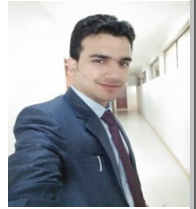


MINUTES OF THE GENERAL MEETING UNDER COMPANIES ACT 2013 & SECRETARIAL STANDARD- II

*Minutes Of The
General Meeting*

GOYAL DIVESH & ASSOCIATES
Practicing Company Secretary



MINUTES OF THE (NO. OF MEETING) ANNUAL GENERAL MEETING OF (NAME OF COMPANY) HELD ON (DAY OF MEETING), (DATE OF MEETING), 2015 COMMENCED AT (TIME OF COMMENCEMENT OF MEETING) AND CONCLUDED AT (TIME OF CONCLUSION OF MEETING) AT REGISTERED (OFFICE/ CITY/ TOWN VILLAGE IN WHICH REGISTERED OFFICE IS SITUATED) AT (VENUE OF MEETING).

PRESENT

Name of Chairman

Chairman

Name of Directors in Alphabetical Order

Director/Member

Company Secretary

1. CHAIRMAN OF MEETING:-

In accordance with provisions of Article of Associations, (Name of Chairman) was elected Chairman of the meeting by Directors present.

2. RECORDS AVAILABLE FOR INSPECTION: -The following documents and Registers were placed on the Table before the Meeting:

1. Directors' Report for the financial year ended March 31, 2015.
2. Auditors' Report for the financial year ended March 31, 2015.
3. Audited Accounts for the financial year ended March 31, 2015.
4. Registers of Director's, Directors Shareholding & Members (remain open for inspection during the Meeting).

3. In aggregate (Number of total members) members were present in the Meeting, (Number of Members Present in Person) members Present in Person, (Number of members present by Proxy) present in proxy and (Number of members representing company/others) member was representative of (Name of company/others to which they are representing)

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4. At (Time of Commencement of Meeting), the Chairman (Name of Chairman), commence the Meeting by welcoming the members to (No. of Meeting) Annual General Meeting. The Chairman announced that the requisite quorum being present, the meeting was called to order.
5. The Chairman introduced the Directors present on dias to shareholders.
6. The Chairman thereafter read out his speech. The Chairman then took up the items mentioned in Notice.

ORDINARY BUSINESS

1. Adoption of Annual Accounts- Ordinary Resolution

Proposed by: (Name of Member proposing Resolution), Member

Seconded by: (Name of Member seconding Proposed Resolution), Member.

The ordinary resolution set at item no. 1 of the notice pertaining to the adoption of annual accounts along with annexure, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT the Audited Balance Sheet & Profit & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2015 along with the Auditor’s Report and the Directors’ Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

The Chairman then invited the questions. The shareholders raised certain questions, which were suitably replied by the Chairman.

The above Ordinary Resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

2. Declaration of Final Dividend- Ordinary Resolution

Proposed by: (Name of Member proposing Resolution), Member

Seconded by: (Name of Member seconding Proposed Resolution), Member.

The ordinary resolution set at item no. 2 of the notice pertaining to the declaration of Final Dividend, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

(Resolution Passed by your Company)

3. Retirement of Directors-Ordinary Resolution

Proposed by: (Name of Member proposing Resolution), Member

Seconded by: (Name of Member seconding Proposed Resolution), Member.

The ordinary resolution set at item no. 3 of the notice pertaining to the declaration of Final Dividend, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

(Resolution Passed by your Company)

4. Ratification of Auditor-Ordinary Resolution

Proposed by: (Name of Member proposing Resolution), Member

Seconded by: (Name of Member seconding Proposed Resolution), Member.

The ordinary resolution set at item no. 4 of the notice pertaining to the ratification of Auditor and their remuneration, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of (Name of Auditor), Chartered Accountants (Firm Registration No. _____), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

The above Ordinary Resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

SPECIAL BUSINESS

EVENT BASED COMPLIANCE

FOR EXAMPLES

Let us suppose you are going to adopt new set of Memorandum of Association then you have to enter your resolution in minutes like this-

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5. Adoption of new Set of Memorandum of Association-Special Resolution

Proposed by: (Name of Member proposing Resolution), Member

Seconded by: (Name of Member seconding Proposed Resolution), Member.

The special resolution set at item no. (item no. in notice) of the notice pertaining to the Adoption of new Set of Memorandum of Association, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Memorandum of Association of the Company be and are hereby altered, a copy of which is annexed to the explanatory statement, be and is hereby adopted as new regulations of the Memorandum of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Director of the Company be and are hereby severally and jointly authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, NCT of Delhi & Haryana.”

The above Special Resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

You can also refer draft below for each and every Special Resolution-

Purpose of Passing Resolution-Special Resolution

Proposed by: (Name of Member proposing Resolution), Member

Seconded by: (Name of Member seconding Proposed Resolution), Member.

The special resolution set at item no. (item no. in notice) of the notice pertaining to the (purpose of passing Resolution), proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT _____

The above Special Resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

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Vote of Thanks

The meeting concludes at (Time of conclusion of Meeting) with a vote of thanks to the Chair from the floor.

Date: (Date of Meeting)

Place:

(Name of Chairman)

(Chairman)

CS DIVESH GOYAL