Alteration of Objects Clause of Memorandum of Association

Sec: 17

RESOLVED THAT subject to the provisions of Section 17 of the Companies Act, 1956 and approval of the company by a special resolution at a general meeting of the company and such other approvals as may be necessary, the existing Clause III of the Memorandum of Association of the company be altered by inserting therein new sub-clause/s ___ as set out below:

……….. [here set out the new sub-clause/s concerning new business/es]

RESOLVED FURTHER THAT a special resolution according approval to the proposed alterations by the members of the company be proposed at an Extra-ordinary General Meeting to be convened and held on____ at ____ at the registered office of the company and the Company Secretary be and is hereby authorized to issue notice of the said meeting together with related explanatory statement, in the draft placed before this meeting, to the company's members in accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the company.

Alteration of Articles of Association
Ref.Sec.31

"RESOLVED THAT subject to the approval of the members of the Company, the Articles of Association be altered as follows:

" After the existing article…….the following new article be inserted."

"The words ……….appearing in para….of the Article……..be deleted"

"The para ……in Article be substituted as follows:"

" RESOLVED FURTHER THAT an Extra Ordinary General Meeting of the members of the Company be convened at……..on…….to consider and approve the afore said amendments to the Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. Managing Director/director/Secretary of the Company be and are hereby authorised to issue notice of the Extra Ordinary General Meeting as per the draft placed before the meeting and initialled by the Chairman for the purposes of identification and to take all such other steps as may be required in this regard."

<u>Increase the Authorised Capital of the Company.</u>

Sec.16 & 31

The Chairman informed the Board that the Present Authorised Capital of the Company is Rs………… Only divided into ………………………………… Equity Shares Rs……each.Whereas the subscribed and paid up capital of the Companis is Rs...........and Rs.............respectively. In order to meet the capital requirements in future, it is necessary to enhance the capital to Rs………………………………divided into ………………………… Equity Shares of Rs………..each. He therefore, requested the Board to pass a suitable resolution.After some discussion,the Board approved the proposal and passed the following resolution unanimously:

i) " RESOLVED THAT pursuant to the provisions of Sec. 94 and other applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs………to Rs……………divided into ………………………equity shares of Rs………… each ranking in pari passu with the existing share capital of the company".

ii) "RESOLVED FURTHER THAT pursuant to Section 16 and other applicable provisions of the Companies Act, 1956, in the Capital clause of the Memorandum of Association , the following words be substituted as follows:

a. " The Authorised share capital of the company is Rs……………………. Divided ………………….……….equity shares of Rs……each.
b. "RESOLVED THAT pursuant to Sec.31 of the Companies Act, 1956 Article 3(a) of the Articles of Association of the Company be and is hereby amendnded to read as follows:

"The Authorised Share Capital of the Company is Rs………………..divided into ………………………………equity shares of Rs…………each."

Alterations of Articles to change the name.

RESOLVED that pursuant to section 31 of the Companies Act 1956, and subject to the approval of shareholders in general meeting, approval be and is hereby accorded for alteration in articles of association of the company by adding four restrictive clauses as are applicable to a private company under section 3(1)(iii) of the Act.

RESOLVED FURTHER that pursuant to section 21 of the Companies Act 1956, and subject to the approval of shareholders in general meeting, approval be and is hereby accorded for change in the name of the company by adding the word 'private' in its name.

RESOLVED FURTHER that a general meeting of the company be convened at _____________ on _________ at _____________ to secure the consent of the shareholders and that the Secretary of the company be and is hereby authorised to send notice with relevant explanatory statement to the members as per the draft placed before this meeting and approved for issuance.

Authorisation to sign and present petition to Company Law Board

Ref.Sec.17:

" RESOLVED THAT consent be and is hereby given for filing a petition before the Company Law Board............for the purposes of obtaining its approval for.....................................

"RESOLVED FURTHER THAT Mr........................Director and Mr...................Secretary of the Company be and are hereby jointly and severally authorised to verify,sign,affirm and or present the petition, affidavit and other statements forming part of the petetion being filed by the Company before the said authorities for the above said purposes."