

FORM NO. II

[See rule 38] [HEADING AS IN FORM NO. I]

Company Petition No .....of 19 ..

A.B. & Co .• [Ltd.]-Petitioner

Petition under section 17 for confirming alteration of memorandum

The petition of A.B. & Co. [Ltd.], the petitioner herein, showeth as follows:

1. The above-named company, the petitioner herein (hereinafter called 'the company') was registered on the ..... day of.. .....19 ..under the provisions of [the Companies Act. 1956] as a company limited by shares limited by guarantee/ as an unlimited company (omit what is not required).

2. The registered office of the company is situate at... ..:

3. The capital of the company is Rs .... divided into ..... shares of Rs ..... each, of which ..... shares have been issued and fully paid up (or paid up to the extent of Rs ..... per share). [Omit what is not appropriate. Any further particulars as to the share capital of the company and/ or the liability of the members as may be appropriate should be set out.]

4. The objects for which the company was formed are set out in clause ..... of the memorandum of association annexed hereto. They are:-

[Here set out the objects in full where the alteration proposed is of the objects. Where the alteration proposed is confined to a change in the registered office of the company from one State or Union Territory to another, it is enough to set out the principal objects in brief.]

5. Shortly after its incorporation, the company commenced business and has since been and is still carrying on business.

6. By a special resolution of the company duly passed in accordance with section 189 of the Companies Act, 1956, at a general meeting thereof held on the ..... day of... 19 .., after due notice as provided in the Act, it was resolved unanimously (or by a majority of... .. votes to ..... votes) as follows :-

[Here set out the resolution]

**Note:** Where there are dissentient members, the number of such members and the total number of shares held by them should be set out in a separate paragraph.

7. [Set out the reasons for alteration].

8. [Set out whether the company has issued or agreed to issue any debentures, and whether the company has other' debts, and if so, the nature and extent of such debts.]

9. The company is/is not in good financial position and has/has not sufficient working capital. The following summary extracted from its last balance sheet for the period ending ..19 .., indicates its financial position:

Capital paid up	Rs.
Reserve Fund	Rs.
Undivided profits	Rs.
	Rs.
The assets of the company amounted to	Rs.
Less: liabilities	Rs.
Excess of assets over liabilities	Rs.

[or, as the case may be]

[Here set out any material alterations in the financial position of the company subsequent to the date of the last balance sheet].

J.O. No one will be prejudiced by the proposed alteration of the memorandum of association of the said company, and it is just and equitable that the alteration should be confirmed by the Court.

J.J. The petitioner therefore prays :-

(1) That the alteration of the memorandum of association of the company sought to be effected by the special resolution set out in paragraph 6 above and passed at a general meeting of the company held on the .....day of... .....19 ..be confirmed;

(2) Or, such other order may be made as in the premises to this Court may seem fit.

Dated..... ..Petitioner

Advocate for the petitioner