

Chapter - 7 "Management and Administration"

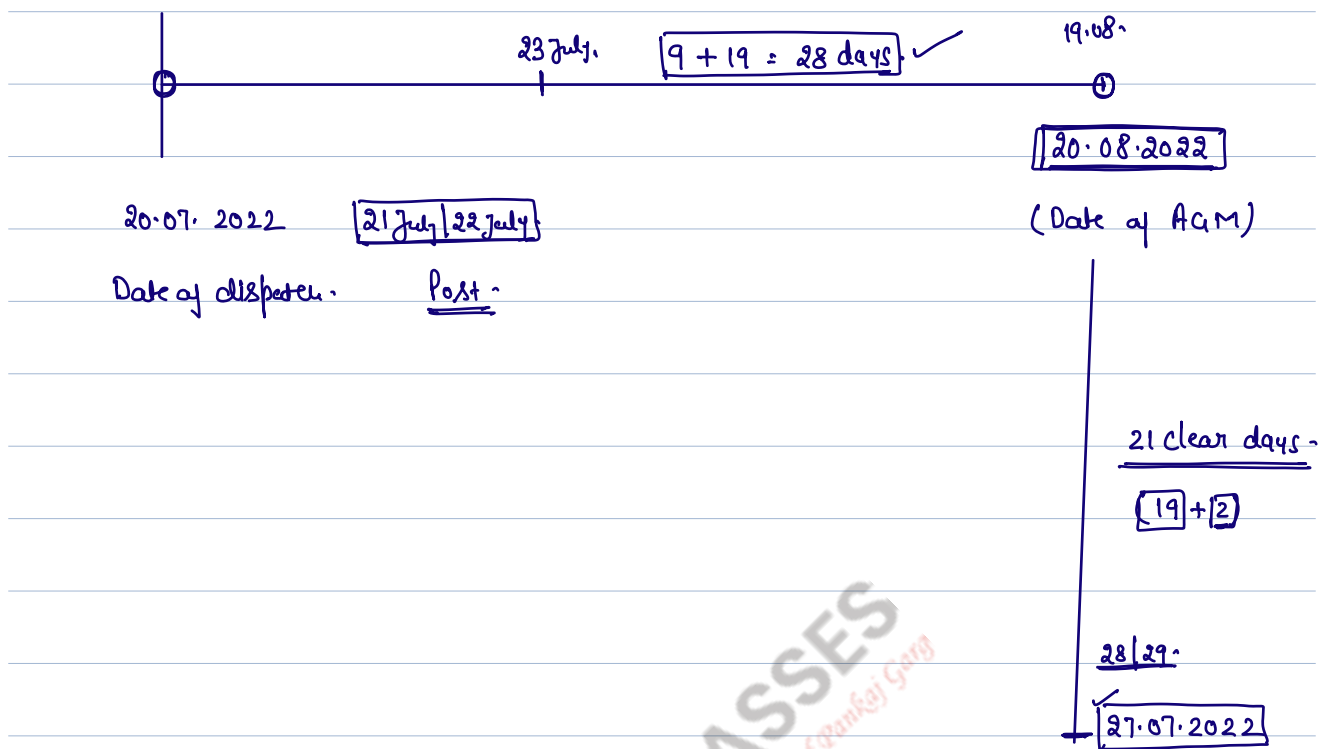
Part - III - Conduct of General Meetings - Secs. 101 to 119

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(i) Notice of Meetings (Secs. 101 and 102)	(v) Voting and the right to demand a poll (Sec. 106, 107, 108, 109)	(viii) Resolutions (Sec. 114, 115, 116, 117)
(ii) Quorum (Sec. 103)	(vi) Postal Ballot (Sec. 110)	(ix) Minutes of Meetings (Sec. 118 and 119)
(iii) Chairman of Meetings (Sec. 104)	(vii) Circulation of Members Resolution (Sec. 111)	
(iv) Proxies and Representation of President, Governors and Corporates (Sec. 105, 112 and 113)		

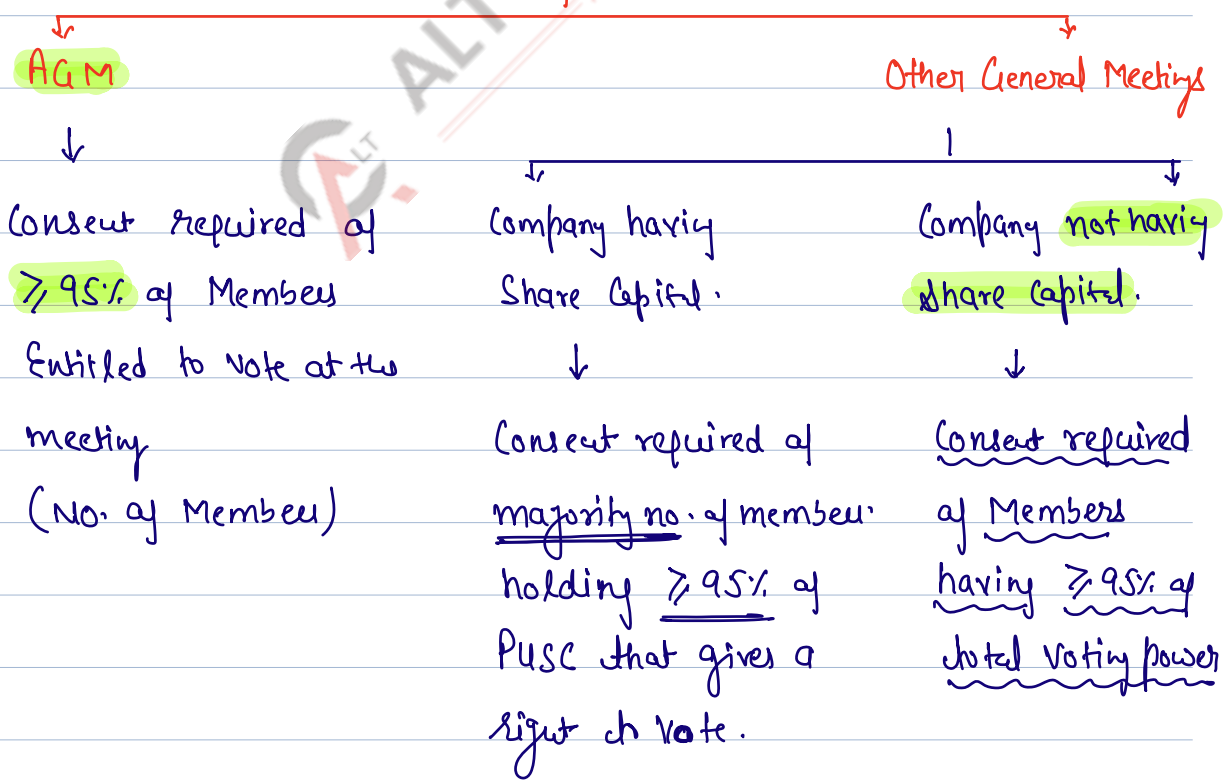
(i) Notice of Meetings: (Sec. 101 and Sec. 102)

Length of Notice: - 21 clear days (14 clear days in case of
[Sec. 101(1)] Sec. 8 Co.)

- date of which notice is served and date of meeting is to be excluded.
- notice shall be deemed to be served at expiry of 48 hours of posting (if served by post).



Meeting called on shorter Notice:



Modes of serving notice: Notice may be served either in writing or through Electronic mode in prescribed manner. (Rule 18)

Content of Notice : - Place, date, day and hour of the meeting.
[Sec. 101(2)] - Statement of business to be transacted at such meeting.

To whom notice is to be served:
[Sec. 101(3)]

- Every member of the company,
- legal representative of deceased member,
- assignee of insolvent member,
- Every director of the company,
- Every auditor of the company.

Omission to give notice : Proceedings of the meeting shall remain valid in case of:
[Sec. 101(4)]

- (a) accidental omission to give notice;
- (b) non-receipt of notice by any member.

Statement to be annexed to notice [Sec. 102]:

For every item of "special business", to be transacted at general meeting of the company, a statement shall be annexed to notice, setting out the following:

(a) Nature of concern or interest, if any, in respect of each item of business, of:

- Every director and manager, if any,
- Every other KMP; and
- Relatives of above mentioned persons.

(for example - Investment decision in a J.V in which director's son is having substantial stake)

(b) Other relevant information and facts to enable the members to understand items of business.

Special Business:

(a) In case of AGM: All items of business, except:

- (i) Consideration of financial statements and Board's Report.
- (ii) Declaration of Dividend.
- (iii) Appointment of directors in place of retiring ones.
- (iv) Appointment of auditors and fixing their remuneration.

(b) In case of Other general meetings: All business items to be considered as special business.

(ii) Quorum (Sec. 103):

(a) <u>Public Co.:</u>	No. of Members as on date of Meeting	Quorum
	≤ 1000	5 <u>Members</u> personally present*
	$> 1000 - \leq 5000$	15 " " "
	$> 5,000$	30 " " "

(b) Private company: 2 Members personally present

* Members entitled to vote on the resolutions

* Articles may provide a larger quorum than prescribed by the Act.

(c) Other provisions:

Quorum is to be present within half an hour of the meeting

↓
Present
↓
O.K.

↓
Not present
↓

[Quorum shall also be present, when any business is to be transacted at meeting]

↓ Meeting was called by

↓ Meeting was not called

Ex: Time of Meeting = 11:00 a.m.

[Total = 900] No. of Members = 6 (valid Quorum)

Requisitionists

by

U/s 100

Requisitionists

Till 1:00 p.m. 2 agenda item discussed

↓

After 1:00 p.m. 2 members leave the meeting and remaining agenda items were

Meeting stands Cancelled.

decided by remaining 4 Members.

Decisions taken by 4 Members are not valid.

Meeting stands adjourned to same day in next week at same time and place or such other date, time and place as Board may determine. → Company shall give at least 3 days notice either individually or through advertisement in newspapers (1+1)

Quorum not present within half an hour in adjourned meeting.

Members present shall form the quorum.

(iii) Chairman of the meeting (Sec. 104): - To be covered from book -

(iv) Proxies, Representation of President, Governors and Body Corporates:
(Sec. 105) (Sec. 112) (Sec. 113)

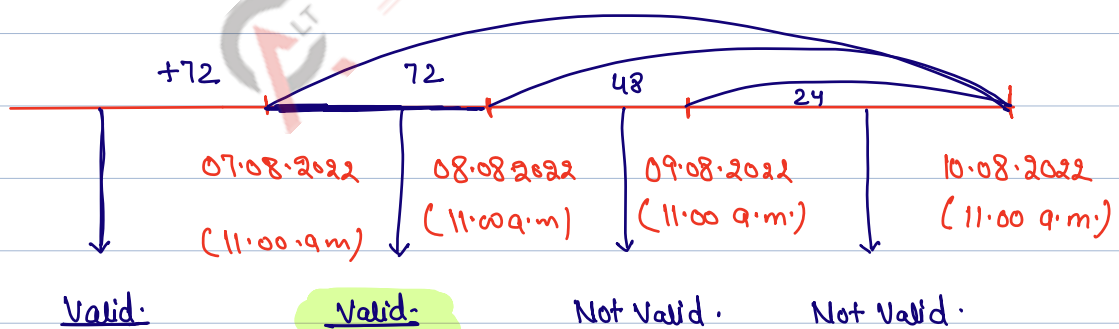
(A) Proxies (Sec. 105):

- A proxy is an instrument in writing, executed by a member authorising another person to attend a meeting and to vote thereat on his behalf and in his absence.
- Any member who is entitled to attend and vote at the meeting, shall be entitled to appoint proxy.

- Proxies shall not have the right to speak at such meetings and shall not be entitled to vote except on a poll.
- In case of section 8 Companies, proxies shall be members of the Company.
- A proxy can represent upto 50 Members (aggregate share holding \leq 10% of total share capital).
However, a proxy appointed by a member holding $>$ 10% of total share capital shall not act as proxy for other person.
- Appointment of proxy shall in Form No. MGT-11.

Imp - A proxy received 48 hours before meeting will be valid even if Articles provide for a longer period.

Ex: Articles provides that proxies shall be deposited 72 hr. before the meeting.



- Inspection of proxy forms is allowed to a member during the period beginning 24 hrs. before the time fixed for commencement of meeting and ending with conclusion of meeting, during the business hours, provided not less than 3 days notice given to Company

(B) Sec. 112 :

H.w.

(C) Sec. 113 :

H.w.

— Do written practice of any 2 Questions. —