

**NOTICE**

**NOTICE** is hereby given that the 4<sup>th</sup> Extra-Ordinary General Meeting of the Members of MANTRA SOFTECH (INDIA) PRIVATE LIMITED for the financial year 2025-26 (04/2025-26) will be held on Tuesday, January 20, 2026, at 05:00 P.M. at Registered office of the Company situated at B-203, 2<sup>nd</sup> Floor, Shapath Hexa, Nr. Gujarat High Court, Opp. Kargil Petrol Pump, S.G. Highway, Sola, Ahmedabad- 380060 on a shorter notice to transact the following business:

**Special Business**

- 1. TO CONSIDER AND APPROVE THE ADOPTION OF A NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) IN CONFORMITY WITH THE COMPANIES ACT, 2013 AND AMENDMENT OF THE CLAUSE III (B) OF THE MEMORANDUM OF ASSOCIATION.**

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

**“RESOLVED THAT** pursuant to Sections 4, 13 and 15 and other applicable provisions of the Companies Act, 2013, if any (including any amendment thereto or re-enactment thereof), Clause III (B) of the Memorandum of Association of the company be and is hereby altered by replacing the existing Clause III (B) i.e. the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association with the new Clause III (B) with the title “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”, a copy of which is annexed to the explanatory statement be and is hereby adopted as new Clause III (B) of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** Mr. Hiren Bhandari (DIN: 00466915) and Mr. Bhavyen Bhandari (DIN: 01971232), Directors of the Company be and is hereby jointly and/or severally authorized to file the necessary e-Form MGT-14 and/or any other applicable forms with the Registrar of Companies.

**RESOLVED FURTHER THAT** Mr. Hiren Bhandari (DIN: 00466915) and Mr. Bhavyen Bhandari (DIN: 01971232), Directors of the Company be and is hereby jointly and/or severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to file necessary form(s) with Registrar of Companies and/or other Regulatory Authorities and to provide copy of the resolution certified to be true and to do all such act, deed and things as necessary and incidental to give effect to this resolution.”

- 2. DELETION OF THE OTHER OBJECTS CLAUSE [CLAUSE III (C)] OF THE MEMORANDUM OF ASSOCIATION.**

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 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III (C).

**RESOLVED FURTHER THAT** Mr. Hiren Bhandari (DIN: 00466915) and Mr. Bhavyen Bhandari (DIN: 01971232), Directors of the Company be and is hereby jointly and/or severally authorized to file the necessary e-Form MGT-14 and/or any other applicable forms with the Registrar of Companies.

**RESOLVED FURTHER THAT** Mr. Hiren Bhandari (DIN: 00466915) and Mr. Bhavyen Bhandari (DIN: 01971232), Directors of the Company be and is hereby jointly and/or severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to file necessary form(s) with Registrar of Companies and/or other Regulatory Authorities and to provide copy of the resolution certified to be true and to do all such act, deed and things as necessary and incidental to give effect to this resolution.”

**3. AMENDMENT OF THE LIABILITY CLAUSE [CLAUSE IV] OF THE MEMORANDUM OF ASSOCIATION.**

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 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV. “The liability of members is limited and this liability is limited to the amount unpaid on shares held by them.”

**RESOLVED FURTHER THAT** Mr. Hiren Bhandari (DIN: 00466915) and Mr. Bhavyen Bhandari (DIN: 01971232), Directors of the Company be and is hereby jointly and/or severally authorized to file the necessary e-Form MGT-14 and/or any other applicable forms with the Registrar of Companies.

**RESOLVED FURTHER THAT** Mr. Hiren Bhandari (DIN: 00466915) and Mr. Bhavyen Bhandari (DIN: 01971232), Directors of the Company be and is hereby jointly and/or severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to file necessary form(s) with Registrar of Companies and/or other Regulatory Authorities and to provide copy of the resolution certified to be true and to do all such act, deed and things as necessary and incidental to give effect to this resolution."

**Date:** January 12, 2026

**Place:** Ahmedabad

By order of the Board of Directors

**For, Mantra Softech (India) Private Limited**

**Hiren Bhandari**  
**Director**  
**(DIN:00466915)**



**NOTES:**

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item Nos. 1 to 3 of the accompanying Notice is annexed hereto.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "**Meeting**") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty 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 a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. A Route Map along with Prominent Landmark for easy location to reach the venue of Extra Ordinary General Meeting is annexed with the notice of Extra Ordinary General Meeting .
5. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of Extra Ordinary General Meeting at the meeting.
6. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**1. TO CONSIDER AND APPROVE THE ADOPTION OF A NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) IN CONFORMITY WITH THE COMPANIES ACT, 2013 AND AMENDMENT OF THE CLAUSE III (B) OF THE MEMORANDUM OF ASSOCIATION.**

The existing Memorandum of Association (“MOA”) of the Company was originally framed in accordance with the provisions of the Companies Act, 1956 and was not subsequently aligned when the Companies Act, 2013 came into force.

As a matter of good corporate governance and to ensure statutory alignment, companies are generally required to adopt a revised set of Memorandum of Association in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder (as amended from time to time).

Accordingly, the Company proposes to adopt a new set of Memorandum of Association, replacing references to the Companies Act, 1956 with the corresponding provisions of the Companies Act, 2013.

It is further clarified that no change is proposed in the existing business activities of the Company, and the proposed revised MOA only seeks to align the references, clause structure, and statutory provisions with the Companies Act, 2013.

In order to comply with the provisions of the Companies Act, 2013, the Company needs to amend the clause III (B) of Objects Clause of the Memorandum of Association.

The proposed revised Memorandum of Association, inter alia, contains changes to bring the Object Clause and other relevant clauses in conformity with the Companies Act, 2013, without altering the Company’s existing main objects or business operations.

A copy of the existing MoA together with a new set of Memorandum of Association are shared with members for their consideration and open for inspection by the members of the Company at the Registered Office of the Company on all working days during Business hours upto the date of the ensuing General Meeting.

The Board of Directors recommends the passing of the proposed resolution No. 1 as a Special resolution.

None of the Directors or Key Managerial Personnel or the relatives of Directors or Key Managerial Personnel of your Company is concerned or interested in the proposed resolution.

## **2. DELETION OF THE OTHER OBJECTS CLAUSE [CLAUSE III (C)] OF THE MEMORANDUM OF ASSOCIATION.**

The existing Memorandum of Association (“MOA”) of the Company was originally drafted in accordance with the provisions of the Companies Act, 1956. Under the erstwhile Act, the MOA was required contain a separate clauses, including Clause III(A), III(B) and III(C) relating to the Main Objects, Objects Incidental or Ancillary to the Main Objects, and Other Objects, respectively.

Pursuant to the enactment of the Companies Act, 2013 and the prescribed format of the Memorandum of Association thereunder, the concept of ‘Other Objects’ is no longer applicable. Accordingly, in order to align the MOA with the format and requirements prescribed under the Companies Act, 2013, Board of Director of the Company in its meeting held on January 12, 2026, proposed to delete the ‘Other Objects’ clause from the existing MOA.

Accordingly, the Company proposes to adopt a new set of Memorandum of Association, replacing references to the Companies Act, 1956 with the corresponding provisions of the Companies Act, 2013.

It is further clarified that no change is proposed in the existing business activities of the Company, and the proposed revised MOA merely seeks to align the references, clause structure and statutory provisions with the Companies Act, 2013.

In order to comply with the provisions of Section 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The proposed alteration is intended solely to bring the Object Clause in conformity with the Companies Act, 2013, without altering the Company’s existing main objects or business operations.

A copy of the existing MoA together with a new set of Memorandum of Association are shared with members for their consideration and open for inspection by the members of the Company at the Registered Office of the Company on all working days during Business hours upto the date of the ensuing General Meeting.

The Board of Directors recommends the passing of the proposed resolution No. 2 as a Special resolution.

None of the Directors or Key Managerial Personnel or the relatives of Directors or Key Managerial Personnel of your Company is concerned or interested in the proposed resolution.

### **3. AMENDMENT OF THE LIABILITY CLAUSE [CLAUSE IV] OF THE MEMORANDUM OF ASSOCIATION.**

The existing Memorandum of Association (“MOA”) of the Company was originally framed in accordance with the provisions of the Companies Act, 1956. Under the erstwhile Act, the MOA contained a differently worded Liability Clause.

Pursuant to enactment of the Companies Act, 2013, and the format of the Memorandum of Association prescribed thereunder, the wording and structure of the Liability Clause have been revised. Accordingly, in order to align the MoA with requirements of Companies Act, 2013, Board of Director of the Company in its meeting held on January 12, 2026, proposed to replace the existing Liability Clause in the MoA with the revised Liability Clause as prescribed under the Companies Act, 2013.

Accordingly, the Company proposes to adopt a new set of Memorandum of Association, replacing references to the Companies Act, 1956 with the corresponding provisions of the Companies Act, 2013.

It is further clarified that no change is proposed in the existing business activities of the Company or in any other substantive provisions of the MOA, and that the proposed revision is purely for statutory alignment with the Companies Act, 2013.

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The proposed alteration is intended solely to bring the Liability Clause in conformity with the Companies Act, 2013, without affecting the Company’s existing main Objects or Business Operations.

A copy of the existing MoA together with a new set of Memorandum of Association are shared with members for their consideration and open for inspection by the members of the Company at the Registered Office of the Company on all working days during Business hours upto the date of the ensuing General Meeting.

The Board of Directors recommends the passing of the proposed resolution No. 3 as a Special resolution.

None of the Directors or Key Managerial Personnel or the relatives of Directors or Key Managerial Personnel of your Company is concerned or interested in the proposed resolution.

**MANTRA SOFTECH (INDIA) PRIVATE LIMITED**

[CIN: U72200GJ2006PTC048092]

**Registered Office:** B-203, 2<sup>nd</sup> Floor, Shapath Hexa, Nr. Gujarat High Court,  
Opp. Kargil Petrol Pump,  
S.G. Highway, Sola, Ahmedabad – 380 060

FORM MGT-11

**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:  Email Id: Folio No./ DPID-Client ID:
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I/We, being the member (s) of.....Shares of the above named  
Company, hereby appoint:

1. Name: .....

Address:.....

Email Id: .....

Signature.....or failing him

2. Name: .....

Address:.....

Email Id: .....

Signature: .....

as my/ our proxy to attend and vote (on a poll) for me as me/us and on my/ our behalf  
at the 4<sup>th</sup> Extra ordinary General Meeting of the Company for the financial year 2025-  
26 to be held on the Tuesday, January 20, 2026 at 05:00 P.M. at the Registered Office  
of the Company at B-203, 2<sup>nd</sup> Floor, Shapath Hexa, Nr. Gujarat High Court, Opp.  
Kargil Petrol Pump, S.G. Highway, Sola, Ahmedabad – 380 060 on a shorter notice  
and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>Special Business</b>	
1	<b>TO CONSIDER AND APPROVE THE ADOPTION OF A NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) IN CONFORMITY WITH THE COMPANIES ACT, 2013 AND AMENDMENT OF THE CLAUSE III (B) OF THE MEMORANDUM OF ASSOCIATION.</b>
2	<b>DELETION OF THE OTHER OBJECTS CLAUSE [CLAUSE III (C)] OF THE MEMORANDUM OF ASSOCIATION.</b>
3	<b>AMENDMENT OF THE LIABILITY CLAUSE [CLAUSE IV] OF THE MEMORANDUM OF ASSOCIATION.</b>

Signed this ..... day of .....  
2026

Affix  
Revenue  
Stamp  
here

Signature of Shareholder .....

Signature of Proxy holder(s) (1).....(2)  
.....

Note: 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.

**Invitation to attend the 4<sup>th</sup> Extra Ordinary General Meeting for FY 2025-26 (04/2025-26) on January 20, 2026**

You are cordially invited to attend the 4<sup>th</sup> Extra Ordinary General Meeting of the Company for the financial year 2025-26 (04/2025-26) on Tuesday, January 20, 2026, at 05:00 P.M. at Registered office of the Company situated at B – 203, 2<sup>nd</sup> Floor, Shapath Hexa, Nr. Gujarat High Court, Opp. Kargil Petrol Pump, S.G. Highway, Sola, Ahmedabad– 380060 on a shorter notice.

**ROUTE MAP TO THE VENUE**

