

# Mysore Ammonia Private Limited

Regd. Office : # 233, 3rd Floor, "Rajinigandha", Garden Apartments, 21, Vittal Mallya Road  
Bangalore - 560 001. Tel No: 4112 0126, 2222 0041, 2222 0989  
CIN: U24111KA1977PTC003215 E-mail : bangalore@mysoreammonia.com



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF MYSORE AMMONIA PRIVATE LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 11, 2023 AT 02:00 P.M. AT 0112, FLOOR -1, PLOT-CS 3116, TURF ESTATE, DR E MOSES ROAD, SHAKTI MILL LANE, JACOB CIRCLE, MUMBAI-400011, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

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### Special Business

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

1. To consider and approve the shifting of registered office of the Company from "state of Karnataka" to the "state of Maharashtra" i.e., from the jurisdiction of Registrar of Companies, Bangalore to the jurisdiction of Registrar of Companies, Mumbai and alteration of Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to provisions of Section 4, 12 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including any amendments, enactments, modification made thereunder and subject to the approval of Regional Director (South east Region), the consent of the members of the Company be and is hereby accorded to approve the shifting of Registered office of the Company from **233, "Rajinigandha", Garden Apartments, 21, Vittal Mallya Road, Bangalore 560001 Karnataka** under the jurisdiction of Registrar of Companies, Bangalore to **TE01/0112, Floor -1, Plot-CS 3116, Turf Estate, Dr E Moses Road, Shakti Mill Lane, Jacob Circle, Mumbai-400011, Maharashtra** under the jurisdiction of Registrar of Companies, Mumbai.

RESOLVED FURTHER THAT Mr. Nitin Manoharlal Chabria (Whole Time Director) (DIN: 00340483), Mr. Sandeep Prahladrail Chabria (Director) (DIN: 00528032) and Mr. Manoharlal Jamnadas Chabria (Whole Time Director) (DIN: 00340406), of the Company, be and are hereby severally authorized:

- a. To prepare, sign and file the application with Regional Director (South east Region) / Central Government in e-form INC- 23 or in any other form / manner along with all the necessary documents and information as may be required;

- d. To serve a Copy of Application to Registrar of Companies, Bangalore and Chief Secretary of Karnataka inviting objections, if any, for the proposed shifting of Registered Office;
- e. To advertise the application of the Company in form INC-26 in vernacular language in vernacular newspaper and in English newspaper circulating in the city of Bangalore;
- f. To appear for and on behalf of the Company for the purpose of Shifting of Registered Office before the Regional Director (South east Region) / Central Government, Registrar of Companies, Bangalore, Chief Secretary of Karnataka and any other judicial, quasi - judicial authorities;
- g. To sub delegate any of the authorities vested upon them by this resolution

**RESOLVED FURTHER THAT** the Board of Directors hereby authorise, Mr. Nitin Manoharlal Chabria (Whole Time Director) (DIN: 00340483), Mr. Sandeep Prahladrai Chabria (Director) (DIN: 00528032) and Mr. Manoharlal Jamnadas Chabria (Whole Time Director) (DIN: 00340406), of the Company, to appear and represent the Company before the Regional Director (South east Region) / Central Government for the purpose of Shifting of Registered Office of the Company from the state of Karnataka under the jurisdiction of Registrar of Companies, Bangalore to the state of Maharashtra under the jurisdiction of Registrar of Companies, Mumbai and furnish the necessary documents, applications, information required, follow up and obtain the order for the same.

**RESOLVED FURTHER THAT** pursuant to Section 13, 14 of Companies Act 2013 and rules made there under, subject to the approval of shareholders of the Company and the Regional Director (South east Region)/Central Government, consent of the members of the Company be and is hereby accorded, to substitute the situation clause i.e. "Clause II" of the Memorandum of Association which reads as,

***II. The registered office of the company will be situated in the state of Karnataka.***

With the new situation clause i.e. "Clause II" of the Memorandum of Association, as under:

***II. The registered office of the company is situated in the state of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai.***

**RESOLVED FURTHER THAT** any of the Designated Partner of M/s MMJB & Associates LLP, Practising Company Secretary and any other professionals as appointed by them, be and are hereby authorized to appear, represent, enter appearance on behalf of the Company and to act for every purpose connected with all the proceedings in the application for approval of the alteration in Memorandum of Association and shifting of its registered office, before the Central Government, Registrar of Companies, Regional Director and other authorities as may be required or prescribed and all the acts, matters and things done by them in this regard be binding on the Company.

**RESOLVED FURTHER THAT** Mr. Nitin Manoharlal Chabria (Whole Time Director) (DIN: 00340483), Mr. Sandeep Prahladrai Chabria (Director) (DIN: 00528032) and Mr. Manoharlal Jamnadas Chabria (Whole Time Director) (DIN: 00340406), of the Company, be and are hereby severally authorized to do all such acts, take necessary actions, furnish necessary documents, information, issue the certified true copy of this resolution from time to time as may be deemed appropriate.

**RESOLVED FURTHER THAT** a certified true copy of the foregoing resolution be issued as and when necessary, under the signature of any one of the Directors of the Company.”

**For and on behalf of Board of Directors**  
**Mysore Ammonia Private Limited**

**SD/-**

**Nitin Manoharlal Chabria**

**Whole Time Director**

**DIN:** 00340483

**Address:** 202/B Sky Scrapper, 74 Bhulabhai Desai Road  
Cumballa Hill, Mumbai-400026 Maharashtra

**Date:** August 09, 2023

**Place:** Mumbai

## NOTES:

1. The Explanatory Statement pursuant to the provision of Section 102(1) of the Companies Act, 2013.
2. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A member entitled to attend and vote at the meetings is entitled to appoint a proxy or proxies to attend and vote on a poll only, instead of him and a proxy so appointed need not be a member of the company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the meeting. The proxy form is annexed hereto.

A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of meeting.
5. Route map and land mark details for the venue of general meeting are annexed hereto.
6. Further, in case voting is conducted by way of poll, Shareholders shall be requested to send their vote on this Email ID [@nchabria@mysoreammonia.com](mailto:@nchabria@mysoreammonia.com)
7. In case any member is desirous to attend the meeting through video conferencing mode or audio/visual mode they shall intimate the Company in advance not later than two days prior to the Date of Extra Ordinary General Meeting. The intimation can be sent on this Email ID [@nchabria@mysoreammonia.com](mailto:@nchabria@mysoreammonia.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE EXTRA ORDINARY GENERAL MEETING TO BE HELD ON SEPTEMBER 11, 2023**

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**Shifting of registered office of the Company from “state of Karnataka” to the “state of Maharashtra” i.e from the jurisdiction of Registrar of Companies, Bangalore to the jurisdiction of Registrar of Companies, Mumbai and alteration of Memorandum of Association of the Company: -**

The shareholders are hereby informed that for the administrative and operational convenience it is proposed to shift the Registered Office of the Company which is situated at 233, "Rajnigandha", Garden Apartments, 21,Vittal Mallya Road, Bangalore 560001 Karnataka **TE01/0112,Floor -1,Plot-CS 3116, Turf Estate, Dr E Moses Road, Shakti Mill Lane, Jacob Circle, Mumbai-400011, Maharashtra** and that the Board in its meeting held on Thursday, July 27, 2023 had approved after having considered all the positive outlooks of the proposed shifting on business operations and administrative convenience

The shareholders are also informed that the proposed change of Registered Office of the company from the State of Karnataka to State of Maharashtra would be in the beneficial interest of the Company, its shareholders and stakeholders at large.

In accordance with the provisions of Section 13 of the Companies Act, 2013, Shifting of Registered Office from one state to another requires alteration in the situation clause i.e. **“Clause II”** of the Memorandum of Association of the Company which requires approval of shareholders in the General Meeting by way of special resolution and subject to further approval from the Regional Director, South east Region. Therefore, it is necessary to seek your consent by way of special resolution to give effect to such change.

The proposed change will in no way be detrimental to the interests of any member of the public in any manner whatsoever.

The Board of Directors recommend to the shareholders of the Company to grant their approval to the same by passing the resolution as appended in the notice of Extra Ordinary General Meeting as a Special Resolution.

Consequent to the approval of the shareholders, the Company shall file the application with Regional Director, South east Region and other statutory Authorities as required under the provisions of the Companies Act, 2013 for obtaining their approval for shifting of registered office of the Company.

The Memorandum of Association along with proposed alteration is available for inspection of the shareholders of the Company.

None of the Directors of the Company are directly or indirectly deemed to be interested in the said agenda item except to the extent of their shareholding.

**For and on behalf of Board of Directors  
Mysore Ammonia Private Limited**

**SD/-**

**Nitin Manoharlal Chabria**

**Whole Time Director**

**DIN:** 00340483

**Address:** 202/B Sky Scraper, 74 Bhulabhai Desai Road  
Cumballa Hill, Mumbai-400026 Maharashtra

**Date:** August 09, 2023

**Place:** Mumbai

**ATTENDANCE SLIP**

**MYSORE AMMONIA PRIVATE LIMITED,**

**Regd. Office:** 233, "Rajnigandha", Garden Apartments, 21,Vittal Mallya Road, Bangalore 560001  
Karnataka

**[CIN: U24111KA1977PTC003215]**

**EXTRA ORDINARY GENERAL MEETING**

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

	<b>Name and Address:</b>	<b>No. of Shares held:</b>
*DP Id No. _____		
*Client ID No. _____		
Regd. Folio No. _____		

I hereby record my presence at the **Extra Ordinary General Meeting** of **Mysore Ammonia Private Limited**, on Monday, September 11, 2023 at 02:00 P.M. at 0112, Floor -1, Plot-Cs 3116, Turf Estate, Dr E Moses Road, Shakti Mill Lane, Jacob Circle, Mumbai-400011, Maharashtra

**PROXY FORM**

***[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]***

**Name of the Member(s):**

**Registered Address:**

**E-mail Id:**

**DP Id/Client Id:**

I/ We, being the member(s) of shares of the above-named Company, hereby appoint:

Name:	Address:
1 .....	.....
.....	.....
E-mail Id: .....	Signature:
	.....

or failing him/her

Name:	Address:
2 .....	.....
.....	.....
E-mail Id: .....	Signature:
	.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company Mysore Ammonia Private Limited to be held on Monday, September 11, 2023 at 02:00 P.M at 0112, Floor -1, Plot-Cs 3116, Turf Estate, Dr E Moses Road, Shakti Mill Lane, Jacob Circle, Mumbai-400011, Maharashtra



and at any adjournment thereof in respect of such resolutions as are indicated below:

1. *To consider and approve the shifting of registered office of the Company from “state of Karnataka” to the “state of Maharashtra” i.e from the jurisdiction of Registrar of Companies, Bangalore to the jurisdiction of Registrar of Companies, Mumbai and alteration of Memorandum of Association of the Company.*

Signed this ..... day of ..... 2023.

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Signature of shareholder



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Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

## ROUTE MAP

**Landmark:** Turf Estate

**Route Map:** 0112, Floor -1, Plot-Cs 3116, Turf Estate, Dr E Moses Road, Shakti Mill Lane, Jacob Circle, Mumbai-400011, Maharashtra

