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[SECRETARIAL STANDARD ON GENERAL MEETINGS]

Sr. No.	Particulars
1.	Notice of every Meeting should be given to: a. Directors b. Auditors c. Members d. Secretarial Auditor e. Debenture Trustees, if any, f. Other specified persons
2.	In case of death of a Member, the Notice of Meeting shall be sent to: a. To the <i>Nominee</i> (of the single holder); b. To the <i>surviving first Joint Holder</i> (in case there are joint holders); c. To the Nominee, if all the Joint Holder dies.
3.	The Company shall ensure that it uses a system which produces confirmation: a. The total number of recipients e-mailed; d. Record of each recipient to whom the Notice is send; b. Copy such record and Notices of failed transmission; c. The Company shall retain Proof of sending.
4.	Notice shall be sent to Members by registered post or speed post or courier or e-mail and <i>not by ordinary post</i> in the following cases: a. If the Company provides the facility of <i>e-voting</i> ; b. If the item of business is being transacted through <i>postal ballot</i> ;
5.	If a Member requests for delivery of Notice through a <i>particular mode</i> he shall pay such fees as may be determined by the Company in its Annual General Meeting (“AGM”).
6.	Notice on the Company website, if Company has any website.
7.	Notice shall specify the <i>day, date, time and full address of the venue</i> (including <i>route map and prominent land mark for easy location</i>) of the Meeting.
8.	Meeting at <i>business hours</i> (9 a.m.to 6 p.m.) on a day that is not a National Holiday .
9.	A Meeting called by the <i>requisitionists</i> shall be convened only on a <i>working day</i> .
10.	In case of Companies (i.e. in case of Section 8 Company) where Proxy shall be a Member under the Act, a statement to that effect shall appear in the Notice prominently.
11.	In case of item of Special Business to be transacted at the Meeting of the Company which relates to or affects any other Company in following ways: The extent of shareholding interest in that other Company of every Promoter, Director, Manager, and of every other Key Managerial Personnel of the first mentioned Company shall, if the extent of such shareholding is <i>not less than two percent</i> of the <i>paid-up share capital</i> of that Company, also be stated in the explanatory statement.

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12.	<p>Where reference is made to any document, contract, agreement, the Memorandum of Association or Articles of Association, then the relevant explanatory statement shall state that:</p> <ul style="list-style-type: none">a. Such documents are available for inspection;b. Available of inspection at the <i>Registered Office</i> at specified business hours;c. Copies shall also be available for inspection at the <i>Head Office as well as Corporate Office</i> of the Company, if any.
13.	<p>In all cases relating to the <i>appointment or re-appointment and/or fixation of remuneration</i> of Directors including Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration, <i>details</i> of each such Director or Manager,</p> <ul style="list-style-type: none">a. Age;b. Qualifications;c. Experience;d. Terms and Conditions of appointment or re-appointment;e. Details of Remuneration sought to be paid;f. Remuneration last drawn by such person, if applicable;g. Date of first appointment on the Board;h. Shareholding in the Company;i. Relationship with other Directors, Manager and other Key Managerial Personnel of the Company;j. Number of Meetings of the Board attended during the year; <p>Other Directorships, Membership/ Chairmanship of Committees of other Boards shall be given in the <i>explanatory statement</i>.</p>
14.	<p>Notice shall be sent at least 21 days before the Meeting, the day of sending the Notice and the day of Meeting <i>shall not be counted</i>. In case of Notice is send through courier additional 2 days shall be provided (In short 23 days + 2 days = 25 days clear notice must be send).</p>
15.	<p>The Company shall give Notice of the Resolution to all its Members <i>at least seven days before the Meeting</i> in case of Special Notice and if not possible to send such Notice publish in newspaper:</p> <ul style="list-style-type: none">a. Principal <i>vernacular</i> language of the district in which the registered office of the Company is situated.b. <i>English newspaper</i> in English language, both having a wide circulation in that district. <p>In case of companies having a website, such Notice shall also be hosted on the website.</p>
16.	<p>The request for <i>Shorter Notice</i> and accompanying documents shall be sent together with the Notice and the Meeting shall be held only if the consent of not less than <i>95% of the Members entitled to vote at such Meeting</i>.</p>
17.	<p>If the Company <i>accidental omission</i> to give Notice to, or <i>the non-receipt</i> of such Notice by any Member or other person who is entitled to such Notice for any Meeting <i>shall not invalidate</i> the proceedings of the Meeting.</p>

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18.	If the Company wants to make any amendment in the Notice, the Company shall send <i>Notice of Amendment</i> at least 21 days before the Meeting.
19.	If, <i>for reasons beyond the control of the Board</i> , a Meeting cannot be held on the date originally fixed, the Board may reconvene the Meeting, to transact the same business as specified in the original Notice, after giving <i>not less than three days intimation to the Members</i> . The intimation shall be either a. <i>sent individually</i> ; or b. Published in a <i>vernacular and in an English newspaper</i> in English language, both having a wide circulation in that district.
20.	Quorum shall be present <i>throughout</i> the Meeting.
21.	Quorum in case of <i>Public Company</i> : - a. <i>5 Members</i> , if the number of Members as on the date of Meeting is not more than <i>1,000</i> ; b. <i>15 Members</i> , if the number of Members as on the date of Meeting is <i>more than 1,000 but up to 5,000</i> ; c. <i>30 Members</i> , if the number of Members as on the date of the Meeting <i>exceeds 5,000</i> .
22.	Quorum in case of <i>Private Company</i> <u>2 Member</u> and if any higher number is provided in the AOA than such higher number is required for quorum.
23.	Proxies <i>shall be excluded</i> for determining the Quorum.
24.	<i>One person</i> can be an authorised representative of more than one body corporate and in such a case he/she is <i>treated as more than one Member</i> present in person for the purpose of Quorum. To constitute a Meeting, <i>at least two individuals</i> shall be <i>present in person</i> .
25.	Members who have voted through e-voting has right to attend the Meeting and shall be counted for the purpose of quorum.
26.	If a Member is not eligible to vote due to related party transaction, such Member can be counted for the purpose of quorum.
27.	If any director is not able to attend the Meeting the Chairman shall explain the reason for the absence of the director.
28.	The authorised representative who attends the General Meeting of the Company on behalf of Secretarial Auditor (“SA”) shall also be qualified to be a SA.
29.	In case of Public Company interested Chairman, not to propose or participate in such subject matter.
30.	A Proxy shall be a Member in case of Companies with <i>charitable objects etc. and not for profit</i> registered under the specified provisions of the Act.
31.	A Proxy can act on behalf of : a. <i>Members not exceeding 50</i> and; b. Holding in the aggregate not <i>more than 10% of the total share capital</i> of the Company carrying Voting Rights.
32.	A Member holding <i>more than 10% of the total share capital</i> of the Company carrying Voting Rights may appoint a <i>single person</i> as Proxy for his entire shareholding and such person <i>shall not act</i> as a Proxy for another person or shareholder.

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33.	In case of multiple Proxies for the same Member, the following things should be checked: a. The Proxy which is <i>dated last</i> shall be considered <i>valid</i> ; b. If they are <i>not dated or bear the same date without specific mention of time</i> , all such multiple Proxies shall be treated as <i>invalid</i> .
34.	The Notice of revocation of Proxy shall be dated and signed by the same Member who has appointed him/her; otherwise it shall not be accepted.
35.	All Proxies received by the Company shall be <i>recorded chronologically</i> in a Proxy register and in case any Proxy is rejected, the <i>reasons</i> shall be recorded.
36.	The facility of Remote e-voting does not dispense with the requirement of holding a General Meeting by the Company.
37.	Voting at the Meeting every Company, which has provided e-voting facility to its Members, shall also put every Resolution to vote through a ballot process at the Meeting.
38.	If any Member has voted through e-voting shall not be allowed to vote in the Meeting and if he / she has casted any vote shall be treated as invalid.
39.	A Proxy can vote in the ballot process.
40.	The Chairman shall order a poll upon receipt of a valid demand for poll either before or on the declaration of the result of the voting on any Resolution on show of hands.
41.	A Proxy cannot speak at the Meeting, but has the right to demand or join in the demand for a poll.
42.	Every Member entitled to vote on a Resolution shall have: a. Present in person shall <i>one vote</i> irrespective of the number of shares held by him in case of poll by show of hand. b. In case vote by poll or ballot, the members or proxy have <i>votes in proportion</i> to their share in the Company.
43.	A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
44.	In case if Chairman is interested in respect of proceeding than a person who takes the Chair will have second or casting vote.
45.	Facility of e-voting shall be open for not less than atleast 3 days and shall close till 5 p.m. a day before the Meeting.
46.	One or more Scrutiniser can be appointed in case of e-voting or ballot. The Scrutiniser must not be in employment of the Company.
47.	The report prepared by the Scrutinizer in case of e-voting or ballot shall mention the details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not
48.	The scrutinisers' register, report and other related papers received from the scrutiniser(s) shall be kept in the custody of the Company Secretary or any other person authorised by the Board for this purpose.
49.	One ballot paper may be used for more than one item.

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50.	Resolutions for items of business which are likely to affect the market price of the securities of the Company shall not be withdrawn.
51.	A Resolution passed at a Meeting shall not be rescinded otherwise than by a Resolution passed at a subsequent Meeting.
52.	No modification shall be made to any Resolution which has already been put to vote by Remote e-voting before the Meeting.
53.	Any qualification, observations or comments or the remarks on the financial transaction mentioned in the AR and SA shall be read at AGM and attention of the Members present shall be drawn to the explanations / comments given by the Board of Directors in their report.
54.	If a Meeting, other than a requisitioned Meeting, stands adjourned for want of Quorum, the adjourned Meeting shall be held on the same day, in the next week at the same time and place or on such other day, <i>not being a National Holiday</i> , or at such other time and place as may be determined by the Board.
55.	A distinct Minutes Book shall be maintained for Meetings of the Members of the Company, creditors and others as may be required under the Act.
56.	Minutes may be maintained in electronic form as prescribed under the Act and as may be decided by the Board.
57.	Minutes in electronic form shall be maintained with Timestamp.
58.	Minutes shall state, at the beginning the Meeting, name of the Company, day, date, venue and <i>time of commencement and conclusion</i> of the Meeting.
59.	Minutes shall record the names of the Directors and the Company Secretary present at the Meeting. <i>The names of the Directors shall be listed in alphabetical order or in any other logical manner, but in either case starting with the name of the person in the Chair.</i>
60.	The Chairman has absolute discretion to exclude from the Minutes, matters which in his opinion are or could reasonably be regarded as defamatory of any person, irrelevant or immaterial to the proceedings or which are detrimental to the interests of the Company.
61.	Each item of business taken up at the Meeting shall be numbered.
62.	Minutes, once entered in the Minutes Book, shall not be altered.
63.	If the Minutes are maintained in electronic form, the Chairman shall sign the Minutes digitally.
64.	Any blank space in a page between the conclusion of the Minutes and signature of the Chairman shall be scored out.
65.	Minutes of all Meetings shall be preserved permanently in physical or in electronic form with Timestamp
66.	The Annual Return of a Company shall disclose the date of Annual General Meeting held during the financial year.

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For views/suggestions/feedback please write to us at [**kbaglacs@gmail.com**](mailto:kbaglacs@gmail.com)