



MERCHANTS CHAMBER OF UTTAR PRADESH

Regd., Office : 14/77, Civil Lines, Kanpur - 208 001

Phone : (0512) 2531306

Email : merchantschamberup@gmail.com

Website : www.merchantschamberup.com

Atul Kanodia

President
9935507040

Abhishek Singhania

Vice President
0512-6716600

Mahendra Nath Modi

Secretary
9936337580

Date: 10.02.2022

**TO
ALL THE MEMBERS OF THE CHAMBER**

Notice of 1st /2021-22 Extra Ordinary General Meeting of Merchants Chamber of Uttar Pradesh

Notice is hereby given that Extra Ordinary General Meeting of the Members of Merchants Chamber of Uttar Pradesh will be held on **Saturday, the 5th day of March, 2022 at 4:00 PM** at the Registered Office at 14/77, Civil Lines, Kanpur-208001 to transact with or without modifications, as may be permissible, the following business: -

- 1. To alter the provisions of Article of Association of the Chamber and in this connection, if thought fit, to pass the special resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and subject to the approval of Registrar of Company, consent of the members of the Company be and is hereby accorded to alter the provisions of the Article of Association of the company, as placed before this meeting and initialled by Chairman for the purpose of identification and approval, in the following manner in substitution for and to the exclusion of the existing Articles of Association of the Company.”

- 1. In clause 9 of the Article, the last para be substituted with the following para:**

An admission fee along with the first Annual Membership Subscription shall be payable along with the application for the membership of the Chamber excluding Honorary, Special and Associate Members as follows:

- I) Admission fee of Individual and Proprietorship firm would be 50,000/-**
- II) Admission fee of Firms, Joint Stock Companies & Corporation would be 75,000/-**

“Notwithstanding anything contained in this article herein above, henceforth, the council is empowered, authorized and entitled to change the annual subscription and admission fee from time to time with the approval of three fourth majority of members of the council present in the meeting without the alteration of article and consequently without the approval of members in general meeting.”

- 2. In clause 19 after the proviso of sub clause (d), following para be inserted:**

“Notwithstanding anything contained in this article, henceforth, the council is empowered, authorized and entitled to make any changes in transfer levy from time to time with the approval of three fourth majority of the members of the council present in the meeting without the alteration of article and consequently without the approval of members in general meeting.”



MERCHANTS CHAMBER OF UTTAR PRADESH

Regd., Office : 14/77, Civil Lines, Kanpur - 208 001

Phone : (0512) 2531306

Email : merchantschamberup@gmail.com

Website : www.merchantschamberup.com

Atul Kanodia

President
9935507040

Abhishek Singhania

Vice President
0512-6716600

Mahendra Nath Modi

Secretary
9936337580

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized, severally and/or jointly, to do all such acts, deeds and things as may be necessary and/or incidental to give effect to this resolution including filing of e-forms with Registrar of Companies, UP, if any.”

By order of the Council

(Mahendra Nath Modi)
Secretary

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/herself and proxy need not to be member of the Company.
- 2- In order to be effective, a proxy form duly completed and signed should be deposited at the registered office of the Company not later than 72 hours before the commencement of the meeting.

Enclosures-Proxy Form

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1:

In terms of the discussion held in the council meeting, provisions regarding the admission fee of members needs to be changed by enhancing the same from the existing fee and also it is proposed to give authority to the council members to change the admission fee and other leavy with the approval of three fourth majority of the members present at the meeting without the approval of the members of the company. Therefore, the following changes have been proposed to be made in the existing Article of Association of the company:

1. Substitution of the last para of existing clause 9 with the new para: The existing last para of clause 9 refers to the admission fee of the members. The council proposed the alteration in this clause in the manner that the existing admission fee of the members excluding Honorary, Special and Associate members has been increased and categorised for Individual/proprietorship firm and Joint stock company, firm/corporation. Further a non obstante clause has been inserted to the effect that authority to change the admission fee has been given to the council members without the approval of the members in general meeting.
2. In clause 19 after the proviso of sub clause d, a new para has been inserted to the effect that any changes in the transfer leavy may be done with the approval of the council members in their meeting with the approval of the three fourth majority of the members present in the meeting without the approval of the members of the company.



MERCHANTS CHAMBER OF UTTAR PRADESH

Regd., Office : 14/77, Civil Lines, Kanpur - 208 001

Phone : (0512) 2531306

Email : merchantschamberup@gmail.com

Website : www.merchantschamberup.com

Atul Kanodia

President
9935507040

Abhishek Singhania

Vice President
0512-6716600

Mahendra Nath Modi

Secretary
9936337580

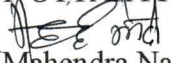
Therefore, the Council members in its meeting held on 01.11.2022 decided, subject to the approval of members, to alter the certain provisions of the existing Articles of Association as explained above.

Copy of the existing AOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday),

In terms of Section 14 of the Act, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company and subsequent alterations thereof.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested in the proposed resolution. Further, none of the other company is affected by the aforesaid resolution. The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

By order of the Council
MERCHANTS CHAMBER OF UTTAR PRADESH


(Mahendra Nath Modi)
Secretary

Date:10.02.2022

Place: Kanpur