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, to the Board of Directors of the Company (the Board) to sell, lease or otherwise dispose of at such consideration and with effect from such date as the Board may think fit, the whole or substantially the whole of the undertaking of the Company at..... engaged in the business of manufacture of .....

RESOLVED FURTHER that the Board be and is hereby authorised to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect the aforesaid Resolution”.

The dispatch of Notices and accompanying documents were completed on .....(date) to all Members appearing in the records of the Company as on ..... (cut-off date). Mr....., was appointed as Scrutiniser on ..... (date) and..... (name of the Agency) was appointed as an Agency on .....(date) for providing and supervising electronic platform for e-voting.

It was mentioned in the said Notice dated.....that the postal ballot forms sent therewith should be returned by the Shareholders duly completed so as to reach the Scrutiniser on or before ..... The

Notice also indicated the date of commencement of e-voting as ..... (Day) ..... (Date) and the last date e-voting as ..... ( Day ) .....(Date) alongwith the process and manner of voting by electronic means. The Scrutiniser was required to submit his report to the Chairman after completion of the Scrutiny.

Mr. .... (Scrutiniser) carried out the scrutiny of all the postal ballot forms and electronic votes received upto the close of working hours on

..... He submitted his Report dated ..... on ..... (date) and the Chairman accepted the said Report.

The following is the result of the postal ballot as per the Scrutiniser’s Report:

Number of valid postal ballot forms received	
Number of valid votes cast by electronic means	
Votes in favour of the Resolution including votes cast by electronic means	
Votes against the Resolution including votes cast by electronic means	
Number of invalid postal ballot forms received	
Number of invalid votes by electronic means	

In view of the foregoing, the Ordinary Resolution set out in the Notice dated ..... has been therefore duly approved/not approved by the requisite majority of the Shareholders.

Place : ..... ..

Date : ..... Chairman



# Certificate

\_\_\_\_\_ of \_\_\_\_\_

## Signature Completion

This document has been signed through



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

