PROCEDURE FOR INCLUSION OF NEW BUSINESS CLAUSE IN THE MOA

In case the proposed new business activities are not covered by any of the objects included in the Memorandum of Association, the Company, the Company has to first amend its object clause of the MOA by inclusion of the proposed object in its Main Objects or Other Objects of the Company as it consider appropriate.

The Company shall comply with the requirement of sections 17 and 18 of the Companies Act, 1956 for amendment in the Object Clause of the MOA. Special care in this respect should be taken by the company as discussed below:

- Hold a Board Meeting to consider the matter and approve the proposal for acttying specified business activities as they may consider appropriate. The Board shall check the exact wording of the objects proposed for inclusion in the Object Clause of MOA and shall also fix the date, time and place for holding a general meeting, approve the notice of the General Meeting and explanatory statement and authorize to any director or secretary for issuance of notice to the members as per the requirement of the Act;
- The proposal to amend the object clause of the MOA will have to be approved by the members by way of special resolution.
- File e-Form-23 electronically containing the certified copy of SR with explanatory statement and with the fee as per Schedule X of the Act, to the ROC;
- File a declaration in e-form 20A electronically and a stamped copy be simultaneously submitted to the ROC on the non-judicial stamp paper of adequate value to the effect that the provisions of section 149(2A), sub-clause (i) have been complied with;
- It is absolutely necessary to get the certificate of registration of the special resolution from the ROC pursuant to section 18(1) of the Act within one month of filing.

The Certificate issued by ROC shall be conclusive evidence that all the requirements regarding the alteration in the MOA have been complied with and the MOA so altered shall be the MOA accordingly.

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBER OF THE COMPANY WILL BE HELD ON………., …………., 2010 AT ……A.M./P.M. AT THE REGISTERED OFFICE OF THE COMPANY.

SPECIAL BUSINESS

1. To Consider and if thought fit to pass with or without modifications the following resolution as an Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 17 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Registrar of Companies, ……………………, the Object Clause of the Memorandum of Association of the Company be and is hereby amended in inclusion of the following new object clauses as 45 and 46 in the other Object Objects Clause III (C) of the Memorandum of Association of the company after existing Clause No 44:

45. To acquire, piece or parcel of land, plot, hereditaments, plantations,orchards, standing corps, gardens and to use ,marketing and to employ and plans of the company of in agricultural, horticultural uses and to carry on the business of general farmers, agriculturists, dairy farmers, live stocks, fisheries, poultry farms, nursery and growers of produce which the land may from time to time be found to be most adaptable or suitable.

46. To carry on the business as manufacturers, producers, processors, makers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires, or otherwise deal in all plants and machinery implements, accessories, tools, materials, substances, goods or things of any description including tractors, power tillers, sprayers, dusters, mistblowers, fishing boats, crafts and trawlers, fishing nets, gadgets, cold storages, deep freeze equipments and all types of equipments required for forestry, animal husbandry, poultry farming, agriculture pisciculture, sericulture, horticulture, equipment for processing and preserving forest, agricultural, horticultural, or sericultural produce.

RESOLVED FURTHER THAT Director of the Company be and is hereby individually authorised to sign and file the application for change in Object Clause name including any other paper of documents as may be required, to represent the Company before the Registrar of Companies NCT of Delhi and Haryana, make submission, appoint any professional or any other official of the company to represent the company in the office of Registrar of Companies NCT of Delhi and

Haryana whom they deemed fit and do all such acts, deeds and thinks which are necessary are ancillary thereto.”

2. To Consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 149 (2A) of the Companies Act, 1956, the consent of the members of the company be and is hereby accorded to carry on the business activities as covered under Other Object Clause No.III (C) 45 to 46 of the Memorandum of Association of the Company and the Board of Directors of the company be and is hereby authorized to take all such effective steps to implement the decision of the members of the company as they may consider appropriate in the interest of the company and to do all such acts, deeds and things from time to time for and on behalf of the Company.

RESOLVED FURTHER THAT Director of the Company be and is hereby individually authorized to sign and file the application to commence new business activites including any other paper of documents as may be required, to represent the Company before the Registrar of Companies …………………, make submission, appoint any professional or any other official of the company to represent the company in the office of Registrar of Companies………………… whom they deemed fit and do all such acts, deeds and thinks which are necessary are ancillary thereto.”

Note:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE IN HIS /HER STEAD AND PROXY NEED NOT BE A MEMBER.

2. PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

By Order of the Board
For …………………………………… **Limited**

Date: ………..2010
Place: ……………..

Director

EXPLANATORY STATEMENT PURSUENT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEN NO.1

The Company plan to foray into multifarious activities which extend beyond films. The Directors belief that the amendment in object clause by inserting new clauses 45 and 46 after the existing Clause No. III (C), which shall empower the company to enter into a new business field.

The resolution as proposed is recommended for approval. None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

ITEM NO 2

Keeping in view the amendment made in Objects Clause of the Memorandum of Association of the Company, it is necessary for the members to give their consent to the Company under section 149 (2A) by way of Special Resolution for commencing the business as set out in the new inserted Clause No. 45 to 46.

In order to validate the commencement of new business the company is required to obtain the approval of members by way of Special Resolution.

Your directors recommend to pass necessary resolution as set out in Items No. 2 of the Notice as Special Resolution. None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

By Order of the Board
For ………………….. **Limited**

Date: …………..2010
Place:………………..

Director