**NOTICE - ANNUAL GENERAL MEETING**

To,

The Share holders,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ LIMITED

NOTICE is hereby given that the \_\_\_\_\_\_\_\_\_ Annual General Meeting of the Company will be held on \_\_\_\_\_\_\_\_\_, the \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_ 200\_\_\_\_ at \_\_\_\_\_\_\_ A.M./P.M. at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, adopt the Audited Balance Sheet as at \_\_\_\_\_\_\_\_\_ 200\_\_\_\_\_ and the reports of Director's and Auditor's thereon.

2. To declare dividend.

3. To appoint a Director in place of Shri \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, who retire by rotation and being eligible offers him for re-appointment.

4. To appoint Auditors and fix their remuneration and for that purpose to pass with or without modification(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT M/s \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Chartered Accountants, New Delhi, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said year."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification the following resolution:

As a Special Resolution

"RESOLVED THAT pursuant to section 269 and other applicable provision of the Companies Act, 1956, approval of the Company be and is hereby given for appointment of Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as Managing Director of the Company on the terms and conditions set out in the agreement dated the \_\_\_\_\_\_\_\_\_\_\_\_, 200\_\_\_ (a copy of which was placed before the meeting being authenticated under the signature of the Chairman hereof for the purpose of identification) for a period of five years with effect from the \_\_\_\_\_\_\_\_\_\_\_, 200\_\_\_ .

6. To consider and, if thought fit, to pass with or without modification the following resolution:

As a Special Resolution

"RESOLVED that the approval of the Company be and is hereby given for commencement of new business as mentioned in clause \_\_\_\_\_\_\_\_\_ of the other object in the Memorandum of Association of the Company, that is:-

To carry on the business of hotel, restaurant, cafe, tavern, beer house, restaurant room and house-keepers, licensed victuallers, purveyors, caterers for public amusement entertainment generally, proprietors of clubs, dressing rooms, laundries, grounds and places of amusements, recreations, sports, tennis courts, swimming pools, entertainment parks and institutions of all kinds tobacco and cigar merchants.

7. To consider and, if thought fit, to pass with or without modification the following resolution as a:

As a Special Resolution

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956, Article \_\_\_\_\_ and Article \_\_\_\_\_ of the Articles of Association of the Company be and is hereby altered in the following manner:

Article\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Substitute the word "\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_" by the word "\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_" in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_line and substitute the word "\_\_\_\_\_\_\_\_" by the word "\_\_\_\_\_\_\_\_" in line \_\_\_.

Article\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

This Article should now be read as:

"\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_."

By the order of the board

Director/Secretary

Place :

Dated:

NOTES:

1. A member is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not to be a member of the Company. Proxy in order to be effective must be deposited at Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from \_\_\_\_\_\_ to \_\_\_\_\_\_ (both days inclusive).

3. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.