**NOTICE OF EXTRA-ORDINARY GENERAL MEETING CHANGE OF REGISTERED OFFICE**

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 \_\_\_\_\_\_\_\_\_\_\_, 200\_\_\_\_\_ 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 subject to the sanction of the Company Law Board, the registered Office of the Company be shifted from the state of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ to the state of \_\_\_\_\_\_\_\_\_ and that Clause II of the Memorandum of Association of the Company be altered by substituting the words "the state of \_\_\_\_\_\_\_\_\_\_\_\_\_" for the words "the state of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_."

FURTHER RESOLVED THAT Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Director of the Company be and is hereby authorized to file petition, issue notices, appear before the Company Law Board, appoint advocates on behalf of the Company and to do such acts, deeds, things and matters as may be necessary in this regard."

By order of the Board

Secretary/Director

Dated the \_\_\_\_\_\_\_\_\_\_\_\_\_\_, 200\_\_\_\_\_\_

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 main objects of the Company are confined to the business of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The Company is facing difficulties in carrying out the business in the state of \_\_\_\_\_\_\_\_\_\_\_\_ due to non-availability of specialized labour and scarcity of raw materials. The Board is of the view that the business carried on by the Company can be carried out more efficiently and economically by the Company in the state of \_\_\_\_\_\_\_\_\_\_\_ due to availability of specialized labour at cheap costs and abundant supply of raw materials required.

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.