

Procedure for Change of name of a private limited company as per Companies Act' 2013

Step 1: First call a board meeting for approval of change in name. The agenda of the board meeting will be to approve the change in name, to apply for name availability to the Registrar and then to call an EGM to get the shareholder's approval for change in name.

The board meeting should be called by giving at least 7 days notice. The board will suggest proposed new names and will set the agenda for EGM.

Step 2: Check Company Name Availability

Once a resolution is passed for ascertaining availability of proposed company name, the authorized director can make a name availability application in RUN Form.

The Board resolution passed in step 1 will be an attachment to form RUN.

Step 3: Once the name availability application is approved by the Registrar by issuing a certificate of name availability, the board will 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 name. 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 and keeping in mind that the name availability is applicable for only 60 days from the date mentioned in the name availability certificate.

Step 4: The next 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 of the Companies Act, 2013, for change in name of the company.

Step 5: Filing with the Registrar of companies

The special resolution passed at the EGM also needs to be filed 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.

Once the necessary special resolution is filed with Registrar in form MGT-14, the company needs to file an application for change of name of the company with the Central Government in Form INC-24 along with the requisite fee.

Here, it is to be noted that form INC-24 is to be filed after form MGT-14 as the form INC-24 specifically asks for the SRN of form MGT-14 filed with the registrar. INC-24 also asks for SRN of INC-1 filed with the registrar as given in step-2 above.

INC-24 also asks reasons for change of name of the company and details about the number of members who attended the EGM and those who voted for and against the resolution and their shareholding in the company.

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
- Altered articles of Association

Attachments with form INC-24

- Minutes of the members' meeting

Step 6: Registration of change in name by the Registrar

If the Registrar of Companies is satisfied with the company's name change application, the Registrar would issue a new certificate of incorporation. It is important to note that the company name change is said to be complete and effective on issuance of new incorporation certificate by the Registrar of Companies.

Step 7: Subsequent to the issuance of the new incorporation certificate, steps must be taken to incorporate the new company name in all the copies of Memorandum of Association and Articles of Association.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ONE ELEMENT INFRASTATES PRIVATE LIMITED HELD ON 17/12/2018 AT 05.00 P.M. AT F 36/37, ROAD NO. 12, PHASE -1 , INDUSTRIAL AREA , RAM NAGAR, CHANDAULI , UP, 221110.

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RESOLUTION FOR CHANGE THE NAME OF THE COMPANY

The Chairman informed the Board that, the Company had made an application for change of name from M/s ONE ELEMENT INFRASTATES PRIVATE LIMITED to M/s SHANKARI GRAINS PRIVATE LIMITED or such other name as may be approved by the Central Registration Centre. As a result of the name application, the name granted by the Central Registration Centre is M/s SHANKARI GRAINS PRIVATE LIMITED. The altered memorandum and articles of association and the new certificate of name availability giving effect to the name change was placed before the Board. The Board took note of the same and passed the following resolution in this regard:

RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, , subject to approval of the Central Government and approval of shareholders at a duly convened meeting, approval of the Board be and is hereby accorded for the name change of the company from M/s ONE ELEMENT INFRASTATES PRIVATE LIMITED to M/s SHANKARI GRAINS PRIVATE LIMITED as approved by the Central Registration Centre.

RESOLVED FURTHER THAT clause 1 of the memorandum of association of the company be substituted with the name M/s SHANKARI GRAINS PRIVATE LIMITED

RESOLVED FURTHER THAT the articles of association of the Company be and is hereby amended to replace the name of the Company M/s SHANKARI GRAINS PRIVATE LIMITED wherever it appears.

RESOLVED FURTHER THAT Shri Himanshu Ojha , Director of the Company be and is hereby authorized to make necessary applications and to file necessary e-forms for approval of Central Government for change of name, and to do all such acts, deeds, matters and things as may be necessary in this regard.”

RESOLUTION FOR 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, Kanpur.

(6) To set up and operate rice mills, flour mills, Dal Mills ,Oil extraction plants, and or, any other manufacturing or processing units which use as their main raw material any agricultural produce and or any agro products and by products and to carry on the business of rice milling , weaning rice, husking and preparation of rice, extraction of rice bran oil and any other related products and to act as buyers , importers , sellers exporters, stockists, agents and dealers in rice, paddy and other grains, seeds flour , oil seeds and oil as the company may deem fit.

(7) To carry on the business as manufacturers , producers , refiners, processors, formulators, buyers, sellers, exporters and importers, distributors, traders, agents and dealers in all kinds of farm foods and other grains, food stuffs, seeds sugar canes, oils and oil seeds, cotton and cotton products, jute and jute products, and any such other agro based products and by products resulting from any manufacturing or processing operation using agriculture produce as the raw material.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Shri Himanshu Ojha , 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."

RESOLUTION FOR CALLING EGM

“An Extraordinary General Meeting is to be convened for approval of name change , change in object clause and altered Memorandum of Association and Articles of Association of the Company. The meeting is to be held on 04th January, 2019 at 2:00 PM.

The Board approved the draft notice placed before the Board for calling Extraordinary General Meeting and unanimously passed the following resolutions:

RESOLVED THAT an Extraordinary General Meeting of the shareholders of the Company be held on Friday , 04th January, 2019 at 2:00 PM.

RESOLVED FURTHER THAT the draft notice of the Extraordinary General Meeting as placed before the Board be and is hereby approved and Shri Himanshu Ojha , Director of the Company be and is hereby authorized to issue the same under his signature”

Certified True Copy

By Order of Board

**For, One Element Infrastates Private
Limited.**

Director

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of One Element Infratstaes Private Limited will be held on Friday, the 04th January 2019 at F 36/37 , Road No. 12, Phase 1, Industrial Area, Ram Nagar, Chandauli, U.P 221110 at 2.00 PM to transact the following special business:-

ITEM NO: 1-

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

“RESOLVED THAT pursuant to provision of Section 13 (2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the members be and is hereby given for changing the name of the company from M/s ONE ELEMENT INFRASTATES PRIVATE LIMITED to M/s SHANKARI GRAINS PRIVATE LIMITED as approved by CRC, under the Companies Act, 2013.

RESOLVED FURTHER THAT Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered as per the name approved by the statutory authorities:

- I. The Name of the Company is “ **Shankari Grains Private Limited.**”

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Directors be and is hereby authorised to file all the necessary Forms and / or Returns and make the application in FORM INC 24 and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.”

ITEM NO: 2-

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as a Special 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 set up and operate rice mills, flour mills, Dal Mills ,Oil extraction plants, and or, any other manufacturing or processing units which use as their main raw material any agricultural produce and or any agro products and by products and to carry on the business of rice milling , weaning rice, husking and preparation of rice, extraction of rice bran oil and any other related products and to act as buyers , importers , sellers exporters, stockists, agents and dealers in rice, paddy and other grains, seeds flour , oil seeds and oil as the company may deem fit.

(7) To carry on the business as manufacturers , producers , refiners, processors, formulators, buyers, sellers, exporters and importers, distributors, traders, agents and dealers in all kinds of farm foods and other grains, food stuffs, seeds sugar canes, oils and oil seeds, cotton and cotton products, jute and jute products, and any such other agro based products and by products resulting from any manufacturing or processing operation using agriculture produce as the raw material.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Shri Himanshu Ojha , 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."

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 THE PROXY NEED NOT BE A MEMBER.

2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 with respect to special business as set out in the Notice is annexed herewith.

By Order of Board

**For, One Element Infrastates Private
Limited.**

Director

Regd Office:

F 36/37, Road No. 12, Phase 1 , Ram Nagar
Industrial Area, Chandauli, U.P, 221110.

CIN-U70102UP2014PTC067157

E Mail- hemanttiwari081@gmail.com

Date :17th Day of December, 2018.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1 and 2

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 its objects. Therefore the board of directors has decided to change the name of the company from " One Element Infrastates Private Limited to Shankari Grains Private Limited " . The name " Shankari Grains Private Limited " has been duly approved and made available for changing the name by the Central Registration Centre vide their letter dated 17/12/2018 which is valid for 60 days.

By virtue of the above change in the Name and object clause of the company, it is required to alter its Memorandum of Association and Articles of Association accordingly.

As per the provision of the Companies Act, 2013, approval of the members is required to be accorded for changing the name and object clause of the Company by way of passing a Special Resolution, hence resolution is put up for members approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice.

By Order of Board

**For, One Element Infrastates Private
Limited.**

Director

Regd Office:

F 36/37, Road No. 12, Phase 1 , Ram Nagar

Industrial Area, Chandauli, U.P, 221110.

CIN-U70102UP2014PTC067157

E Mail- hemanttiwari081@gmail.com

Date :17th Day of December, 2018.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF M/s ONE ELEMENT INFRASTATES PRIVATE LIMITED HELD ON 04/01/2019 AT 03.00 P.M. AT F 36/37, ROAD NO. 12, PHASE -1 , INDUSTRIAL AREA , RAM NAGAR, CHANDAULI , UP, 221110.

ITEM NO: 1-

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

“RESOLVED THAT pursuant to provision of Section 13 (2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the members be and is hereby given for changing the name of the company from M/s ONE ELEMENT INFRASTATES PRIVATE LIMITED to M/s SHANKARI GRAINS PRIVATE LIMITED as approved by CRC, under the Companies Act, 2013.

RESOLVED FURTHER THAT Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered as per the name approved by the statutory authorities:

- I. The Name of the Company is “ Shankari Grains Private Limited.”

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Directors be and is hereby authorised to file all the necessary Forms and / or Returns and make the application in FORM INC 24 and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.”

ITEM NO: 2-

To consider, and, if thought fit, to pass, with or without modification(s) the following resolution as a Special 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 set up and operate rice mills, flour mills, Dal Mills ,Oil extraction plants, and or, any other manufacturing or processing units which use as their main raw material any agricultural produce and or any agro products and by products and to carry on the business of rice milling , weaning rice, husking and preparation of rice, extraction of rice bran oil and any other related products and to act as buyers , importers , sellers exporters, stockists, agents and dealers in rice, paddy and other grains, seeds flour , oil seeds and oil as the company may deem fit.

(7) To carry on the business as manufacturers , producers , refiners, processors, formulators, buyers, sellers, exporters and importers, distributors, traders, agents and dealers in all kinds of farm foods and other grains, food stuffs, seeds sugar canes, oils and oil seeds, cotton and cotton products, jute and jute products, and any such other agro based products and by products resulting from any manufacturing or processing operation using agriculture produce as the raw material.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Shri Himanshu Ojha , 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."

Certified True Copy

**For and on behalf of
One Element Infrastates Private
Limited.**

Director