**MINUTES OF THE PROCEEDINGS OF THE ANNUAL GENERALMEETING OF THE COMPANY**

Minutes of the proceedings of the……….nd Annual General Meeting of the Company held at……….on…..at.A.M. ……….

Present

1. Mr. A……….………. Chairman

2. Mr. B……….………. Director

3. Mr. C……….………. Director

4. Mr. D……….………. Member in person

5. Mr. E……….………. Member in person

6. Mr. F……….………. Member by proxy

7. Mr. G……….………. Member by proxy

Mr. A, Chairman of the Board of Directors of the Company, who is entitled to take the chair under Article……….of the Articles of Association of the Company took the chair.

(i) The notice convening the meeting was read by the Secretary.

(ii) The minutes of the last meeting were read and signed by the Chairman.

(iii) The Directors' report and the. audited Balance Sheet and Profit and Loss Account for the year ending……….duly audited and certified by the Company's Auditors were taken as read.

(iv) The following resolutions were passed by the meeting.

1. (1)    Resolved that the Balance Sheet and the Profit and Loss Account for the year ended………. as audited and certified by the Company's auditors together with the Directors' and Auditors' report be approved and adopted.

Proposed by Shri ...................................................

Seconded by Shri ...................................................

(Carried unanimously)

1. Resolved that the dividend of……….……….% as recommended by the Board of Directors on the equity

shares each fully paid up in the paid up capital of the Company for the year ending with……….be approved and that the aforesaid dividend be paid subject to deduction of income-tax before payment under section 194 of the Income-tax Act, 1961 to the members of the Company whose names appear on the Register of

Members of the Company as on .....................................

Proposed by .....................................

Seconded by .....................................

(Carried unanimously)

(3) Resolved that M/s ……….……….Chartered Accountants, the retiring auditors who have offered their services and who are not disqualified to act as auditors of the Company under section 224(l B) of the Companies

Act, 1956 be and are hereby reappointed auditors of the Company to hold office until the conclusion of the next general meeting and they may be paid by way of remuneration fee of Rs. 25,000 plus reimbursement of out-of­

pocket expenses incurred by them.

Proposed by .....................................

Seconded by .....................................

(Carried unanimously)

(4) Resolved that Mr. A be and is hereby appointed a Director whose period of office will be liable to retire by rotation in terms of Article……….……….ofthe Articles of Association of the Company.

Proposed by……….……….

Seconded by……….……….

(Carried unanimously)

The meeting was terminated with a vote of thanks to the Chair.

Date ………. Chairman