

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting (31<sup>st</sup> AGM) of the Members of J.A. Finance Limited will be held on Thursday, 19<sup>th</sup> September, 2024 at 12.30 P.M. at the Registered office of the Company at 1<sup>st</sup> Floor, Punwani Chambers, 7B, Kiran Shankar Roy Road, Kolkata-700001, West Bengal (Route map enclosed) to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the stand alone audited financial statement of the Company for the financial year ended 31<sup>st</sup> March 2024 and reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Dilip Kumar Goyal (DIN: 0033590) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**3. Re-Appointment of Mr. Akshay Goyal as a Managing Director of the Company.**

To consider and if thought fit, to pass the following resolution as Special resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (‘Act’) read with Schedule V of Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Akshay Goyal (DIN 00201393) whose present term as a managing director will expire and whose re-appointment has been recommended by Nomination and Remuneration Committee and by the Board of Directors of the Company, be and is hereby re-appointed as managing director of the company for a period of 5 (Five) years with effect from 16<sup>th</sup> September, 2024 with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Akshay Goyal.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors  
J. A. Finance Limited

Akshay Goyal  
Managing Director

Date: 09/08/2024

Place: Kolkata

**NOTES**

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 3 is annexed to this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 31<sup>st</sup> AGM IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the Proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the 31<sup>st</sup> AGM. A Proxy form is sent herewith.
4. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
5. Corporate members intending to send their authorized representatives to attend the 31<sup>st</sup> AGM, pursuant to section 113 of the Companies Act, 2013, are requested to send to the company, a certified copy of the relevant Board resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
6. The Register of members and share transfer books shall be closed from 13<sup>th</sup> day of September, 2024 to 19<sup>th</sup> September, 2024 (both days inclusive).
7. Members, Proxies and Authorised representatives are requested to bring to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of DP ID and Client ID/Folio No.
8. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. Members are requested to note that trading in securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialize their shares are advised to do so.
10. Members may also note that the Notice of the 31<sup>st</sup> AGM will also be available on the Company's website [www.jafinance.co.in](http://www.jafinance.co.in) for their download.

11. The notice of 31<sup>st</sup> AGM will be sent to the members whose names appear in the Register of Members / Register of beneficial owners maintained by the depositories as at closing hours of business on 16<sup>th</sup> August, 2024.
12. In conformity with the regulatory requirements, the Notice of this 31<sup>st</sup> AGM and Annual Report are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
13. Investors who became members of the Company subsequent to the dispatch of the Notice / Email are requested to send the written / email communication to the Company at [jafkolkata@gmail.com](mailto:jafkolkata@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
14. The facility for voting through ballot paper/venue voting shall be made available on the 31<sup>st</sup> AGM and the members attending the 31<sup>st</sup> AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the 31<sup>st</sup> AGM may also attend the 31<sup>st</sup> AGM but shall not be entitled to cast their vote again.
15. Ms. Shikha Naredi, Practicing Company Secretary (Membership No. F12024, C.P. No. 16103) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the 31<sup>st</sup> AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
16. The result of the e-voting along with the scrutinizer's report shall be declared in the 31<sup>st</sup> AGM by the chairman and will be placed in the company's website [www.jafinance.co.in](http://www.jafinance.co.in) and in the website of CDSL, within two days of passing of the resolution in the 31<sup>st</sup> AGM. The results will also be communicated to the Stock Exchanges where the shares of the Company are listed.

#### INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

**The Company has provided remote e-voting facility. The remote e-voting period begins on 16<sup>th</sup> September, 2024 at 9:00 A.M. and ends on 18<sup>th</sup> September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12<sup>th</sup> September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12<sup>th</sup> September, 2024.**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**Step-1: Login method for Remote e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with NSDL | <ul style="list-style-type: none"> <li>❖ Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>❖ If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>❖ Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>❖ Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> |

|  |  |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ul style="list-style-type: none"> <li>❖ Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>❖ After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>❖ If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>❖ Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ul> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period.  |

**Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43 |

**Step 2: Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Visit the e-Voting website of CDSL during the voting period. Open web browser by typing the following URL: <https://www.evotingindia.com>.
2. Click on “SHAREHOLDERS” module
3. Now enter your User ID

|  |  |
|--|--|
| For Members who hold shares in demat account with NSDL | 8 Character DP ID followed by 8 Digit Client ID                  |
| For Members who hold shares in demat account with CDSL | 16 Digit Beneficiary ID  |
| For Members holding shares in Physical Form            | EVEN Number followed by Folio Number registered with the company |

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|  |   |
|--|---|
| For Members holding shares in Demat Form and Physical Form |   |
| PAN  | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>❖ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB)               | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>❖ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.                |

- i) After entering these details appropriately, click on “SUBMIT” tab.
- ii) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

iv) Click on the EVSN for the relevant <J. A. Finance Limited> on which you choose to vote.

v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO’ for voting. Select the option YES or NO as desired. The option yes implied that you assent to the resolution and option NO implies that you dissent to the resolution.

vi) Click on the Resolution File Link if you wish to view the entire resolution details.

vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

x) If Demat account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xi) Note for Institutional Shareholders & Custodians:

i) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves in the “Corporate” Module.

ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

iii) After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

iv) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

vi) Alternatively, Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [jafkolkata@gmail.com](mailto:jafkolkata@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- ii) For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- iv) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

By Order of the Board of Directors  
For, J. A. Finance Limited

Akshay Goyal  
Managing Director

Date: 09/08/2024

Place: Kolkata



**ANNEXURE TO THE NOTICE OF 31<sup>st</sup> ANNUAL GENERAL MEETING**

Details of Directors Retiring by Rotation/Seeking Appointment/Re-Appointment

|   |   |
|---|---|
| Name of Director  | Dilip Kumar Goyal   |
| DIN No.   | 00033590  |
| Designation   | Non Executive Non Independent Promoter Director   |
| Qualification / Brief Resume / Expertise in specific functional area / experience | Mr. Dilip Kumar Goyal aged 63 years, is the Founder-Promoter of the Company associated since incorporation. |
| No. of Shares held in the Company as on 31/03/2024                                | 2072333 Equity Shares   |
| Remuneration  | No remuneration is paid or proposed to be paid.   |
| Relationship with other Directors and Key Managerial Personnel                    | Father of Mr. Akshay Goyal and Mr. Ankit Goyal  |
| No of meetings of the Board attended during the year                              | Refer Corporate governance Report   |
| Other Directorships   | Refer Corporate governance Report   |
| Chairmanship / Membership of Committees of other Companies                        | Refer Corporate governance Report   |

**EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

The members of the Company in their Annual General Meeting had re-appointed Shri. Akshay Goyal as the managing director of the Company for a period of five years effective from 17<sup>th</sup> September, 2019.

As the term of office of the managing director will be completing and upon completion of four years from the appointment date, he is eligible for reappointment by passing special resolution. He has consented for his reappointment and confirmed that he does not suffer from any disqualification to be re-appointed as a Managing Director.

It is proposed to appoint Shri. Akshay Goyal as a Managing Director to hold office for a period of five years for a term up to the conclusion of 36<sup>th</sup> annual general meeting of the company to be held in the calendar year 2029. Brief resume of Shri. Akshay Goyal are given below.

|  |   |
|--|---|
| Name of the Director   | Akshay Goyal                            |
| Director Identification Number (DIN)   | 00201393                                |
| Age  | 39 Years                                |
| Qualification  | MBA                                     |
| Nationality  | Indian                                  |
| Date of appointment as managing director   | 30/07/2014                              |
| Shareholding in J. A. Finance Limited  | 1168666 (10.975%)                       |
| List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)     | Refer to Report on CORPORATE GOVERNANCE |
| Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies | Refer to Report on CORPORATE GOVERNANCE |

Shri. Akshay Goyal is interested in the resolution set out respectively at item no. 3 of the notice with regard to his re-appointment as a Managing Director.

The relatives of Shri. Akshay Goyal may be deemed to be interested in the resolution set out respectively at item no. 3 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except above, none of the Directors/ Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The board recommends the special resolution set out at item no. 3 of the notice for approval by the shareholders.

By Order of the Board of Directors  
J. A. Finance Limited

Akshay Goyal  
Managing Director

Date: 09/08/2024

Place: Kolkata

**ATTENDANCE SLIP**

**(TO BE HANDED OVER AT THE ENTRANCE)**

I/we hereby record my/our presence at the 31<sup>st</sup> Annual General Meeting of the Company held on **Thursday, 19<sup>th</sup> September, 2024 at 12.30 P.M.** at 1st Floor, Punwani Chambers, 7B Kiran Shankar Roy Road, Kolkata-700001.

|   |
|---|
| Full name of the Shareholding attending ..... |
| Address .....                                 |
| .....   |
| Name the of Proxy .....                       |
| Regd. Folio No. ....                          |
| DP Id.....Client Id .....                     |
| No. of Shares held: .....                     |

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company held on Thursday, 19<sup>th</sup> September, 2024 at 12.30 P.M. at 1st Floor, Punwani Chambers, 7B Kiran Shankar Roy Road, Kolkata-700001.

.....  
**Signature of Shareholder**

.....  
**Signature of Proxy**

**ELECTRONIC VOTING PARTICULARS**

| EVSN             | USER-ID | PAN/Sequence No. |
|------------------|---------|------------------|
| <b>240824009</b> |         |                  |

Please refer to e-voting instructions mentioned in the Notice of the 31<sup>st</sup> AGM attached, before exercising your voting electronically.

The remote e-voting facility will be available during the following voting period:

**Commencement of e-voting : 16<sup>th</sup> September, 2024 at 09:00 am**

**End of e-voting : 18<sup>th</sup> September, 2024 at 5:00 pm**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                             |  |
|-----------------------------|--|
| Name of the member(s):      |  |
| Registered address :        |  |
| Email Id :                  |  |
| Folio No./Client Id /DP ID: |  |

I/We, being the member(s) and, holding..... equity shares of the J. A. Finance Limited hereby appoint:

Name.....

Address.....

E-mail..... Signature.....

or failing him

Name.....

Address.....

E-mail..... Signature.....

or failing him

Name.....

Address.....

E-mail..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the General Meeting of the Company, to be held on Thursday, 19th September, 2024 at 12.30 P.M. at 1st Floor, Punwani Chambers, 7B Kiran Shankar Roy Road, Kolkata-700001 and at any adjournment thereof in respect of such resolution as is indicated in the next page:

| Resolution No.           | Particulars of Resolution(s) | Vote |         |
|--------------------------|------------------------------|------|---------|
|                          |                              | For  | Against |
| <b>ORDINARY BUSINESS</b> |                              |      |         |

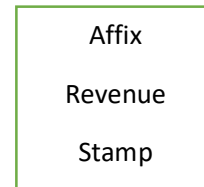
|                         |   |     |         |
|-------------------------|---|-----|---------|
| 1.                      | To consider and adopt the stand alone audited financial statement of the Company for the financial year ended 31 <sup>st</sup> March 2024 and reports of the Board of Directors and Auditors thereon. |     |         |
| 2.                      | To appoint a director in place of Mr. Dilip Kumar Goyal (DIN: 0033590) who retires by rotation and being eligible, offers himself for re-appointment.   |     |         |
| <b>SPECIAL BUSINESS</b> |   | For | Against |
| 3.                      | Re-Appointment of Mr. Akshay Goyal as a Managing Director of the Company.   |     |         |

Please put a tick mark (v) in the appropriate column against the resolutions indicated in the box. If a Member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a Member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signed this ..... day of.....2024

Signature of shareholder(s).....

Signature of Proxy holder(s).....



Note: The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY-EIGHT HOURS before the commencement of the 31<sup>st</sup> AGM. A Proxy need not be a Member of the Company.