

Refil India Private Limited
Regd Office: Sultan Bazar, Hyderabad - 500095
CIN: U65992TG2019PTCXXXXXX, Email: Refil@gmail.com, Phone: 040 - 12345678

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF REFIL INDIA PRIVATE LIMITED HELD ON THURSDAY 18TH JANUARY 2022 AT SULTAN BAZAR, HYDERABAD - 500095 AT 11.00 A.M

Appointment of M/s AV & Associates, Chartered Accountants as Auditors of the Company

"RESOLVED THAT pursuant to section 139 and 141 of the Companies Act, 2013 and rules made thereunder and subject to approval of the shareholders in the general meeting, M/s., AV & Associates, Chartered Accountants, Hyderabad, be and is hereby appointed as auditors of the company to fill the casual vacancy caused by resignation of M/s Virat & Co, Chartered Accountants vide letter dated 12/01/2022, till the conclusion of the ensuing annual general meeting of the company on a remuneration as mutually agreed between the auditors and the board of directors or committee thereof plus reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT any Director of the company be and are hereby authorised to file the necessary papers and returns in respect of said appointment and also authorised to do all act, things and deeds to give effect to the said resolution."

Certified to be true
For Refil India Private Limited

Arun
Director
Din: 02345678

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Calling of an Extra Ordinary General Meeting

RESOLVED FURTHER THAT an Extraordinary General Meeting of the Company be convened on Tuesday 2nd February 2022 at 11.00 A.M, at Sultan Bazar, Hyderabad - 500095 for obtaining the consent of the shareholders to the said change of auditors.

RESOLVED FURTHER THAT, the draft notice for convening the Extraordinary General Meeting on Tuesday 2nd February 2022 as placed before the Board Meeting be and is hereby approved.

RESOLVED FURTHER THAT any Director be and is hereby authorised to sign the said notice for and on behalf of the Board of Directors of the Company.

Certified to be true
For Refil India Private Limited

Arun
Director
Din: 02345678

Minutes of the Meeting of the Board of Directors of Refil India Private Limited held on Thursday 18th January 2022 at Sultan Bazar, Hyderabad - 500095 from 11.00 A.M

PRESENT

1. Mr. Arun
2. Mr. Vijay
3. Mr. Aruna
4. Mr.
5. Mr.

1. Chairman for the Meeting

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

2. Leave of absence

All Directors were duly present.

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 previous Board Meeting was placed before the meeting, and noted as read, confirmed and correctly recorded.

5. Discussion on future Business plans of the Company

The Board generally discussed on the future business plans of the Company.

6. Appointment of M/s. AV & Associates, Chartered Accountants as Auditors of the Company

The present statutory auditors of the company, M/s Virat & Co, Chartered Accountants, expressed their unwillingness to continue as statutory auditors of the company. A copy of the letter of resignation as received from the auditor was placed before the board. It was proposed to appoint M/s AV & Associates, Chartered Accountants, as the statutory auditors of the company subject to the approval of the members in ensuing Extra-Ordinary General Meeting. The board reviewed the matter and the following resolution was proposed in this regard:

"RESOLVED THAT pursuant to section 139 and 141 of the Companies Act, 2013 and rules made thereunder and subject to approval of the shareholders in the general meeting, M/s., AV & Associates, Chartered Accountants, Hyderabad, be and is hereby appointed as auditors of the company to fill the casual vacancy caused by resignation of M/s Virat & Co, Chartered Accountants vide letter dated 12/01/2022, till the conclusion of the ensuing annual general meeting of the company on a remuneration as mutually agreed between the auditors and the board of directors or committee thereof plus reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT any Director of the company be and are hereby authorised to file the necessary papers and returns in respect of said appointment and also authorised to do all act, things and deeds to give effect to the said resolution.”

7. Calling of an Extra Ordinary General Meeting

The Chairman informed the Board that an extra ordinary general meeting has to be convened for obtaining shareholders’ approval for appointment of new Auditors in place of Resigning Auditors. The Board members discussed and approved the following resolution:

“RESOLVED FURTHER THAT an Extraordinary General Meeting of the Company be convened on Tuesday 2nd February 2022 at 11.00 A.M, at Sultan Bazar, Hyderabad - 500095 for obtaining the consent of the shareholders to the said change of auditors.

RESOLVED FURTHER THAT, the draft notice for convening the Extraordinary General Meeting on Tuesday 2nd February 2022 as placed before the Board Meeting be and is hereby approved.

RESOLVED FURTHER THAT any Director be and is hereby authorised to sign the said notice for and on behalf of the Board of Directors of the Company.”

8. Conclusion of the Meeting

There being no other business, the Meeting concluded at 11.45 A.M with a vote of thanks to the Chair.

Chairman

Date

Place

Entered on

REFIL INDIA PRIVATE LIMITED

Board Meeting Attendance Sheet

Date of Board Meeting	Thursday 18th January 2022
Place of Board Meeting	Sultan Bazar, Hyderabad - 500095
Time	11.00 A.M

S.No	Name of the Director	Signature of the Director
1	Mr. Arun	
2	Mr. Vijay	
3	Mr. Aruna	
4	Mr.	
5	Mr.	

Date:

To,
The Board of Directors,
Refil India Private Limited
Sultan Bazar, Hyderabad - 500095

Dear Sirs,

Sub: Consent for Appointment as Auditor and Certificate of Eligibility

We, M/s. AV & Associates, Chartered Accountants, hereby give our consent to be appointed as Statutory Auditors of your Company U/s 139(1) of the Companies Act, 2013 to hold the office from the conclusion of ensuing Extra Ordinary General Meeting until the conclusion of ensuing Annual General Meeting.

We further herewith declare and confirm that:

1. Our firm is eligible for appointment and is not disqualified for appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made there under;
2. The proposed appointment will be as per the term provided under the Act; and fully satisfy the criteria under Section 141 of the Companies Act, 2013
3. The proposed appointment will be within the limits laid down by or under the authority of the Act;
4. There are no proceedings against our audit firm or partner of the firm pending with respect to professional misconduct.

We look forward the professional relationship with the Company.

Thanking You,

Yours Faithfully
For AV & Associates
Chartered Accountants
FRN No: 012345S

Kumar
Partner
M.No: 0123456

Refil India Private Limited
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Date:

To
M/s AV & Associates
Chartered Accountants
Hyderabad

Dear Sir,

Sub: Appointment of Statutory Auditors

We are pleased to inform you that you have been appointed as Statutory Auditors of the Company, by the Members at the Extra Ordinary General Meeting held on Tuesday 2nd February 2022 . You will be holding office till the conclusion of the ensuing Annual General Meeting on such remuneration as may be agreed upon between the Auditors and the Board of Directors.

You are requested to convey your acceptance at the earliest.

Thanking You

Yours Faithfully
For Refil India Private Limited

Arun
Director
Din:02345678

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of Refil India Private Limited will be held on **Tuesday 2nd February 2022 at 11.00 A.M at Sultan Bazar, Hyderabad - 500095** to transact the following business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy

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

"Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. AV & Associates, Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Virat & Co, Chartered Accountants, Hyderabad.

Resolved further that M/s. AV & Associates, Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March 2022 on such remuneration as may be agreed upon between the Auditors and the Board of Directors."

By Order of the Board
For Refil India Private

Limited

Arun
Director
Din: 02345678

Date: Thursday 18th January 2022
Place:

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.** 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.

2. 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..
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, of all the Members of the Company, pursuant to the provisions of Section 101 of the Act.

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

M/s. Virat & Co, Chartered Accountants, Hyderabad have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. AV & Associates, Chartered Accountants, Hyderabad be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Virat & Co, Chartered Accountants.

M/s. AV & Associates., Chartered Accountants, Hyderabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board
For Refil India Private

Limited

Arun
Director
Din: 02345678

Date: Thursday 18th January 2022
Place:

Refil India Private Limited
Regd Office: Sultan Bazar, Hyderabad - 500095
CIN: U65992TG2019PTCXXXXXX, Email: Refil@gmail.com, Phone: 040 - 12345678

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON TUESDAY 2ND FEBRUARY 2022

"Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. AV & Associates, Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Virat & Co, Chartered Accountants, Hyderabad.

Resolved further that M/s. AV & Associates, Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March 2022 on such remuneration as may be agreed upon between the Auditors and the Board of Directors."

Certified to be true
For Refil India Private Limited

Arun
Director
Din: 02345678

Minutes of the proceedings of the Extra-Ordinary General Meeting of Refil India Private Limited held on Tuesday 2nd February 2022 at Sultan Bazar, Hyderabad - 500095 at 11.00 A.M

The following were present:

1. Mr. Arun
2. Mr. Vijay
3. Mr. Aruna
4. Mr.
5. Mr.

Chairman

Mr. Arun was elected Chairman of the Meeting.

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

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 Extra- Ordinary 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.

Appointment of Statutory Auditors to fill casual vacancy

Proposed by: Mr. Vishal

Seconded by: Mr. Kripa

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

"Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. AV & Associates, Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Virat & Co, Chartered Accountants, Hyderabad.

Resolved further that M/s. AV & Associates, Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and

that they shall conduct the Statutory Audit for the period ended 31st March 2022 on such remuneration as may be agreed upon between the Auditors and the Board of Directors.”

The Chairman enquired 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.

Close of the Meeting

There being no other business to transact, the Meeting closed at 11.30 A.M with a vote of thanks to the Chair.

Chairman

Date :

Place :

Refil India Private Limited

Extra Ordinary General Meeting Attendance Sheet

Date of Extra Ordinary General Meeting	Tuesday 2nd February 2022
Place of Extra Ordinary General Meeting	Sultan Bazar, Hyderabad - 500095
Time	11.00 A.M

S.No	Name of the Director / Member	Signature of the Director / Member
1	Mr. Arun	
2	Mr. Vijay	
3	Mr. Aruna	
4	Mr.	
5	Mr.	