



NOTICE OF THE 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh(27TH) Annual General Meeting of MAYFAIR Hotels & Resorts Limited will be held on Friday, September 30, 2022, at 11.30 A.M. IST with the option through Video Conferencing (VC)/other Audio Visual Mode (OAVM) at the Registered Office of the Company at 8B, Jaydev Vihar, Bhubaneswar -751013 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon.
3. To consider re-appointment of Mrs. Ashta Ray (DIN: 01531623) who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint M/s P.A. & Associates, Chartered Accountants as the statutory auditors of the company

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013(“The Act”)(including any statutory modifications and re-enactments thereof) for the time being in force read with the Companies (Audit and Auditors) Rules, 2014,as amended M/s P. A. & ASSOCIATES (Firm Registration number: 313085E), Chartered Accountants, Bhubaneswar be and are hereby appointed as the Statutory Auditors of the Company in the place of M/s Abhishek Mishra & Co., Chartered Accountants, (Firm’s Registration No. 326681E), the retiring Statutory Auditor, to hold the office from the conclusion of the 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting(AGM) of the Company to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

5. REGULARIZATION OF APPOINTMENT OF ADDITIONAL DIRECTOR MR. ARUN KUMAR PANDA (DIN: 00786320) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

MAYFAIR Hotels & Resorts Limited

CIN No. U55101OR1995PLC004224

Regd. Off: 8B, Jaydev Vihar, Bhubaneswar 751 013, Tel: +91 674 666 0101, Fax: +91 674 2360 129, email: corporate@mayfairhotels.com
www.mayfairhotels.com



“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the consent of the members be and is hereby accorded to regularize the appointment Mr. Arun Kumar Panda (DIN: 00786320), who was appointed as an Additional Director by the Board Of Directors on June 28, 2022, as an Independent Director of the Company to hold office for a term of 5 years with effect from June 28, 2022 to June 27, 2027, and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, CS. Sujata Sarkar, Company Secretary, be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms as return of appointment with the Registrar of Companies, Cuttack.”

6. REVISION OF REMUNERATION OF CA. MANOJ KUMAR GOUDA (DIN:03208696), WHOLE-TIME DIRECTOR & CFO OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196(4), 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the members be and is hereby take note of the revision of remuneration of CA Manoj Kumar Gouda (DIN:03208696), Whole-time Director and CFO of the Company to Rs 75.00 Lakhs Per Annum, which is well within the overall limit of the Managerial Remuneration as approved by the members in the General Meeting held on March 14, 2022”,

7. ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded to substitute the existing Memorandum of Association of the company with a new



set of Memorandum of Association(MOA) as per the Provisions of Companies Act,2013.”

RESOLVED FURTHER THAT CS. Sujata Sarkar, Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT CS. Sujata Sarkar, Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

28th Day of June, 2022

By order of the Board of Directors

Registered Office:8B,

Jaydev Vihar,

Bhubaneswar-751013

SUJATA
SARKAR

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SUJATA SARKAR
Date: 2022.09.08
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(CS. Sujata Sarkar)

F-10519

Company Secretary

MAYFAIR Hotels & Resorts Limited

CIN No. U55101OR1995PLC004224

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NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated 08.12.2021 and 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA Circulars, applicable provisions of the Act (including any statutory modifications or reenactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Twenty Seventh(27TH) Annual General Meeting of the company will be held on Friday, September 30, 2022, at 11.00 A.M. IST with the option through Video Conferencing (VC)/other Audio Visual Mode. The Deemed venue of the company shall be the Registered Office of the Company at 8B, Jaydev Vihar, Bhubaneswar -751013
2. As per the Provisions of the Act and Rules made there under the company is not required to provide the facility of e-voting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting in respect of item no 5,6,7,8 is annexed hereto and forms part of notice.
4. In compliance with the provisions of the Companies Act, 2013 ("Act") and various MCA Circulars, the AGM of the Company is being held in hybrid mode both wherein the members may participate either physically or through VC / OAVM. The procedure for participating in the meeting through VC / OAVM is explained below.
5. The Chairman shall record the vote on resolution to be passed in the meeting by show of hands.
6. A Member entitled to attend and vote at the Meeting is entitled to appoint A Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company at its registered office not less than 48 Hours Before the Meeting.
7. A person can act as a proxy on behalf of members not exceeding fifty 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 the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Form MGT-11 is attached herewith.

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8. Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts.
9. Members/Proxies are requested to fill in and sign attendance slip for attending the Meeting.
10. Route Map of the venue is attached hereto.
11. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The Notice of 27th AGM and the Annual Report of the Company for the year ended 31st March, 2022 is uploaded on the Company's website www.mayfairhotels.com and may be accessed by the members. Copies of the above documents are being sent by electronic mode to the purposes. Pursuant to the relaxations given by MCA this notice is being dispatched via E Mode only.
13. The Company has been maintaining all statutory registers at the Registered Office of the Company. In accordance with the MCA Circulars the Registers which are permissible for inspection of members shall be available for inspection by the members.

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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Microsoft meeting Platform vide the following link

https://teams.microsoft.com/join/19%3ameeting_MmViYmJIN2EtYmJmNC00MTM4LWI1ZGYtOWE1ODJjMGU1MGMw%40thread.v2/0?context=%7b%22Tid%22%3a%22bdfcc381-1f37-406c-bba2-e02618579509%22%2c%22Oid%22%3a%2223e0ee6a-2b1f-4d47-a473-240a17db2f8f%22%7d

(Ctrl+Click to follow this link). The facility to join the meeting will be kept open 15 minutes before the scheduled time of the AGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the AGM.

1. The Annual Report including the Notice of the AGM for the FY 2021-22 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participants ('DPs') unless any Member has requested for a physical copy of the same.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may raise their hands and speak with the permission of the Chairman.

28th Day of June, 2022

8b, Jayadev Vihar Bhubaneswar

Khurda Odisha 751013 India

By the Order of the Board

SUJATA
SARKAR

CS Sujata Sarkar

F-10519

Company Secretary

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SUJATA SARKAR
Date: 2022.09.08
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EXPLANATORY STATEMENTS U/S. 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 5

APPOINTMENT OF MR. ARUN KUMAR PANDA (DIN: 00786320) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board of Directors of the Company ('the Board') at the meeting held on June 28, 2022, have recommended, the appointment of Mr. Arun Kumar Panda (DIN: 00786320) as an Independent Director of the Company with effect from June 28, 2022, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act').

On 28th June, 2022, the Board of Directors appointed Mr. Arun Kumar Panda (DIN: 00786320) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from June 28, 2022 to June 27, 2027, subject to approval of the Members of the Company.

The Committee and the Board are of the view that with his vast knowledge, rich experience and background, will definitely add more value to the Board of Directors of the Company.

The Brief profile of Mr. Arun Kumar Panda (DIN: 00786320) is annexed to this notice as Annexure.

The company has received (i) the consent in writing from Mr. Arun Kumar Panda (DIN: 00786320) in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014; (ii) intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013 and a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act.

Save and except Mr. Panda and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No.5.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.5 of the Notice for the approval of the Members.

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ITEM 6

REVISION OF REMUNERATION OF CA. MANOJ KUMAR GOUDA, WHOLE-TIME DIRECTOR & CFO,

Pursuant to Nomination and Remuneration Policy, 2019 as amended and Pursuant to Provision Section 196(4), 197 and Schedule V of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee, the remuneration of CA Manoja Kumar Gouda, Whole-time Director & CFO of the Company has been revised with the approval of the Board.

This enhancement in Managerial Remuneration is well within the overall limit of Managerial Remuneration of Rs 500 Lakhs as approved by the members in the General Meeting held on 14th March, 2022.

Save and except CA Manoja Kumar Gouda, Whole-time Director & CFO, of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No.6.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No.6, of the Notice for the noting of the Members.

ITEM NO. 7 & ITEM NO 8.

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new set of AOA to be substituted in place of the existing AOA.

The new AOA to be substituted in place of the existing AOA are based on Table "F" of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AOA of the Company viz: —

- The AOA provide for participation of directors at meetings of the Board/Committee either through video conferencing or audio visual means or teleconferencing, as the case may be.
- The AOA provide for allowing Circular Resolution to be sent electronically to directors in addition to physical mode.
- The AOA allows key managerial personnel to be appointed as director in any other company.
- The AOA allow maintenance of statutory registers physically as well as in electronic mode. The AOA provide for

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maintenance of books of account in electronic mode as well.

- The AOA is aligned with the provisions of Act.

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause III (C) – "Other Objects" with Clause III (B) – "Objects Incidental or Ancillary to the attainment of the Main Objects" and also to rename the Clause III (A) and III (B) of the Object Cause.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 & 8 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No.7 & 8 of the Notice for the approval of the Members.

28th Day of June, 2022

By order of the Board of Directors

Registered Office:8B,
Jaydev Vihar,
Bhubaneswar-751013

SUJATA SARKAR Digitally signed by
SUJATA SARKAR
Date: 2022.09.08
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(CS. Sujata Sarkar)

F-10519

Company Secretary

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ATTENDANCE SLIP

(To be presented at the entrance)

27th Annual General Meeting on Friday, September 30, 2022 at the registered office of the Company at 11.30 A.M

Folio No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



FORM MGT-11

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 :

E-mail id :

Folio No. / Client ID No.:

DP ID No :

I/ We, being the member(s) of <<>>
hereby appoint

1. Name:

E-mail

Address.....

Signature

or failing him

2. Name

E-mail

Address

Signature.....

or failing him

3. Name

E-mail

Address

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, September 30, 2022 at the registered office of the Company at 11.30 A.M and at any adjournment thereof in respect of such resolution as indicated below:



1. Approval of Financial Statements and Boards' Report for the year 2021-22
2. Appointment of Statutory Auditors for a term of five years

Affix Revenue Stamp

Signed this ____ day of _____ 2022.

Signature of shareholder _____ Signature of Proxyholder(s) _____

NOTE: This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Notes to Proxy Form:

1. 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 meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the meeting, if the articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the register of members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. This is optional. Please put a tick mark (✓) 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.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. A proxy form which does not state the name of the Proxy should not be considered valid.
12. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
13. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
14. If a Proxy had been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
15. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
16. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
17. Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
18. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.



Annexure to the Notice of 27th AGM

Details of Directors retiring by rotation and seeking re-appointment

At the 27th Annual General Meeting

[Pursuant to Para 1.2.5 of Secretarial Standard on General Meeting (SS2)]

Name of the Director	Mrs. Ashta Ray
Date of Birth (Age)	29/10/1983 (39 Years)
Date of first appointment on the Board	04/03/2010
Qualifications	Graduate in Architecture
Experience	14 Years
Terms and conditions of appointment/ re-appointment along with details of remuneration to be paid	She has been appointment has the Whole-time Director of the Company at the Remuneration of Rs 65 Lakhs per annum.
Shareholding in the Company	100 shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to Mr. Dilip Ray & Mrs. Pooja Ray
No. of Board Meetings attended/held during Financial Year 21-22	3/4
Directorships held in other Companies	1. AYB Designs & Crafts Limited 2. Ratikas Construction Company Limited 3. Starone Coldcare Private Limited
Chairmanship/ Membership of Committees in other Companies	Internal Complaints Committee (Sexual Harassment)

28th Day of June, 2022

8b, Jayadev Vihar Bhubaneswar

Khurda Odisha 751013 India

By the Order of the Board

SUJATA
SARKAR

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SUJATA SARKAR
Date: 2022.09.08
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CS Sujata Sarkar

F-10519

Company Secretary



Annexure to the Notice of 27th AGM

Details of Directors retiring by rotation and seeking re-appointment

At the 27th Annual General Meeting

[Pursuant to Para 1.2.5 of Secretarial Standard on General Meeting (SS2)]

Name of the Director	Mr. Arun K Panda
Date of Birth (Age)	30/04/1960
Date of first appointment on the Board	28/06/2022
Qualifications	• PhD in Political Economy and Public Policy from Department of Economics, University of Southern California, Los Angeles, USA • Masters in Political Science from University of Delhi
Experience	• More than thirty years of diverse work experience in the Government as a member of the Indian Administrative Service (IAS) – at senior leadership positions overseeing policy and strategy formulation; both in Central and State Government. • Worked as Secretary to Government of India for almost three years in the Ministry of MSME • Seven years' experience in various verticals of Health Sector: both policy making and implementation level in Government of India • More than five years' experience in Housing and Urban Development in the state of Odisha; both as the Principal Secretary to the Government and as Chief of the Capital Region Development Authority • Currently, Senior Fellow in World Resources Institute (WRI), India • Independent Director in the Boards of Tata Power South Odisha Distribution Limited (TPSODL), Tata Power North Odisha Distribution Limited (TPNODL) and India International Depository IFSC Limited (Formerly known as CDSL IFSC Limited)
Terms and conditions of appointment/ re-appointment along with details of remuneration to be paid	As per the appointment letter
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None



No. of Board Meetings attended/held during Financial Year 2021-22	Nil
Directorships held in other Companies	TP Southern Odisha Distribution Limited TP Northern Odisha Distribution Limited India International Depository IFSC Limited
Chairmanship/ Membership of Committees in other Companies	Nil

28th Day of June, 2022
8b, Jayadev Vihar Bhubaneswar
Khurda Odisha 751013 India

By the Order of the Board

SUJATA
SARKAR
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SUJATA SARKAR
Date: 2022.09.08
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CS Sujata Sarkar
F-10519

Company Secretary

ROUTE MAP TO THE VENUE OF THE AGM

