[ON THE LETTER HEAD OF THE COMPANY]

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF [NAME OF THE COMPANY] WILL BE HELD ON [DAY] THE [DATE] AT [TIME] AT [ADDRESS OF REGISTERED OFFICE] TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet for the period ended 31st March, ____, the Profit & Loss Account as on that date together with Reports of Directors and Auditors thereon.

2. To Appoint Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS

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

"**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any of the Companies Act, 1956 [Name of the director], who was named as director in the Articles of Association of the Company as a First director, and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any of the Companies Act, 1956 [Name of the director], who was named as director in the Articles of Association of the Company as a First director, and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By order of the Board of Directors of
[Name of the Company]

Place:
Date:

Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The enclosed proxy form, if intended to be used should reach the registered office of the company duly completed, stamped and signed not less than forty eight hours before the time fixed for the meeting.

3. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business set out above is annexed hereto and forms part of the notice.

Explanatory Statement pursuant to Section 173 (2) of the Companies Acts, 1956

Item No. 3 , 4

[Name of the director], were named as First director in the Articles of Association of the Company and holds office up to the date of the forthcoming Annual General Meeting of the Company. The company has received notices under Section 257 of the Companies Act, 1956 proposing their candidature for the office of the Director liable to retire by rotation.

The resolution at Item No. 3 and 4 therefore is placed for your approval.

By order of the Board of Directors of
[Name of the Company]

Place:
Date:

Director