

- “(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.”

Article 119 provides that, “Not less than twenty-one (21) clear days’ prior written notice of all General Meetings shall be given to the Shareholders at their respective addresses notified by them to the Company in writing, provided however that, a General Meeting may be convened by a shorter notice in accordance with the Act.”

Article 120 provides that, “Every notice of the General Meeting shall specify the place, day and hour of the meeting and shall contain a statement of the business to be transacted thereat. Where any business consists of ‘special business’ under the provisions of the Act, there shall be annexed to the notice a statement complying with Sections 102 of the Act”

Article 122 provides that, “Where any resolution is intended to be passed as a Special Resolution at any General Meeting as required by Section 114 of the Act, notice of such meeting specifying the intention to propose the resolution as a Special Resolution shall be served.”

Article 124 provides that, “The Board shall provide the Company’s previous Financial Year’s audited Financial Statements and all other documents required under the Act to all Shareholders at twenty one (21) days before the General Meeting along with notice which is held to approve and adopt such audited Financial Statements.”

Article 126 provides that,

- “(i) Every annual general meeting shall be called for a time during business hours, on a day that is not a public holiday, and shall be held at the Registered Office of the Company or at some other place within the City or town in which Registered Office of the Company is for the time being situated as the Board may determine and notices calling the Meeting shall specify it as the annual general meeting. Provided that the annual general meeting may be held at any place in India if consent is given in writing or by electronic mode by all the Shareholders in advance. In accordance with the provision of the Companies Act 2013 u/s 96 (2) (as amended) if full consent of all the shareholders is not received in writing or by electronic mode in advance, the annual general meeting shall be held at the Registered office of the Company.
- (ii) In accordance with the Provisions of Section 102 of the Act, in the case of an annual general meeting, all business to be transacted at the meeting shall be deemed special, with the exception of business relating to (a) the consideration of the accounts, balance sheet and the reports of the Board and Auditors, (b) the declaration of a dividend, (c) the appointment of Directors in the place of those retiring, and (d) the appointment of and the fixing of the remuneration of, the Auditors; and
- (iii) In the case of any other meeting, all businesses shall be deemed special.”

#### Proxy

Article 128 provides that,

- “(i) The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office not less than forty eight (48) hours before the time for holding the Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- (ii) An instrument appointing a proxy shall be in the form as prescribed in the rules under Section 105 of the Act.
- (iii) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or Adjourned Meeting at which the proxy is used.”

#### Proceedings at General Meeting

Article 129 provides that,

- “(i) No business shall be transacted at any General Meeting unless a specified quorum of Shareholders is present at the time when the meeting proceeds to transact business.
- (ii) The quorum and other provisions of Section 103 of the Act for the General Meetings shall be applicable to the Company.”