**NOTICE - EXTRA-ORDINARY GENERAL MEETING CONVERSION OF PRIVATE COMPANY INTO**

**PUBLIC COMPANY**

NOTICE is hereby given that the Extraordinary General Meeting of the Company will be held at the registered office of the company at \_\_\_\_\_\_\_\_\_\_\_\_ on \_\_\_\_\_\_\_\_ the \_\_\_\_\_\_\_\_\_/\_\_\_\_\_\_\_\_ at \_\_\_\_ a.m./p.m.

To consider and, if thought fit, to pass with or without modification the following resolution as:

Special Resolution

"RESOLVED THAT the approval of the Company be and is hereby given for conversion of Company into Public Limited Company and consequently the word "Private" be deleted from the name of the Company, wherever the same appears in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 31 of the Companies Act, 1956, the Articles of Association of the Company be and is hereby altered in the following manner:

Article\_\_\_

This Article should be deleted.

Article\_\_\_\_\_\_\_\_\_

Substitute the word "\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_" by the word "\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_" in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_line and Substitute the word "\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_" by the word "\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_" in line \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

The following new Articles be added to the Articles of Association:

1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_as Article No. \_\_\_\_\_.

2. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_as Article No. \_\_\_\_\_.

RESOLVED FURTHER THAT Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Director/Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the said resolution.”

By order of the Board

Secretary/Director

Dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_, /………\_\_

NOTES: 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the Company.

2. The relative Explanatory Statement, pursuant to section 173(2) of the Companies Act, 1956, in respect of the special business set out above is annexed hereto.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE ACT

Item No. 1

The Company is carrying on the business of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and has done exceedingly well in the past few years. The Board feels that considering the expanding business activities of the Company, the Company should convert itself into a Public Limited Company. Consequent on such conversion, the Article \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ which lays down certain restrictions in case of Private Limited Companies as per the provisions of the Companies Act should be deleted and certain new articles as required in case of a public limited company should be inserted, hence the resolutions.

The Board of Directors recommends passing of the special resolution as contained in item No. 1 of the notice.

None of the Directors are in any way interested or concerned in the resolution.