

The procedure for change in object clause of a Company is as follows:

Step 1: First call a board meeting for approval of change in object clause. The agenda of the board meeting will be to approve the change in object clause and to call an EGM to get the shareholder's approval for change in object clause.

The board meeting should be called by giving at least 7 days notice.

The board will determine the changes in the object clause and will set the agenda for EGM.

The board will approve notice for calling EGM by fixing date, time and venue of EGM.

Step 2: The second step after the Board Resolution is to issue notice of Extraordinary Meeting to all Members, Directors and the Auditors of the company in accordance with the provisions of Section 101 of the Companies Act, 2013.

The Notice contains the date, time and venue of the EGM. The notice will be accompanied by an explanatory statement detailing the reasons for change in object clause. Interest of the director in the resolution should be disclosed in the explanatory statement. The Notice shall be issued at least 21 clear days before the EGM.

Step 3: The third step is to hold an Extraordinary General Meeting at the time, place and venue as given in the notice and to pass the necessary Special Resolution under section 13(1) of the Companies Act, 2013, for change in object clause of Memorandum.

Step 4: Once the necessary special resolution is passed at the EGM, the company needs to file the special resolution with the Registrar within 30 days of passing the resolution. Form MGT-14 is required to be filed for filing the resolution with the Registrar. Form MGT-14 contains details about the special resolution passed.

Attachments with form MGT-14

- Certified copy of the resolution
- Notice of Extra ordinary General Meeting (EGM)
- Explanatory statement to the notice
- Altered Memorandum of Association

Step 5: Registration of change in object clause by the Registrar

As per section 13(10), no alteration made under this section shall have any effect until it has been registered in accordance with the provisions of this section.

As per section 13 (9) The Registrar shall register any alteration of the Memorandum with respect to the objects of the company and certify the registration within a period of thirty days from the date of filing of the Special Resolution in accordance with clause (a) of sub-section (6) of this section.

Therefore once, form MGT-14 is filed, the Registrar will examine the form and register the change in object clause by issuing a fresh certificate of incorporation.

SAMPLE RESOLUTIONS AND NOTICE

CERTIFIED TRUE COPY OF THE REOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF M/s GLADITUDE INDIA PRIVATE LIMITED HELD ON FRIDAY 12th JANUARY, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT MS-008-0051, CHAKKAR CHOWK, MUZAFFARPUR, BIHAR, 842001 AT 02:00PM.

➤ TO CHANGE THE OBJECT CLAUSE

“RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, to append following sub clauses (6) and (7) after sub clause (5) of clause III (A) of the Memorandum of Association of Company subject to the approval of Shareholders in General Meeting & Registrar of Companies, Patna.

(6) “To carry on the business of structural fabrication , Electrical fabrication and to work as government, military, railway, public works, general and civil contractor.

(7) “ To carry on all the business of builders, real estate-developers, contractors, sub-contractors, dealers and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, service apartments ,serviced plots, constructions of residential and commercial premises including business centers and offices, securing lands ,private or Government for formation and development of town ships, and to deal in and act as agents for lands ,buildings, factories, houses, flats and other residential and commercial plots ,and construct/maintain and alter residential, commercial , industrial plots and properties and sale or lease them out by providing with all modern amenities and development thereof.”

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Shri Siddharth Krishna, Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concern Registrar of Companies."

➤ **TO APPROVE THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

The Chairman informed the Board that an Extra-Ordinary General Meeting of the members is required to be convened to give effect/take approval of members. He suggested the meeting to be held on *Monday, 8th January, 2018*. He also placed before the Board, Draft Notice along with explanatory statement u/s 102 of the Companies Act, 2013 for the Extra Ordinary General Meeting. The same was discussed and approved. Shri Siddharth Krishna, Director was authorized to sign and circulate the Notice along with the explanatory statement to the shareholders.”

**Certified True Copy
For Gladitude India Private Limited**

Director

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF M/s GLADITUDE INDIA PRIVATE LIMITED HELD ON FRIDAY 12th JANUARY, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT MS-008-0051, CHAKKAR CHOWK, MUZAFFARPUR, BIHAR, 842001 AT 02:00PM.

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(6) “To carry on the business of structural fabrication , Electrical fabrication and to work as government, military, railway, public works, general and civil contractor.

(7) “ To carry on all the business of builders, real estate-developers, contractors, sub-contractors, dealers and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, service apartments ,serviced plots, constructions of residential and commercial premises including business centers and offices, securing lands ,private or Government for formation and development of town ships, and to deal in and act as agents for lands ,buildings, factories, houses, flats and other residential and commercial plots ,and construct/maintain and alter residential, commercial , industrial plots and properties and sale or lease them out by providing with all modern amenities and development thereof.”

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Shri Siddharth Krishna, Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concern Registrar of Companies."

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting of the Members of **M/s. Gladitude India Private Limited**, will be held on *Tuesday , 16th January, 2018* at **02:00 P.M.** at **MS 008-0051, Chakkar Chowk, Muzaffarpur, Bihar, 842001** to transact the following business:

SPECIAL BUSINESS: Special Resolution

➤ **TO CHANGE THE OBJECT CLAUSE**

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

“RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, to append following sub clauses (6) and (7) after sub clause (5) of clause III (A) of the Memorandum of Association of Company.

(6) “To carry on the business of structural fabrication , Electrical fabrication and to work as government, military, railway, public works, general and civil contractor.

(7) “To carry on all the business of builders, real estate-developers, contractors, sub-contractors, dealers and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, service apartments ,serviced plots, constructions of residential and commercial premises including business centers and offices, securing lands ,private or Government for formation and development of town ships, and to deal in and act as agents for lands ,buildings, factories, houses, flats and other residential and commercial plots ,and construct/maintain and alter residential, commercial , industrial plots and properties and sale or lease them out by providing with all modern amenities and development thereof.”

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Shri Siddharth Krishna, Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concern Registrar of Companies."

Registered Office
MS 008-0051, Chakkar Chowk,
Muzaffarpur, Bihar, 842001
CIN: - **U74999BR2017PTC033402**
Email: contact@gladitude.in
Dated: 12th January 2018

By Order of the Board

Director

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EGM) SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF. A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE AFORESAID MEETING AND SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN THE AGGREGATE, NOT MORE THAN 10% 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 BE ENTITLED TO ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The present object clause of the Memorandum of Association (MOA) of the Company covers all the activities carried on by the Company. In the view of the prevailing market condition, demand and growth of the Agriculture sector , the Company intends to set up Rice mills, Flour mills, Dal and Oil mills and to deal in various food grains and agricultural products. In order to enable the Company to undertake the businesses as above, it is proposed to amend the main objects clause of the Memorandum of Association of the Company as per Section 13 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014,.

Further , the company is of the opinion that the name of the company should correspond the objects of the company. Therefore the board of directors has decided to change the name of the company pproval of members by way of special resolution ie name s a prerequisite to amend the object clause of the company and thus your approval is sought for the same.

The proposed activities can conveniently and advantageously be combined with the present activities of the company. This will also enlarge the area of operations of the company.

None of the Directors, Key Managerial Personnel and their relatives are interested in passing of the resolutions.

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Director