CS Divesh Goyal
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ARTICLE FOR BOARD MEETING REQURIED TO BE HELD BEFORE ANNUAL GENERAL MEETING FOR PRIVTE LIMITED COMPANIES.

GOYAL DIVESH & ASSOCIATES, PRACTICING COMPANY SECRETARY

SERIES NO - 38

As all of us aware that there are some Resolutions {Mention under Section179(3)} which company required to file with ROC inform MGT-14 within 30 days of passing of resolution. {In my earlier Article mentioned list of Resolution which we require to file with ROC).

If you required that list mail me on csdiveshgoyal@gmail.com

Companies, who still not held Board Meeting for calling AGM or will show board meeting on papers in back date. So in this article am trying to help you by providing the following:

1. Draft Detailed Agenda for Private Companies under Companies Act- 2013, by covering maximum resolution (which **will help Companies to *save cost** of Filling of e-form MGT-14 on different-2 time in future).
2. Draft Minutes for According to given Agenda.
3. Draft Notice Calling Board Meeting.
4. Draft Attendance Sheet of meeting.
5. Draft Notice Calling Annual General Meeting.
6. If Auditor Absence from AGM than a Leave of Absence from the Auditor of company.
7. Draft Director Report for F.Y. Ended on 31st March, 2014.
8. Draft Consent and certification of qualification of Auditor.
9. Draft Minutes of Annual General Meeting.

Now the question is! How This Agenda will help to save the Cost:

1. Company has to file More than 50 resolutions with ROC in e-form MGT-14 (As per my earlier article).

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2. If company pass resolutions mention in Section 179(3) in different Board Meetings then company has to file separate MGT-14, this will incurred cost every time on filling of e-form. Example:
   - Borrow Money in excess of Limit mentioned u/s 180(1) (c).
   - Approval of Annual Accounts.
   - Approval of Directors Report.
   - Filling resolution for adoption of disclosure of interest by director u/s 184(1) in MBP-1, If there is any change from last given MBP-1 (From the MBP-1 given by director in earlier meeting).

DRAFT DETAILED AGENDA FOR THE BOARD MEETNG REQUIRED HOLDING BEFORE ANNUAL GENERAL MEETING OF PRIVATE COMPANY:

<u>ON LETTER HEAD OF COMPANY WITH CIN AND TELEPHONE NO.</u>

AGENDA FOR THE MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.

1.	To Elect the Chairman of the Meeting.
2.	To grant leave of absence, if any, to the Directors of the Company.
3.	To consider and approve minutes of the previous Board Meeting.
4.	To take note of general disclosure of interest of Directors under section 184(1) in Form MBP-1. (As per Section-184(1) all the directors are require to disclose their interest (Including Share Holding Interest), even if directors are not interested <u>Nil disclosure are require to give by them at the Board Meeting of company if there is any change in their interest from the disclosure given by them in the previous Board Meeting).</u> 
5.	To authorize Mr.________________ to e-file MGT-14 in respect of resolutions passes u/s 179(3) read with Companies (Management and Administration rules), 2014
6.	To Borrow Money upto Rs. ----------- lacs. (As per Section 179(3) there is require to file e-form MGT-14 for resolution passed for Borrow Money, but it, company borrow or planning to borrow money exceed the limit mention in Section 180(1)(c) in future so it's better pass

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	Special Resolution in the upcoming AGM under section 180 to borrow money in future). {Reason: it can be file in same MGT-14- saving of Cost)
7.	Resolution for Approval of Annual Accounts of Company for the financial year ended on 31st March, 2014. (As per Companies Act Company required to get approval of Board of Directors on Annual Accounts of Companies (Balance Sheet, Profit & Loss Account and Notes forming part of Balance sheet and P & L. Board of Directors will approve the Financials and authorize directors of company to sign on such documents.) (As per Section- 179(3) of the Companies Act, 2013 companies require to file Resolution for adoption of Balance Sheet in e-from MGT-14 with in 30 days of passing of such Resolution.)
8.	Adoption of Auditor Report of Company for the Financial year ended on 31st March, 2014. (After signing of Financial Statements, company will give financial statements to auditors and adjourned the meeting for a while (like for an hour) and after adjourned period, Auditor of Company will give his report on the Financial Statements of Company and Board of Director will adopt that.)
9.	Resolution for Adoption of Compliance Certificate under Section-383A of Companies Act- 1956. (If paid up capital of Companies is 10 Lack or more but upto 5 crore company require Compliance Certificate from a company Secretary in Practice.)
10.	Consideration And Approval of Director Report. (After Signing of Balance Sheet, Auditor Report &Compliance Certificate Director Report will be approved by the Board of Directors and Directors report must be sign by any two directors or by Chairman of Meeting.) (As per Section- 179(3) of the Companies Act, 2013 companies require to file Resolution for adoption of Director Report in e-from MGT-14 with in 30 days of passing of such Resolution.)
11.	Re-appointment or Appointment of Auditor. (Company will pass resolution for appointment or re-appointment of auditor subject to approval of Shareholders in Annual General Meeting. As per Section-139 of Companies Act, 2013.) (Before passing of Resolution in Board Meeting to appoint or Re-appoint auditor company will issue a letter **"Intention to intimate auditor for appointment"** and Auditor will give **"His consent to act as auditor of company u/s 139(1) and a certificate of non-disqualification u/s 141 of Companies Act, 2013")**

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12.	Notice Convening Annual General Meeting. (Company will place before the Draft Notice calling Annual General Meeting of company and get approve Notice from the Directors of Company. Board of Directors will Authorize any director or Company secretary for Issue of Notice to Shareholders of Company, *Auditor of Company and Directors of Company)
13.	Authorization To File other E-Forms With Ministry Of Corporate Affairs.
20	To discuss any other matter with permission of the Chair.
21	To Vote of Thanks

____

(NAME OF DIRECTOR)
Director
DIN: -----------
Add: ----------------.

*** If Auditor will be absence from the Annual General Meeting. Auditor will give his "Leave of Absence" to Company as per Companies Act, 2013 and company will issue a letter to auditor "acceptance of Leave of Absence of Auditor".**

Format No. I. DRAFT MINUTES ACCORDING TO DRAFT AGENDA

MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF NAME OF COMPANY PRIVATE LIMITED HELD ON DAY OF MEETING THE DATE OF MEETING AT TIME OF MEETING A.M. AT REGISTERED OFFICE AT ADDRESS OF PLAE OF MEETING.

DIRECTORS PRESENT:

MR. NAME OF DIRECTOR	DIRECTOR
MRS. NAME OF DIRECTOR	DIRECTOR

ITEM NO.1: ELECTION OF THE CHAIRMAN.

Mr. Name of Director (DIN: ____________) was elected as the chairman of the meeting and therefore he occupied the chair

ITEM NO.2: LEAVE OF ABSENCE

All the directors of the Company are present, No leave of absence was required.

ITEM NO. 3: CONFIRMATION OF MINUTES OF THE PREVIOUS BOARD MEETING.

The minutes of the previous Board Meeting the draft of which already circulated to all the Directors are hereby approved and confirmed by the Chairman.

ITEM NO.4: TO TAKE NOTE OF GENERAL DISCLOSURE OF INTEREST OF DIRECTORS UNDER SECTION 184(1) IN FORM MBP-1:

The Chairman informed that pursuant to provision of section 184(1) of the Companies Act 2013, Every Director is required to disclose his/her interest in other companies in specified form MBP-1. In this respect, the Chairman placed before the Board notices received from the directors of the Companies in form MBP-1 disclosing their interest in other companies.

After Discussion the following resolution was passed unanimously:

"**RESOLVED THAT** the updated MBP-1 (general notices of interest) pursuant to Section 184(1) of the Companies Act, 2013 received from the Directors in respect of change in any interest since the last disclosures made by the directors, received from the directors of the company, to the extent applicable, be and are hereby received, placed and noted.

RESOLVED FURTHER THAT Mr. -------------------- and Mrs. ---------------- Directors of the Company be and are hereby authorized to do all such acts, deeds and things relating thereto including digitally sign and arrange to filling e-form with Registrar of Companies NCT of Delhi & Haryana.

ITEM NO. 05: AUTHORIZATION TO FILE MGT-14:-

The Chairman informed the Board that the company is required to file e-form MGT-14 in respect of resolutions passed by the Board under section 179(3) read with Rule 8 of Companies (Meetings of Board and Its Powers) Rules, 2014 with Registrar of Companies NCT of Delhi & Haryana.

After discussion following resolution passed unanimously.

"**RESOLVED THAT**, Mr. ----------------- and Mr. ---------------- Directors of the Company, be and are hereby authorized to sign digitally and file e-form MGT-14 in respect of

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resolutions passed by the Board under section 179(3) read with Rule 8 of Companies (Meetings of Board and Its Powers) Rules, 2014"

ITEM NO. 06: TO BORROW MONEY:

The Chairman informed the Board that the company may borrow money for the business operations of the Company upto Rs. ---------- (---------- Only) which is outside the limits prescribed under section 180 of Companies Act, 2013 subject to approval of shareholders by passing of Special resolution in the General Meeting. After Discussion the following resolution was passed unanimously: -

"RESOLVED THAT pursuant to Section 179 (3) (d) & 180 and other applicable provisions, if any, of the Companies Act, 2013 or subject to such modification and re-enactment thereof and subject to approval of share holders in general meeting, consent of the Board of directors of the Company be and are hereby accorded to avail loan upto Rs. ------- (Rupees ------------ - Only).

"RESOLVED FURTHER THAT Mr. ------------------- and Mr. ------------- Directors of the Company either jointly or severally be and are hereby authorized to do all such other things, acts and deeds etc. as may be required to comply with all formalities in this regard."

ITEM NO. 07: APPROVAL OF ANNUAL ACCOUNTS OF COMPANY:

The Annual Accounts of the Company comprising Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ending on 31st March, 2014 were placed before the Board for discussion and their approval. The Board discussed the same and passed the following resolution:

"RESOLVED That the Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date together with accounting policies and notes forming part of the accounts be and are hereby adopted and that Mr. -------------------- and Mr. ------------- --, Director of the Company be and are hereby authorized to sign the same and the said accounts be submitted to the auditors for their report thereon."

Thereafter the Balance Sheet and Profit & Loss Account were forwarded to M/s -------------, Chartered Accountants to sign the same and report thereon.

At this stage, the Meeting was adjourned and resumed after some time after receipt of the Auditors Report.

ITEM NO. 08: ADTOPTION OF AUDITOR REPORT:

The Auditor's Report to shareholders on the Accounts of the Company for the year ended 31st March, 2014 was placed at the Meeting.

The Directors discussed the observation made by the Auditors in their report. In their opinion the Report needed no comments and clarifications as it was self explanatory. Thereafter the following resolution was passed by the Directors:

"RESOLVED THAT the Auditors Report to the shareholders on the Accounts for the year ended 31st March, 2014 be and is hereby noted**."**

ITEM NO. 09: ADOPTION OF COMPLIANCE CERTIFICAT:-

The Chairman placed before the Board that Company received Compliance Certificate from Mr.--------- Company Secretary in Practice having membership No.--------- having COP NO.--------------. The said certificate as placed before the Board were discussed in detail and after discussions be and are hereby taken on record.

ITEM NO. 10: CONSIDERATION AND APPROVAL OF DIRECTORS' REPORT:-

The Chairman placed before the Board of Directors the Draft Report of Director's on the Annual Accounts of the Company for the year ended 31stMarch, 2014. The Board noted the same and passed the following resolution:

"RESOLVED THAT the Director's Report for the year ended 31st March, 2014 as submitted before the Meeting be and is hereby approved and the same be signed on behalf of the Directors by Mr. --------------------- Chairman of the Meeting."

ITEM NO. 11: RE-APPOINTMENT OF AUDITORS OF THE COMPANY:-

The Board was informed that **M/s ----------.,** shall retire at the conclusion of the forthcoming Annual General Meeting of the Company and being eligible offer themselves for re-appointment. They further informed that Company has obtained from the Auditors, a certificate as required under Section 139(1) of the Companies Act, 2013 to the effect that

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their re-appointment, if made would be within the limits specified in the said section. The Board considered the matter and thereafter decided that the re-appointment of the above named Auditors be recommended to the shareholders at their forthcoming Annual General Meeting.

"**RESOLVED THAT** subject to approval of shareholders at their forthcoming Annual General Meeting, **M/s ----------------.,** from whom certificate pursuant to section 139(1) of the Companies Act, 2013 has been received be and hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the -------- AGM (appointment for 5 years) of the Company to be held in the year 2019 (subject to ratification of their re-appointment at every AGM), at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company."

ITEM NO. 12:

ITEM NO. 13: AUTHORISATION TO FILE E-FORMS WITH MINISTRY OF CORPORATE AFFAIRS:-

The Chairman informed the Board that under the Companies Act, 2013, various forms, returns and documents are required to be filed with Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Central government and/ or any other prescribed authority. For the purpose it was proposed to authorize Directors of the Company to obtain the necessary digital signature and sign/ e-file all the necessary forms, returns and documents.

The Board discussed the matter and passed the following resolution unanimously in this regard:
"**RESOLVED THAT** the Board of Directors of the company do hereby authorize Mr. Name of Director (DIN: _________) and Mrs. Name of Director (DIN: ________) Directors of the Company be and are hereby authorized to sign, execute and arrange to e-file all necessary forms, returns and documents including agreements, receipt, undertakings, affidavits with the Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Central government and/ or any other prescribed authority, as may be required under various provisions of Companies Act, 2013 or any other enactment thereof for and on behalf of the Company, relating to all matters for the conduct of the Management and business of the Company."

ITEM NO.14VOTE OF THANKS:-

There being no other business to be transacted. The meeting ended with a vote of thanks to the Chair.

Dated: ---------------------

NAME OF CHAIRMAN
(Chairman)

Place: New Delhi
Add: ----------------.

Format No. II. DRAFT NOTICE CALLING ANNUAL GENERAL MEETING

:

LETTER HEAD OF COMPANY WITH CIN AND TELEPHONE NO.

NOTICE

Notice is hereby given that the ----- Annual General Meeting of the Members of Name of Company will be held at the Registered Office of the Company at Address of Registered Office, on ----------, ------------day of September, 2014 at ---------------------- p.m.
To transacting the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2014 including Audited Balance Sheet as at 31st March, 2014 and the Statement of the Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. Re-Appointment of Auditor

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

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"**RESOLVED THAT** pursuant to the provisions of Section- 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. ----------., Chartered Accountants, (FRN No. ------------) be and is hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the -------- AGM of the Company to be held in the year 2019 (subject to ratification of their re-appointment at every AGM), at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company

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If there is regularization of auditor then

SPECIAL BUSINESS:

Item No. - 3

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

Regularization of appointment of an Additional Director :

"**RESOLVED THAT** Mr. -------------, who was appointed as an Additional Director of the Company effective from ------------------- by the Board of Directors and who holds office until the date of the Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and Article 89 of the Articles of Association of the Company, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature, be and is hereby appointed as a Director of the Company."

For and on behalf of the Board
NAME OF COMPANY

Dated: Date of Board Meeting
Place: Where Board Meeting Held

Name of Director
Director
DIN No. -----------
Address of Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. - 3

Mr. ------------was appointed as an Additional Director on the Board of the Company w.e.f. --------------. Pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office upto the date of ensuing Annual General Meeting of the Company.

The Company has received notice under Section 161 of the Companies Act, 2013 proposing the candidature of Mr. --------- for the office of the Director under the provisions of Section 161 of the Companies Act, 2013.

Mr. ---------- is an eminent Professional and bring rich and varied experience to the Board. The Board of Directors recommends the resolution set out in Item no. 3 of the accompanying Notice for approval of the Members.

None of the Directors of the Company, except Mr. -----------, are in any way concerned or interested in this resolution.

For and on behalf of the Board
NAME OF COMPANY

Dated: Date of Board Meeting
Place: Where Board Meeting Held

Name of Director
Director
DIN No. -----------
Address of Director

Format No. III. DIRECTORS' REPORT

TO

THE MEMBERS OF M/S NAME OF COMPANY

Your Directors are pleased to present their --------- Annual Report together with the Audited Statement of Accounts for the financial year ended 31st March, 2014.

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FINANCIAL RESULTS

The financial performance of the Company for the year ended 31st March, 2014 is summarized as under:

Particulars	Current year (Rs.)	Previous Year (Rs.)
Total Income		
Profit before Tax		
Provision for Current Tax		
Provision for Deferred Tax		
Income Tax earlier years		
Profit after Tax		

Operations

The gross turnover of the company during the year stands at Rs. ------- Cr. as compared to Rs.---------- Cr. in the previous year and net profit after tax is Rs. ------- Lacs as compared to Rs. ------------- Lacs.

Dividend

To conserve the resources of the Company, your directors do not recommend any dividend for the year.

Auditors' Report

The observations made by the Auditors of the Company in their report read with the Notes to Accounts, are self explanatory and do not need any further clarification.

Auditors

Auditors of the Company M/s ------- & Co., Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment until the conclusion of --------- Annual General Meeting of the company to be held in the Year 2019 (subject to ratification of their appointment by the Members at every Annual General Meeting held after the ensuing Annual General Meeting).

As required under the provisions of section – 139(1) of the Companies Act, 2013, the company has received a written consent from M/s ----------- & Co., Chartered Accountant to

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their appointment and a certificate, to the effect that their re-appointment, if made, would be in accordance with the new Act and the Rules framed there under and that they satisfy the criteria provided in section- 141 of Companies Act, 2013. The Board recommends their appointment.

Fixed Deposits

During the year under review, the Company has not raised any money by way of fixed deposits falling under Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

Personnel

There was no employee whose particulars are required to be furnished in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

The relations with the employees of the Company at all levels remained cordial.

RESEARCH & DEVELOPMENT (R&D)

a) Specific areas in which R&D carried out by the Company:
The Company has been continuously carrying on Research & Development for improving the quality, production process and development of products.

b) Benefits derived as a result of the above R&D:
Improvement in the design & standard of product resulting in improvement in quality of the products

c) Future plans of action:
Efforts shall be made in the areas of further cost reduction by way of more economical production process and productivity improvement.

d) Expenditure on R&D

Capital Expenditure	-	-
Revenue Expenditure	-	-
Total	-	-
Total R&D Expenditure		
As a percentage of total turnover	-	-

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

a) The products are being manufactured from the technology Developed in – house by the Company.
b) Benefit derived as a result of above:
Improvement in productivity and quality

FOREIGN EXCHANGE EARNING & OUTGO (in Rs.)

1. Earning :	Nil	Nil
2. Outgo :	Nil	Nil

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to provisions of Section 217 (2AA) of the Companies Act, 1956, the directors of your company state, except as stated otherwise, that:-

i) In the preparation of the annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards have been followed and there have been no material departures.
ii) The Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
iv) The Accounts for the financial year ended 31st March, 2014 have been prepared on a going concern basis.

Acknowledgment

Your Directors would like to express their grateful appreciation for the assistance and Co-operation received from the financial institutions, Government Authorities, Customers, Vendors and Members during the year under review. Your directors also wish to place on

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record their deep sense of appreciation for the committed services of executives, staff and workers of Company.

For and on behalf of the Board
NAME OF COMPANY

Dated: Date of Board Meeting
Place: Where Board Meeting Held

Name of Director
Director
DIN No. -----------

Format No. IV. DRAFT NOTICE CALLING MEETING:

Date of issue of Notice
Name of Director
Address of Director

NOTICE FOR THE MEETING OF THE BOARD OF DIRECTORS OF
Name of Company---------------------- LIMITED

Dear Mr. Name of Director,
Notice is hereby given that a meeting of the Board of Directors of the Company shall be held as per the following schedule:
Date: of Meeting
Time: of Meeting
Venue: of Meeting

The agenda for the meeting is enclosed.
You are requested to make it convenient to attend the above meeting.
For **Name of company LIMITED**

____

Name of Director
(DIRECTOR)
DIN: --------------------
Add: of Director

Format No. V. DRAFT ATTENDENCE SHEET:

CS Divesh Goyal
Practicing Company Secretary, Delhi
GOYAL DIVESH & ASSOCIATES

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DIRECTORS MEETINGS

ATTENDANCE SHEET

ATTENDANCE SHEET OF THE MEETING OF BOARD OF DIRECTORS OF M/S NAME OF COMPANY LIMITED HELD ON ---------DAY OF------------MONTH OF, 2014 AT REGISTERED OFFICE OF COMPANY.

NAME	SIGNATURES

DIRECTORS:

1) Mr. Name of Director

2) Mr. Name of Director

3) Mrs. Name of Director

SPECIAL INVITEE:

4) If any;

Format No. VI. LEAVE OF ABSENCE OF AUDITOR

From:

M/s Name of Auditor Firm.
Chartered Accountants
Address of Firm.

Date: Before AGM any date

The Board of Directors
Name of Company
Address of Company

Subject: Leave of Absence

Dear Sir,

With reference to the Annual General Meeting of the company to be held on date of AGM it is hereby submitted that due to preoccupations, we are not in a position to attend the same. You are requested to accept our leave of absence with the provisions of Section 146 of Companies Act, 2013.

Thanking you,
For and Behalf of,
M/s Name of Firm
Chartered Accountants

(Name of Partner)
(Partner)

Format No. VI. LEAVE OF ABSENCE OF AUDITOR

To,

M/s Name of Auditor Firm.
Chartered Accountants
Address of Firm.

Sub: Acceptance of Leave of Absence

Dear Sir,

We name of company accept your Leave of Absence from attending the Annual Meeting of the company to be held on Date of AGM within the provisions Section 146 of Companies Act, 2013

For **Name of company LIMITED**

____

Name of Director
(DIRECTOR)
DIN: --------------------
Add: of Director

Format No. VIII. CONSENT LETTER AND CERTIFICATE FROM AUDITOR

AS PER SECTION-139 & 141 OF COMPANEIS ACT -2013

To

Date: Before Board Meeting

The Board of Directors
Name of Company
Address of Company

Dear Sirs,

Ref: Consent & Certificate for appointment as auditor under the Companies Act, 2013

We are in receipt of your communication dated Date Of Receiving Of Intimatin To Appoint From Company inquiring as to our consent and eligibility for being appointed as statutory auditors of JSK Electricals Private Limited from the conclusion of this Annual General Meeting (AGM) till the conclusion of the --------AGM of the Company to be held in the year 2019 (subject to ratification of their re-appointment at every AGM). We give our consent for being appointed as statutory auditor of the Company subject to Shareholders' approval.

Further, in pursuance of requirement of section 139 of the Companies Act, 2013 and rule (4) of Companies Audit and Auditors) Rules, 2014, we hereby confirm that:

1) The firm is eligible for appointment and is not disqualified for appointment under section 141 of the Companies Act, 2013, the Chartered Accountant Act, 1949 and rules and regulations made there under;
2) Our proposed appointment would be as per the term provided under the Act;
3) The proposed appointment is within the limits laid down by or under the authority of the Act;
4) There are no proceedings pending against either of the partners or the firm with respect to professional matters of conduct.

Thanking you,
Yours Sincerely,

For and Behalf of,
M/s Name of Firm
Chartered Accountants

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(Name of Partner)
(Partner)

Format No. IX. IF COMPANY CALLING AGM ON SHORTER NOTICE THEN FORMAT OF CONSENT OF SHAREHOLDERS

As per Section- 101(1) Proviso: General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode any not less than 95% (Ninety-Five percent) of the members entitled to vote at such meeting.

THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[Pursuant to Section101 (1)]

To,
The Board of Directors
Name of Company
Address of Company

I, **Name of Shareholder** son of Shri name of father resident of address holding No. of shares equity shares of Rs. face value of shares/- in the company in my own name hereby given consent, pursuant to section 101(1) of the Companies Act, 2013 to hold the Annual general meeting on 20TH September, 2014 At a shorter notice.

Signature
Name: **name of shareholder**
Dated: date before AGM

MEETINGS OF BOARD OF DIRECTORS
(Section 173)

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Frequency of Meeting:

- **First Meeting:** First Meeting of Board of Directors within 30 (Thirty) days from the date of Incorporation of company.
- **Subsequent Meetings:**
  - One person Company, Small company and Dormant company:
    - At least one meeting of Board of directors in each half of calendar year
    - Minimum Gap B/W two meetings at least 90 days.
  - Other than Companies mentioned above:
    - Minimum No. of 4 meetings of Board of Director in a calendar year
    - Maximum Gap B/W two meetings should not be more the 120 days.

Calling of Meeting: Meeting of Board of Director should be called by giving 7 days notice to Directors at his registered address **through**:

- By hand delivery
- By post
- By Electronic means

- **Meeting at shorter Notice:** A meeting of Board of Directors can be called by shorter notice subject to the conditions:
  - If the company is require to have independent director:
    - Presence of at least one Independent director is required.
    - In case of absence, decision taken at such meeting shall be circulated to all the directors, and
    - shall be final only on ratification thereof by at least one Independent Director

If the company doesn't require to have independent director: The meeting can be called at a shorter notice without any conditions to be complied with

PENALTY: - Company and every officer of the company who is in default or such other person shall be punishable with fine which may extend to Rs. 10,000/- and where the contravention is continuing one, with a further fine which may extend to Rs. 1,000/- for every day after the first during which the contravention continues.

IMMEDIATE ACTIONS TO BE TAKEN:-

Notice of every Board Meeting is to be prepared and to be given to every Director at least 7 days before the meeting. As per section- 173(3) of Companies Act- 2013.

MEETINGS OF SHAREHOLDERS (Section 101)

(1) A general Meeting of a company may be called by giving not less than clear 21 days notice either in writing of through electronic mode.

As per Section- 101(1) Proviso: General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode any not less than 95% (Ninety-Five percent) of the members entitled to vote at such meeting.

(2) Every Notice of meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

(3) The Notice of every GM of the company shall be given to-

a. Every Member of company.
b. Auditor of company
c. Every director of company.

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