**NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

X Y Co. Ltd.

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NOTICE is hereby given that the Forty-Second Annual General Meeting of the Company will be held on……….at ……….A.M. at……….to transact the following business:

**Agenda**

1. To receive and adopt the Directors' report and the audited Balance Sheet and Profit and Loss Account made upto ....................

2. To sanction the declaration of dividend.

3. To elect Directors in place of S/Shri……….and………. who retire by rotation, but are eligible and offer themselves for re-election.

4. To appoint auditors for the next year in place of M/s……….Chartered Accountants, who retire at the conclusion of the annual general meeting, but are eligible and offer themselves for re-appointment, and fix their remuneration.

5. To transact any other business with the permission of the chair.

Notes:

(a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIM. A PROXY NEED NOT BE A MEMBER.

(b) The Register of Members and Transfer Books of the Company will be closed from Tuesday ……….th………. 20……….to……….st……….20……….(both days inclusive).

(c) Payment of the dividend as recommended by the Directors, if approved at the Meeting, will be made on and after ……….th……….20……….to those members whose names are on Me Company's Register of Members on ……….st……….20……….

(d) Members desiring to file Tax Exemption Certificates or declarations in Form 15G, in duplicate, are requested to ensure that these reach the Company on or before……….th ……….20……….Members may please note that by virtue of the provisions of section 194 of the Income-tax Act, 1961, no tax will be deducted from dividend upto Rs. 2,500 which are payable to resident individuals during a financial year.

(e) Members are requested to notify immediately any change in their address to the Company.

Bombay ……….20………. By Order of the Board of

Registered Office: ………. Directors

.................... Secretary

……….……

Bombay 400 025.