**NOTICE OF EXTRA-ORDINARY GENERAL MEETING APPOINTMENT OF DIRECTOR RELATIVE**

NOTICE is hereby given that the Extraordinary General Meeting of the Company will be held at the registered office of the company at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_, the \_\_\_\_\_\_\_\_\_\_\_, 200\_\_ at \_\_\_\_ a.m./p.m.

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

As a Special Resolution

"RESOLVED THAT subject to the approval of the Central Government pursuant to provisions of section 314(1B) of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors to appoint Mr.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as \_\_\_\_\_\_\_\_\_\_\_\_\_ holding office of profit under the company he being a relative of the Whole-time Director, Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, of the Company, for a period of \_\_\_\_ years with effect from \_\_\_\_\_\_\_\_\_\_\_, 19\_\_, pursuant to he terms and conditions including relating to the remuneration as contained in an agreement between the company of the one part and the said Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of the other part, a copy whereof initialed by the Chairman was placed before this meeting".

By order of the Board

Secretary

Dated the \_\_\_\_\_\_\_\_\_\_, 200\_\_\_\_\_\_\_\_\_\_

NOTES: 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the Company.

2. The relative Explanatory Statement, pursuant to section 173(2) of the Companies Act, 1956, in respect of the special business set out above is annexed hereto.

Explanatory Statement pursuant to section 173(2) of the Act

Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, who has been selected by your Board of Directors to hold the position of Commercial Manager of the company inter alia at a salary in the grade of Rs.\_\_\_\_\_\_\_\_ is a relative of Mr.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, who is a Director on the Board of your company, sub-section (1B) of section 314 of the Companies Act, 1956, provides that no relative, etc., of the should hold a place of profit except with the prior consent of the company by Special Resolution and also the approval of the Central Government.

Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, who happens to be a relative of your Directors, is a qualified person having a very vast experience of 20 years in the similar kind of Industry behind him.

A draft of an agreement proposed to be entered into with Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ has been kept for the inspection of the members between \_\_\_\_\_\_ a.m. to \_\_\_\_\_\_\_ p.m. during the working days of the company.

None of the Directors, except Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, is directly or indirectly interested in the aforesaid resolution and recommends your acceptance thereof in the interest of the company.