

ON THE LETTER HEAD OF THE COMPANY

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE MEETING OF THE MEMBERS OF [NAME OF COMPANY] HELD ON [DAY DATE TIME] AT [PLACE]

SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER:

"RESOLVED THAT subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the confirmation/approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of _____ to the State of _____."

Current address –

Anticipated address –

"RESOLVED FURTHER THAT subject to the aforementioned confirmation/approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause **II**:

"II. The Registered Office of the Company will be situated in the State of _____."

"RESOLVED FURTHER THAT upon the approval of the Regional Director, the Registered office of the Company be shifted from the State of _____ to the State of _____."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, a certified true copy shall be provided upon application."

//CERTIFIED TRUE COPY//

FOR [NAME OF COMPANY]

**NAME OF DIRECTOR
POST
DIN
PLACE
DATE**

ON THE LETTER HEAD OF THE COMPANY

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As per provisions of Section 12(5) of the Companies Act, 2013 shifting of registered office of a company outside the local limits of any city, town or village requires approval of shareholders by way of Special Resolution.

With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office to _____.

The proposed location is outside the local limits of _____ and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to _____, with effect from _____.

Your directors recommend the resolution set out at **item No. 1** to be passed as a special resolution by the members. Further, none of the Directors are interested in the above resolutions either directly or indirectly except to the extent of their shareholding.

//CERTIFIED TRUE COPY//

FOR [NAME OF COMPANY]

**NAME OF DIRECTOR
POST
DIN
PLACE
DATE**