

Form No. INC-33**e-MOA (e-Memorandum of Association)**

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013]]



Form language

☒ English☐ Hindi

Refer instruction kit for filing the form.

All fields marked in * are mandatory

* Table applicable to company as notified under schedule I of the Companies Act, 2013

A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

Table A/B/C/D/E

1 The name of the company is

VIVEKANAND COTSPIN LIMITED

2 The registered office of the company will be situated in the State of

Gujarat

3 (a) The objects to be pursued by the company on its incorporation are:

To carry on in India or elsewhere the business to manufacture, to export, to pack or to repack, to deal with ginning, spinning and textile based all value added products and processes and also to hedge, to trade in agro based value added products and any other business, in any other manner, including ancillary business as maybe decided.

1.To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company?s objects and interest either in consideration of a gross sum of a rent charged in cash or services.2.To apply for, purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, brevets invention, licences, protections and concessions which may appear likely to be

advantageous or useful to the company and to use and turn to account and or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or proposes to acquire.3.To establish, provide, maintain and conduct or subsidies research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the company.4.To form incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorized to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.5.Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to

apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

6.To enter into partnership, LLP or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.

7.To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.

8.To manage, sell, dispose off, let, mortgage, exchange, redeem, underlet, grant leases, licences, easements or turn to account or otherwise dispose off in any manner the whole of the undertaking or any properties (movable or immovable), assets, rights, and effects of the Company or any part thereof, on such terms and for such purposes and for such consideration as the company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company and in the event of winding up of the Company to distribute among the members in specie or kind any properties or assets of the Company or any proceeds of sale or disposal of any properties of the Company, subject to the provisions of the Companies Act, 2013.

9.To enter into arrangements with any government or authorities municipal, local or any persons or company in India or abroad that may seem conducive to the objects of the company or any of them and to apply for, secure, acquire, obtain from such government, authorities, persons or company any right, privileges, powers, authority, charters, contracts, licences, concessions, grants, decrees, rights which the Company may think desirable.

10.To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and charges in connection therewith and/ or make donations (by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stocks or securities of this or any other company or in any other manner, whether out of the Company's capital or profits to any person, firm, company assisting to place or guaranteeing the subscription of other security of the company in or about the formation

or promotion of the Company or for any other reason which the company may think fit subject to the provisions of the Companies Act, 2013.11.To promote or join in the promotion of any company or companies including subsidiary companies (wholly owned or partly owned) for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to underwrite shares and securities therein.12.To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.13.Subject to provisions of Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India, to borrow or raise money or to take money on loan on interest from banks, financial institutions, government agencies, co-operative societies, persons, companies, firm, in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual including debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed, raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignments or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulations Act, 1949 or the Insurance Act, 1938, respectively.14.To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue cheques, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.15.To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by any person, company, firm, society, trust or body corporate.16.To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or

(b) *Matters which are necessary for furtherance of the objects specified in clause 3(a) are

securities of any company, corporation or association or a persons in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.17.Subject to the provisions of the Companies Act, 2013 to accumulate funds and to invest or deal in with and invest money belonging to the Company in any deposits, shares, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.18.To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person.19.To establish, continue and support or aid in the establishment of cooperative societies, association and other institutions, funds, trusts, amenities and conveniences calculated to benefit or indemnify or insure employees or ex-employees of the Company or Directors or ex-Directors of the Company or the dependants or connections of such persons and at its discretion to construct, maintain, buildings, houses, dwelling or chawls or to grant bonus, pensions and allowance and to make payments towards insurance and to pay for charitable or benevolent objects, also to remunerate or make donations by cash or other assets or to remunerate by the allotment of shares credited as fully or partly paid for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the company in or about the formation or promotion of the Company or for the conduct of its business.20.To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semi-urban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.21.To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, news-papers or for organizing lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to

deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.22.To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, company or persons as may be thought appropriate or conducive to the interest of the Company.23.To create any depreciation fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.24.Subject to provisions of the Companies Act, 2013, to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.25.To engage, employ, train, either in India or elsewhere, suspend and dismiss any agents, managers, superintendents, assistants, clerks, coolies other employees and to remunerate any such persons at such rate as shall be thought fit and to grant pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of employees.26.To refer or agree to refer any claims, demands, disputes or any other questions by or against company or in which the company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.27.To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.28.To undertake the payment of all rent and the performance of all covenants, contracts, conditions

and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.29.To become members of or to enter into any agreement with any institution, association or company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire shares in any such institutions, association or company and contribute towards the capital or funds, thereof.30.To undertake and execute any trust which may be beneficial to the Company directly or indirectly.31.To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind.32.To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.33.To invest the funds of the Company not immediately required in Government or Semi Government corporations, companies or firms.34.To pay a share in the profit of the company or commission to brokers sub-agents, agents or any other company, firm or person including the employees of the Company as may be thought fit for services rendered to the Company.35.To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, concessions, properties and/or rights.36.To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centers, exhibition centers, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.37.To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered to manufacture and/or market and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the Company credited as paid up or issue of debentures or debentures stock, subject to the provisions of laws for the time being in force.38.To secure contracts for supply of the products manufactured by the company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or persons and to recruit trained persons including persons retired from defense, police, military and paramilitary forces to employ detectives.39.To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any

company or undertaking entitled to carry on the business which the company is authorized to carry on.

4 The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.

5 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding * rupees.

(iii) The share capital of the company is rupees, divided into

25000000	Equity Share	Shares of	10	Rupees each	
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Attachments

First Subscriber (s) sheet

Subscriber Sheet.pdf

Declaration

Pursuant to resolution no. dated, I, on the behalf of Board of Directors, declare that following amendments have been adopted in Memorandum of Association:

Increase in Authorized Share Capital of the Company from Rs. 15,00,00,000/- to Rs. 25,00,00,000/- vide Ordinary Resolution passed at the Extra-ordinary General Meeting held on 17th January, 2025.

To be digitally signed by

Name

NIRAV BHARATBHAI PATEL

Designation

Director

DIN

02055489

DSC

Form No. INC-34**e-AOA (e-Articles of Association)**

[Pursuant to Section 5 of the Companies Act, 2013
and rules made thereunder read with Schedule I]



Form language

☒ English☐ Hindi

Refer instruction kit for filing the form.

All fields marked in * are mandatory

Table applicable to company as notified under schedule I of the Companies Act, 2013
(F, G, H)

F

Table F / G / H (basis on the selection of above-mentioned field) as notified under schedule I of
the companies Act, 2013 is applicable to

(F – a company limited by shares

G – a company limited by guarantee and having a share capital

H – a company limited by guarantee and not having share capital)

F - A COMPANY LIMITED BY
SHARES

The name of the company is

VIVEKANAND COTSPIN LIMITED

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
☐	☒	1	The marginal notes hereto shall not affect the construction hereof. In these presents the following words and expressions shall have the following meanings unless excluded by the subject or context: a) The Act or The Companies Act shall mean The Companies Act 2013 its rules and any statutory modifications or reenactments thereof. b) The Board or The Board of Directors means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles. c) The Company or This Company means Vivekanand Cotspin Limited. d) Directors means the Directors for the time being of the Company. e) Writing includes printing lithograph type writing and any other usual substitutes for writing. f) Members means members of the Company holding a share or shares of any class. g) Month shall mean a calendar month. h) Paid-up shall include credited as fully paid up. i) Person shall include any corporation as well as individual. j) These presents or Regulations shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires. k) Section or Sec. means Section of the Act. l) Words importing the masculine gender shall include the feminine gender. m) Except where the context otherwise requires words importing the singular shall include the plural and the words importing the plural shall include the singular. n) Special Resolution means special resolution as defined by Section 114 in the Act. o) The Office means the Registered Office for the time being of the Company. p) The Register means the Register

			ofMembers to be kept pursuant to Section 88 of the Companies Act 2013.q)Proxyincludes Attorney duly constituted under a Power ofAttorney.
			Share Capital and Variation of rights
☐	☒	II 1	Subject to the provisions of the Act and these Articles thesharesinthe capital of the Company for the time being (includinganysharesforming part of any increased capital of the Company)shallbeunder the control of the Board who may allot the same oranyofthem to such persons in such proportion and on suchtermsandconditions and either at a premium or at par or atadiscount(subject to compliance with the provisions of the Act)andat suchterms as they may from time to time think fit and properandwiththe sanction of the Company in General Meeting byaSpecialResolution give to any person the option to call for orbeallottedshares of any class of the Company either at par atapremium orsubject as aforesaid at a discount such optionbeingexercisable atsuch times and for such consideration as theBoardthinks fit unlessthe Company in General Meeting by aSpecialResolution otherwisecides. Any offer of further shareshall bedeemed to include aright exercisable by the person towhom theshares are offered torenounce the shares offered to himin favour ofany otherperson.Subject to the provisions of the ActanyredeemablePreference Share including CumulativeConvertiblePreferenceShare may with the sanction of an ordinaryresolution beissued onthe terms that they are or at the option ofthe Companyare liable tobe redeemed or converted on such termsand in suchmanner asthe Company before the issue of the sharesmay byspecialresolution determine.The Company in GeneralMeeting by aSpecialResolution may determine that any share(whether formingpart ofthe original capital or of any increasedcapital of theCompany) shallbe offered to such persons (whethermembers orholders ofdebentures of the Company or not) givingthem theoption to callor be allotted shares of any class of theCompanyeither at apremium or at par or at a discount (subject tocompliancewith theprovisions of Section 53) such option beingexercisable atsuchtimes and for such consideration as may bedirected by aSpecialResolution at a General Meeting of theCompany or inGeneralMeeting and may take any other provisionswhatsoever forthetheissue allotment or disposal of any shares.TheBoard may at anytimeincrease the subscribed capital of theCompany by issue ofnewshares out of the unissued part of theShare Capital in theoriginalor subsequently created capital butsubject to Section 62 ofthe Actand subject to the followingconditions namely I.(a)Suchfurthershares shall be offered to thepersons who at the date of theofferare holder of the equity sharesof the Company in proportionasnearlly as circumstances admit tothe capital paid up onthoseshares at that date. (b)The offeraforesaid shall be made bynoticespecifying the number of sharesoffered and limiting a timenot being less than twenty-one daysfrom the date of the offer withinwhich the offer if not accepted willbe deemed to havebeendeclined. (c)The offer aforesaid shall bedeemed to include arightexercisable by the person concerned torenounce thesharesoffered to him or any of them in favour of anyother personand thenotice referred to in clause (b) shall contain astatement ofthisright. (d)After the expiry of the time specified in thenoticeaforesaidor in respect of earlier intimation from the persontowhom suchnotice is given that he declines to accept thesharesoffered theBoard may dispose of them in such manner as

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			it thinks most beneficial to the Company. II. The Directors may with the sanction of the Company in General Meeting by means of a special resolution offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions if any. III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by (a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans and (b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules if any made by that Government in this behalf. (1) The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may be subject to the provisions of Section 48 of the Act be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class. (2) To every such separate General Meeting the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.	
☐	☒	2	1. Every person whose name is entered as a member in the Registers shall be entitled to receive without payment - One certificate for all his shares or - Share certificate shall be issued in marketable lots where the share certificates are issued either for more or less than the marketable lots sub-division or consolidation into marketable lots shall be done free of charge. 2. The Company shall within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture complete and have it ready for delivery the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide. 3. Every certificate shall be under the signature of two Directors and/or the Company Secretary of the Company and shall specify the shares to which it relates and the amount paid-up thereon. 4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the signature of two Directors and/or the Company Secretary of the Company or authorized official(s) of the Company.	
☐	☒	3	If a certificate be worn out defaced destroyed or lost or if there is no further space on the back thereof for endorsement of transfer it shall if requested be replaced by a new certificate without any fee provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate for the purpose of cancellation or upon proof of destruction or loss on such terms as to evidence advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force. For every certificate issued under the last preceding Article no fee shall be charged by the Company.	
☐	☒		Save as otherwise provided by these Articles the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly the Company shall not except as ordered by a Court of competent jurisdiction or as	

		4	byastatuterequired be bound to recognized any equitable contingentfutureor partial interest lien pledge or charge in anyshare or (except onlyPage 4 of 46by these presents otherwiseprovided for)any other right in respectof any share except anabsolute right tothe entirety thereof in theregistered holder.
☐	☒	5	The Company may at any time pay a commission to anypersonforsubscribing or agreeing to subscribe (whetherabsolutelyorconditionally) for any share debenture or debenturestock oftheCompany or procuring or agreeing toprocuresubscriptions(whether absolute or conditional) for shaessuchcommission inrespect of shares shall be paid or payable out ofthecapital thestatutory conditions and requirements shall beobservedandcomplied with and the amount or rate of commissionshallnotexceed five percent of the price at which the shares areissuedandin the case of debentures the rate of commission shallnotexceedtwo and half percent of the price at which thedebenturesareissued. The commission may be satisfied by thepayment of cashorthethe allotment of fully or partly paid shares orpartly in one wayandpartly in the other. The Company may also onany issue ofsharespay such brokerage as may be lawful.
☐	☒	6	(1)The rights attached to each class of shares(unlessotherwiseprovided by the terms of the issue of the shares oftheclass) maysubject to the provisions of Section 48 of the Actbevaried with theconsent in writing of the holders of not lessthanthree fourths ofthe issued shares of that class or with thesanctionof a SpecialResolution passed at a General Meeting of theholders ofthe sharesof that class.(2)To every such separate GeneralMeetingtheprovisions of these Articles relating to GeneralMeetingshallMutatis Mutandis apply but so that the necessaryquorum shallbetwo persons at least holding or representing byproxy one-tenthofthe issued shares of that class.
☐	☒	7	Subject to the provisions of the Act the rights conferredupontheholders of the shares of any class issued with preferredorotherrights or not unless otherwise expressly provided for bytheterms of the issue of shares of that class be deemed to be variedbythecreation of further shares ranking pari passu therewith.
☐	☒	8	Subject to the provisions of the Act and these Articles thesharesinthe capital of the Company for the time being (includinganysharesforming part of any increased capital of the Company)shallbeunder the control of the Board who may allot the same oranyofthem to such persons in such proportion and on suchtermsandconditions and either at a premium or at par or atadiscount(subject to compliance with the provisions of the Act)andat suchterms as they may from time to time think fit and properandwiththe sanction of the Company in General Meeting byaSpecialResolution give to any person the option to call for orbeallottedshares of any class of the Company either at par atapremium orsubject as aforesaid at a discount such optionbeingexercisable atsuch times and for such consideration as theBoardthinks fit unlessthe Company in General Meeting by aSpecialResolution otherwisecides. Any offer of further shaesshall bedeemed to include aright exercisable by the person towhom theshares are offered torenounce the shares offered to himin favour ofany otherperson.Subject to the provisions of the ActanyredeemablePreference Share including CumulativeConvertiblePreferenceShare may with the sanction of an

			ordinary resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
			Lien
☐	☒	9	The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member either or jointly with any other person and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors at any time may declare any share to be exempt wholly or partially from the provisions of this Article. Unless otherwise agreed the registration of transfer of shares shall operate as a waiver of the Company's lien if any on such shares
☐	☒	10	For the purpose of enforcing such lien the Board of Directors may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death or insolvency of the registered holder.
☐	☒	11	a. To give effect to such sale the Board of Directors may authorize any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. b. The purchaser shall not be bound to see the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.
☐	☒	12	The net proceeds of any such sale shall be applied in or toward satisfaction of the said moneys due from the member and the balance if any shall be paid to him or the person if any entitled by transmission to the shares on the date of sale.
			Calls on shares
☐	☒	13	Subject to the provisions of Section 49 of the Act the Board of Directors may from time to time make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution and in the absence of such a provision a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.
☐	☒		Not less than thirty days notice of any call shall be

		14	gives specifying the time and place of payment provided that before the time for payment of such call the Directors may by notice in writing to the members extend the time for payment thereof.
☐	☒	15	If by the terms of issue of any share or otherwise any amount is made payable at any fixed times or by installments at fixed times whether on account of the share or by way of premium every such amount or installment shall be payable as if it were a call duly made by the Directors on which due notice had been given and all the provisions herein contained in respect of calls shall relate and apply to such amount or installment accordingly.
☐	☒	16	If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof the holder for the time being of the share in respect of which the call shall have been made or the installment shall fall due shall pay interest for the same at the rate of 12 percent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.
☐	☒	17	The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share become payable at a fixed time whether on account of the amount of the share or by way of premium as if the same had become payable by virtue of a call duly made and notified. The Board of Directors may if it thinks fit receive from any member willing to advance all of or any part of the money uncalled and unpaid upon any shares held by him and upon all or any part of the money so advanced may (until the same would but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits
☐	☒	18	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any share either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.
			Transfer of shares
☐	☒		a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof. b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. Provided that where it is proved to the satisfaction of the Board that an instrument of

		19	transfersignedbythe transferor and the transferee has been lost theCompany mayifthe Board thinks fit on an application on such terms in writingmadeby the transferee and bearing the stamp requiredfor an instrument of transfer register the transfer on such terms astoindemnity as theBoard may think fit.c.An application fortheregistration of thetransfer of any share or shares may bemadeeither by the transferoror the transferee provided that wheresuchapplication is made bythe transferor no registration shall in thecaseof partly paid sharesbe effected unless the Company givesnotice ofthe application tothe transferee. The Company shallunlessobjection is made by thetransferee within two weeks fromthe dateof receipt of the noticecenter in the register the name ofthetransferee in the same mannerand subject to the sameconditionsas if the application forregistration was made bythetransferee.d.For the purpose of Subclause(c) notice tothetransferee shall be deemed to have been duly given ifdispatched byprepaid registered post to thetransferee at theaddress given in theinstrument of transfer andshall be delivered inthe ordinary courseof post.e.Nothing in Subclause(d) shall prejudiceany power of theBoard to register as ashareholder any person towhom the right toany share has beentransmitted by operation oflaw.	
☐	☒	20	Shares in the Company shall be transferred by aninstrumentinwriting in such common form as specified in Section56 of the Companies Act.	
☐	☒	21	The Board May at its absolute discretion and withoutassigninganyreason decline to register 1.The transfer of any sharewhetherfullypaid or not to a person of whom it do not approve or2.Anytransferor transmission of shares on which the Company hasaliena.Provided that registration of any transfer shall not berefusedonthe ground of the transferor being either alone or jointlywithanyother person or persons indebted to the Company onanyaccountwhatsoever except a lien on the shares. b.If theBoardrefuses toregister any transfer or transmission of right it shallwithinfifteendays from the date of which the instrument or transferoftheintimation of such transmission was delivered to theCompanysendnotice of the refusal to the transferee and thetransferor or totheperson giving intimation of such transmission asthe case maybe.c.In case of such refusal by the Board the decisionof the Boardshallbe subject to the right of appeal conferred bySection 58.d.Theprovisions of this clause shall apply to transfers ofstockalso.a.TheBoard may at its discretion decline to recognizeoracceptinstrument of transfer of shares unless the instrumentoftransfer isin respect of only one class of shares. b.No fee shallbecharged bythe Company for registration of transfers orforeffectingtransmission on shares on the death of any memberorforregistering any letters of probate letters ofadministrationandsimilar other documents. c.Notwithstandinganythingcontained inSub-articles (b) and (c) of Article 46 the Boardmay notacceptapplications for sub-division or consolidation ofsharesintodenominations of less than hundred (100) except whensuch asubdivisionor consolidation is required to be made to complywithastatutory order or an order of a competent Court of Laworarequest from a member to convert his holding of oddlotssubjecthowever to verification by the Company. d.TheDirectorsmay notaccept applications for transfer of less than 100equity shares of theCompany provided however that theserestrictionsshall not applyto i.Transfer of equity shares made	

			in pursuance of a statutory order or an order of competent court of law. ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names. iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds or one or more of them relating to transfer of less than hundred (100) equity shares. iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Right shares or any shares resulting from Conversion of Debentures. v. The Board of Directors be authorised not to accept applications for subdivision or consolidation of shares into denominations of less than hundred (100) except when such subdivision or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable marketable lots subject however to verification by the Company. Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit the residual shares shall be permitted to stand in the name of such transferor notwithstanding that the residual holding shall be below hundred (100).
☐	☒	22	The Company shall keep a book to be called the Register of Members and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register. The Board may after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.
			Transmission of shares
☐	☒	23	a. In the event of death of any one or more of several joint holders the survivor or survivors alone shall be entitled to be recognised as having title to the shares. b. In the event of death of any sole holder or of the death of last surviving holder the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased. Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder. Provided further that if the deceased shareholder was a member of a Hindu Joint Family the Board on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member. Provided further that in any case it shall be lawful for the Board in its absolute discretion to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as

			the Board may deem just.
☐	☒	24	Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time be required by the Board and subject as herein after provided elect either a. to be registered himself as a holder of the share or b. to make such transfer of the share as the deceased or insolvent member could have made. 2. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
☐	☒	25	a. If the person so becoming entitled shall elect to be registered as holder of the shares himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. b. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.
☐	☒	26	a. In the event of death of any one or more of several joint holders the survivor or survivors alone shall be entitled to be recognised as having title to the shares. b. In the event of death of any sole holder or of the death of last surviving holder the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased. Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder. Provided further that if the deceased shareholder was a member of a Hindu Joint Family the Board on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member. Provided further that in any case it shall be lawful for the Board in its absolute discretion to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.
☒	☐	27	In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.

			Forfeiture of shares
☐	☒	28	If a member fails to pay any call or installment of a call on the day appointed for the payment not paid thereof the Board of Directors may during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon the surrender of any share liable to forfeiture and so far as the law permits of any other share. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share it shall be sufficient to prove that the name of the defendant is or was when the claim arose on the Register of shareholders of the Company as a holder or one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
☐	☒	29	The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment on or before the day appointed the shares in respect of which the call was made will be liable to be forfeited.
☐	☒	30	If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. When any share shall have been so forfeited notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
☐	☒	31	A forfeited or surrendered share may be sold or otherwise disposed of on such terms and in such manner as the Board may think fit and at any time before such a sale or disposal the forfeiture may be cancelled on such terms as the Board may think fit.
☐	☒	32	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding such forfeiture remain liable to pay and shall forthwith pay the Company all moneys which at the date of forfeiture is payable by him to the Company in respect of the share whether such claim be barred by limitation on the date

			of the forfeiture or not but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.
☐	☒	33	The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share except only such of these rights as by these Articles are expressly saved. A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share and that declaration and the receipt of the Company for the consideration if any given for the shares on the sale or disposal thereof shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
☐	☒	34	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share becomes payable at a fixed time whether on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings nor to the application of the purchase money and after his name has been entered in the register in respect of such shares the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
			Alteration of capital
☐	☒	35	- The Company may from time to time in accordance with the provisions of the Act alter by Ordinary Resolution the conditions of the Memorandum of Association as follows: - Increase its share capital by such amount as it thinks expedient by issuing new shares - Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares - Convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of the denomination - sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum so however that in the sub-division on the proportion between the amount paid and the amount if any unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. (a) Cancel shares which at the date of passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. (b) The resolution whereby any share is sub-divided may determine that as between the holder of the shares resulting from such subdivision one or more such shares

			shall have some preference or special advantage as regards dividend capital or otherwise over or as compared with the others. 6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential deferred qualified or other special rights privileges conditions or restrictions and to vary modify or abrogate any such rights privileges conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.
☐	☒	36	The Company may from time to time in accordance with the provisions of the Act alter by Ordinary Resolution the conditions of the Memorandum of Association as follows 1. Increase its share capital by such amount as it thinks expedient by issuing new shares 2. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares 3. Convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of the denomination 4. sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum so however that in the sub-division on the proportion between the amount paid and the amount if any unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived. 5. (a). Cancel shares which at the date of passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. (b). The resolution whereby any share is sub-divided may determine that as between the holder of the shares resulting from such subdivision one or more such shares shall have some preference or special advantage as regards dividend capital or otherwise over or as compared with the others. 6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential deferred qualified or other special rights privileges conditions or restrictions and to vary modify or abrogate any such rights privileges conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.
☐	☒		The Company may by Ordinary Resolution convert all or any fully paid share(s) of any denomination into stock and vice versa. The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. The holders of the stock shall according to the amount of the stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the Company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. Such of the regulations contained in these presents other than those relating to share warrants as are applicable to paid up shares shall apply to stock and the words shares and shareholder in these presents shall include stock

and stockholder respectively. a) Definitions For the purpose of this Article Beneficial Owner means a person or persons whose name is recorded as such with a depository SEBI means the Securities and Exchange Board of India Depository means a company formed and registered under the Companies Act 2013 and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act 1992 and Security means such security as may be specified by SEBI from time to time. b) Dematerialization of securities Notwithstanding anything contained in these Articles the Company shall be entitled to dematerialize or rematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act 1996 and the rules framed thereunder if any. c) Options for investors Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of these securities can at any time opt out of a depository if permitted by law in respect of any security in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository the Company shall intimate such depository the details of allotment of these securities and on receipt of the information the depository shall enter in its record the name of the allottee as the beneficial owner of these securities. d) Securities in depositories to be in fungible form All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners. e) Rights of depositories and beneficial owners i. Notwithstanding anything to the contrary contained in the Act or these Articles a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner. ii. Save as otherwise provided in (a) above the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it. iii. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of these securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository. f) Service of documents Notwithstanding anything in the Act or these Articles to the contrary where securities are held in a depository the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs. g) Transfer of securities Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository. h) Allotment of securities dealt with in a depository Notwithstanding anything in the Act or these Articles where securities are dealt with in a depository the Company shall intimate the details thereof to the depository immediately on allotment of such securities. i) Distinctive numbers of securities held in a depository Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository. j) Register and Index of Beneficial owners The Register and Index of Beneficial Owners maintained by a depository under the Depositories Act 1996 shall be deemed to be

			the Register and Index of Members and Security Holders for the purposes of these Articles. k) Company to recognize the rights of registered holders as also the beneficial owners in the records of the depository. Save as hereinafter otherwise provided the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all other matters connected with the Company and accordingly the Company shall not except as ordered by a Court of competent jurisdiction or as by law required be bound to recognize any benami trust or equity or equitable contingent or other claim or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.
☐	☐	38	The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.
			Capitalisation of profits
☐	☒	39	a. The Company in General Meeting may on the recommendation of the Board resolve 1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money investment or other asset forming part of the undivided profits including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised and 2. That such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion. b. The sum aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in Sub-clause (3) either in or towards 1. Paying up any amount for the time being unpaid on any share held by such members respectively 2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid up to and amongst such members in the proportion aforesaid or 3. Partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii). c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares. d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.
☐	☒		a. whenever such a resolution as aforesaid shall have been passed the Board shall 1. Make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any and 2. Generally do all acts and things required to give effect thereto. b. The Board shall have full power 1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable

		40	infractions and also 2. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares. c. Any agreement made under such authority shall be effective and binding on all such members.
			Buy-back of shares
☐	☒	41	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities. Employee Stock Option Scheme Subject to and in accordance with the provisions of the Act and any other rules, regulations or guidelines as may be prescribed if any the Company may frame guidelines or scheme to be known as Employee Stock Option Scheme (ESOP) or Employees Stock Purchase Scheme (ESPS). ESOP or ESPS may provide for the issue of shares, warrants, bonds or other debt instruments including the terms of payment. The Board of Directors shall have the power to vary, alter or amend the terms and conditions of the ESOP or ESPS at their sole discretion in such manner as they may deem fit in the best interest of the Company. Issue of Sweat Equity Shares Notwithstanding anything contained in these articles the Company shall have right to issue sweat equity shares to its promoters, Directors, employees or to such other persons as may be decided by the Board in accordance with the provisions of the Companies Act 2013 and any statutory amendments or re-enactment thereof.
			General meetings
☐	☒	42	The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act. Extraordinary General Meeting 1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit. Right to summon Extraordinary General Meeting 2. The Chairman or Vice Chairman may whenever they think fit and shall if so directed by the Board convene an Extraordinary General Meeting at such time and place as may be determined.
☐	☒		Extraordinary Meeting by requisition a. The Board shall on the requisition of such number of members of the Company as is specified below proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition. b. The requisition shall set out matters for the consideration of which the meeting is to be called shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to

		43	the Company by Registered Post addressed to the Company at its Registered Office. c. The requisition may consist of several documents in like form each signed by one or more requisitionists. d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold on the date of the deposit of the requisition not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition. e. If the Board does not within 21 days from the date of receipt of deposit of the requisition with regard to any matter proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition the meeting may be called by the requisitionists themselves or such of the requisitionists as represent either majority in the value of the paid-up share capital held by them or of not less than one-tenth of such paid-up capital of the Company as is referred to in Subclause (d) above whichever is less.
			Proceedings at general meetings
☐	☒	44	The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business Number of members up to 1000 5 members personally present Number of members 1000-5000 15 members personally present Number of members more than 5000 30 members personally present If within half an hour from the time appointed for the meeting a quorum is not present the meeting if called upon the requisition of members shall be dissolved in any other case it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
☐	☒	45	The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting or if he is unwilling to act as Chairman the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.
☐	☒	46	If there is no such Chairman or Vice Chairman or if at any General Meeting either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair the members present shall choose one of their members to be the Chairman
☐	☒	47	If there is no such Chairman or Vice Chairman or if at any General Meeting either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair the members present shall choose one of their members to be the Chairman.
☒	☐		In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to

		48	have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
			Adjournment of meeting
☐	☒	49	The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn that meeting from time to time from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
☐	☒	50	At a General Meeting a resolution put to the vote of the meetings shall be decided on a show of hands result of electronic voting as per the provisions of Section 108 unless a poll is (before or on the declaration of the result of the show of hands electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands electronic voting been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. In the case of an equality of votes the Chairman shall whether on a show of hands or electronically or on a poll as the case may be have a casting vote in addition to the vote or votes to which he may be entitled as a member.
☐	☒	51	If a poll is duly demanded in accordance with the provisions of Section 109 it shall be taken in such manner as the Chairman subject to the provisions of Section 109 of the Act may direct and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made as the Chairman may direct.
☐	☒		a. Every member of the Company holding Equity Share(s) shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on a vote shall be in proportion to his share of the paid-up Equity Capital of the Company. b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid every such

		52	membershallin respect of suchcapital be entitled to vote in person or byproxy ifthe dividend dueon such preference shares or any part ofsuchdividend hasremained unpaid in respect of an aggregateperiod ofnot less thantwo years preceding the date of the meeting.Suchdividend shallbe deemed to be due on Preference Shares inrespectof any periodwhether a dividend has been declared bytheCompany for suchperiod or not on the day immediately followingsuch period.c.Whenver the holder of a Preference Sharehas a rightto vote onany resolution in accordance with theprovisions of thisarticle hisvoting rights on a poll shall be in thesame proportion asthe capitalpaid-up in respect of such PreferenceShares bear to thetotal equitypaid-up capital of the Company.
☐	☒	53	A demand for a poll shall not prevent the continuance ofameetingfor the transaction of any business other than thatonwhich a pollhas been demanded The demand for a poll maybe withdrawn at any time by the person or persons who madethe demand.
☐	☒	54	In the case of joint holders the vote of the first named ofsuchjointholders who tender a vote whether in person or by proxyshallbeaccepted to the exclusion of the votes of the other jointholders.
☐	☒	55	A member of unsound mind or in respect of whom anorderhasbeen made by any Court having jurisdiction in lunacymayvotewhether on a show of hands or on a poll by his committeeorotherlegal guardian and any such committee or guardian may onapollvote by proxy.
☐	☒	56	No member shall be entitled to vote at a General Meetingunlessallcalls or other sums presently payable by him in respect ofsharesinthe Company have been paid.
			Proxy
☐	☒	57	On a poll votes may be given either personally or byproxyprovidedthat no Company shall vote by proxy as long asresolutionof itsDirectors in accordance with provisions of Section113 is inforce.
☐	☒	58	a.The instrument appointing a proxy shall be in writingunderthehand of the appointed or of the attorney duly authorizedinwritingor if the appointer is a Corporation either underthesignature oftwo Directors andor the Company Secretary oftheCompany orunder the hand of an officer or attorney soauthorized.Any personmay act as a proxy whether he is a memberor not. b.Abodycorporate (whether a company within the meaningof this Actornot) may 1.If it is a member of the Company byresolution ofitsBoard of Directors or other governing bodyauthorize suchpersonsas it thinks fit to act as its representatives atany meeting oftheCompany or at any meeting of any class ofmembers oftheCompany 2.If it is a creditor (including a holder ofdebentures)ofthe Company by resolution of its directors or othergoverningbodyauthorize such person as it thinks fit to act as itsrepresentativeatany meeting of any creditors of the Company heldin pursuanceofthis Act or of any rules made thereunder or inpursuance ofthe provisions contained in any debenture or

			trust deed as the case may be. c. A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as if he were personally the member, creditor or debenture holder. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
☐	☒	59	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointor or revocation of the proxy or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.
			Board of Directors
☐	☒	60	Unless otherwise determined by a General Meeting the number of Directors shall not be less than 3 and not more than 15. a) First Directors of the Company I. Mr. Nirav Bharatbhai Patel II. Mr. Vishnubhai Pahladdas Patel b) Same individual may be appointed as Chairperson and Managing Director Chief Executive Officer The same individual may at the same time be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive of the Company.
☐	☒	61	a. Until otherwise determined by the Company in General Meeting each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act and the Rules made thereunder. For the purpose of any resolution in this regard none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing Whole-time Director of the Company who is a full-time employee drawing remuneration will not be paid any fee for attending Board Meetings. b. Subject to the provisions of the Act the Directors may with the sanction of a Special Resolution passed in the General Meeting and such sanction if any of the Government of India as may be required under the Companies Act sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit. c. Subject to the provisions of the Act the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the

			said fees set out in subclause (a) above a remuneration not exceeding one per cent (1) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors. d. Subject to the provisions of Section 188 of the Companies Act and subject to such sanction of the Government of India as may be required under the Companies Act if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company the Directors may pay to such Directors such special remuneration as they think fit such remuneration may be in the form of either salary commission or lump sum and may either be in addition to or in substitution of the remunerations specified in clause (a) of the Article.
	☐	☒	62 a. Until otherwise determined by the Company in General Meeting each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act and the Rules made thereunder. For the purpose of any resolution in this regard none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing Whole-time Director of the Company who is a full-time employee drawing remuneration will not be paid any fee for attending Board Meetings. b. Subject to the provisions of the Act the Directors may with the sanction of a Special Resolution passed in the General Meeting and such sanction if any of the Government of India as may be required under the Companies Act sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit. c. Subject to the provisions of the Act the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in subclause (a) above a remuneration not exceeding one per cent (1) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors. d. Subject to the provisions of Section 188 of the Companies Act and subject to such sanction of the Government of India as may be required under the Companies Act if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company the Directors may pay to such Directors such special remuneration as they think fit such remuneration may be in the form of either salary commission or lump sum and may either be in addition to or in

			substitution of the remunerations specified in clause (a) of the Article.
☐	☒	63	The Board may authorize any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.
☐	☒		
			Save as otherwise expressly provided in the Act a resolution in writing circulated in draft together with necessary papers if any to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the act or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the Company in General Meetings subject nevertheless to any regulation of these Articles to the provisions of the said Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meetings shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. The Board may appoint at any time and from time to time by a power of attorney under the signature of two Directors and/or the Company Secretary of the Company any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may if the Board thinks fit be made in favour of the members or any of the members of any firm or company or the members, Directors, nominees or managers of any firm or company or otherwise in favour of anybody or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit. The Board may authorize any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him. The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it and keep a register of the Directors and send to the Registrar an annual list of members and a summary of particulars relating thereto and notice of any consolidation or increase of share capital and copies of special resolutions and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein. In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles and subject to the provisions of Sections 179 and 180 of the Act that may become applicable it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things. a. To purchase or otherwise acquire for the Company

any property rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit and to sell let exchange or otherwise dispose of the property privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit. To pay for property in debentures etc. b. At their discretion to pay for any property rights and privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares bonds debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. To secure contracts by mortgages etc. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit. To appoint officers etc. d. To appoint and at their discretion remove or suspend such agents secretaries officers clerks and servants for permanent temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit. e. To institute conduct defend compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company. To refer to arbitration f. To refer to any claims or demands by or against the Company to arbitration and observe and perform the awards. To give receipt g. To make and give receipts releases and other discharges for money payable to the Company and of the claims and demands of the Company. To act in matters of bankrupts and insolvents h. To act on behalf of the Company in all matters relating to bankrupts and insolvents. To give security by way of indemnity i. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers covenants and provisions as shall be agreed upon. To give commission j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company. To make contract etc. k. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company. To make by laws l. From time to time make vary and repeal bye-laws for the regulations of the business for the Company its officers and servants. To set aside profits for provided fund m. Before recommending any dividends to set aside portions of the profits of the Company to form a fund to provide for such pensions gratuities or compensations or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit. To make and alter rules n. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual employment suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise

			inrelation to theworking andmanagement of the said fund as theDirectors shallfrom time totime think fit. o.And generally at theirabsolutediscretion to do andperform every act and thing whichthey mayconsider necessary orexpeditent for the purpose ofcarrying on thebusiness of theCompany excepting such acts andthings as byMemorandum ofAssociation of the Company or bythese presentsmay stand prohibited.
☐	☒	65	• Alternate Directors (a)The Board may appoint anAlternateDirectorto act for a Director hereinafter called in this clause theOriginalDirector during his absence for a period of notless than 3monthsfrom India. (b)An Alternate Director appointed asaforesaidshallvacate office if and when the Original Director returnstoIndia.Independent Directors (c)(i)The Directors may appointsuchnumberof Independent Directors as are required under Section149of theCompanies Act 2013 or SEBI (Listing ObligationsandDisclosureRequirements) Regulations 2015 from time to time.(ii)Independentdirectors shall possess such qualification asrequiredunder Section149 of the companies Act 2013 and SEBI(ListingObligations andDisclosure Requirements) Regulations2015(iii)IndependentDirector shall be appointed for such periodasprescribed underrelevant provisions of the companies Act 2013andSEBI (ListingObligations and Disclosure Requirements)Regulations2015 andshall not be liable to retire by rotation. WomenDirector(d)The Directors shall appoint at least one women directoras pertherequirements of section 149 of the Act. KeyManagerialPersonnel(e)Subject to the provisions of the Act (i)Achief executiveofficermanager company secretary or chief financialofficer maybeappointed by the Board for such term at suchremunerationandupon such conditions as it may thinks fit and anychiefexecutiveofficer manager company secretary or chieffinancialofficer soappointed may be removed by means of aresolution ofthe Board(ii)A director may be appointed as chiefexecutive officermanagercompany secretary or chief financialofficer. (iii)TheManagingDirector shall act as the Chairperson of theCompany forallpurposes subject to the provisions contained in theAct andthesearticles.
☐	☒	66	• Alternate Directors (a)The Board may appoint anAlternateDirectorto act for a Director hereinafter called in thisclause theOriginalDirector during his absence for a period of notless than 3monthsfrom India. (b)An Alternate Director appointed asaforesaidshallvacate office if and when the Original Director returnstoIndia.Independent Directors (c)(i)The Directors may appointsuchnumberof Independent Directors as are required under Section149of theCompanies Act 2013 or SEBI (Listing ObligationsandDisclosureRequirements) Regulations 2015 from time to time.(ii)Independentdirectors shall possess such qualification asrequiredunder Section149 of the companies Act 2013 and SEBI(ListingObligations andDisclosure Requirements) Regulations2015(iii)IndependentDirector shall be appointed for such periodasprescribed underrelevant provisions of the companies Act 2013andSEBI (ListingObligations and Disclosure Requirements)Regulations2015 andshall not be liable to retire by rotation. WomenDirector(d)TheDirectors shall appoint at least one women directoras pertherequirements of section 149 of the Act. KeyManagerialPersonnel(e)Subject to the provisions of the Act (i)Achief executiveofficermanager company secretary or chief financialofficer maybeappointed by the Board for such term at suchremunerationandupon such conditions as it may thinks fit and

			any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board. (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. (iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles. Additional Directors The Directors may from time to time appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93. Any person so appointed as an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company. Proportion of retirement by rotation. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.
			Proceedings of the Board
☐	☒	67	The Board may meet for the dispatch of business and otherwise regulate its meetings as it thinks fit provided that a meeting of the Board shall be held at least once in every hundred and twenty days and at least four such meetings shall be held in every year. A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.
☐	☒	68	a. Save as otherwise expressly provided in the Act a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board. b. In case of an equality of votes the Chairman shall have a second or casting vote in addition to his vote as a Director.
☐	☒	69	The continuing Directors may act notwithstanding any vacancy in the Board but if and as long as their number is reduced below three the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.
☐	☒	70	If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting the Directors present may choose one of their members to be the Chairman of the meeting.
☐	☒	71	a. The Board may from time to time and at any time and in compliance with provisions of the Act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body as the Board may think fit. b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and

			suchdelegation maybemade on such terms and subject to suchconditions as theBoardmay think fit and subject to provisions of theact andlistingagreement. c.The Board may from time to time revokeadd tooorvary any powers authorities and discretions so delegatedsubjecttoprovisions of the act and listing agreement.
☐	☒	72	a.The Chairman or the Vice Chairman shall be the Chairmanofitsmeetings if either is not available or if at any meeting eitherisnotpresent within five minutes after the time appointedforholdingthe meeting the members present may choose one of theirnumberto be Chairman of the meeting. b.The quorum ofaCommittee maybe fixed by the Board and until so fixed iftheCommittee is of asingle member or two members the quorumshallbe one and ifmore than two members it shall be two.
☐	☒	73	a.The Board may from time to time and at any timeandincompliance with provisions of the act andlistingagreementconstitute one or more Committees of theBoardconsisting of suchmember or members of its body as theBoardmay thinkfit.b.Subject to the provisions of Section 179 theBoardmaydelegate from time to time and at any time to anyCommitteesoappointed all or any of the powers authorities anddiscretionsforthe time being vested in the Board and suchdelegation maybemade on such terms and subject to suchconditions as the Boardmay think fit and subject to provisions ofthe act andlistingagreement. c.The Board may from time to timerevoke add tooorvary any powers authorities and discretions sodelegated subjecttoprovisions of the act and listing agreement.Themeetingandproceedings of any such Committee consisting of twoormoremembers shall be governed by the provisionshereincontained forregulating the meetings and proceedings oftheDirectors so far asthe same are applicable thereto andnotsuperseded by anyregulations made by the Directors under thelastproceedingArticle.a.The Chairman or the Vice Chairman shall betheChairmanof its meetings if either is not available or if atanymeeting either isnot present within five minutes after thetimeappointed forholding the meeting the members presentmaychoose one of theirnumber to be Chairman of the meeting.b.Thequorum of aCommittee may be fixed by the Board and untilsofixed if theCommittee is of a single member or two membersthequorum shallbe one and if more than two members it shallbetwo.a.ACommittee may meet and adjourn as it thinksproper.b.Questionsarising at any meeting of a Committee shallbedetermined by thesole member of the Committee or by amajorityof votes of themembers present as the case may be and incase ofan equality ofvotes the Chairman shall have a second orcastingvote in additionto his vote as a member of the Committee.
☐	☒	74	All acts done by any meeting of the Board or a Committeethereofby any person acting as a Director shall notwithstandingthat itmaybe afterwards discovered that there was some defectintheappointment of any one or more of such Directors oranypersonacting as aforesaid or that any of them was disqualifiedbe asvalidas if every such Director and such person had beendulyappointedand was qualified to be a Director.
☐	☒		Save as otherwise expressly provided in the Act aresolutioninwriting circulated in draft together with necessarypapers if anytoall the members of the Committee then in India (notbeing lessinnumber than the quorum fixed for the

		75	meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.
☒	☐	76	In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
☐	☒	77	Managing Director a. Subject to the provisions of Section 196(1) of the Act the following provisions shall apply b. The Board of Directors may appoint or re-appoint one or more of their body not exceeding two to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit subject to such approval of the Central Government as may be necessary in that behalf. c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government if required. d. If at any time there are more than one Managing Director each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose. e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit. f. Subject to the supervision control and directions of the Board of Directors the Managing Director or Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing the Managing Director or Managing Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting Whole-time Director 1. Subject to the provisions of the Act and subject to the approval of the Central Government if any required in that behalf the Board may appoint one or more of its body as Whole-time Director or Whole time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Director shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Director shall be determined by the Company in General Meeting

			subjecttotheapproval of the Central Government if any required inthatbehalf.2.A Whole-time Director shall (subject to the provisionsofanycontract between him and the Company) be subject tothesameprovisions as to resignation and removal as the otherDirectorsandhe shall ipso facto and immediately cease to beWholetimeDirectorif he ceases to hold the Office of Director fromanycauseexcept where he retires by rotation in accordance with theArticlesat an Annual General Meeting and is re-elected as a Director at that Meeting.
☐	☒	78	SecretaryThe Board shall have power to appoint a Secretaryapersonfit in its opinion for the said office for such period andonsuch termsand conditions as regards remuneration and otherwiseas it maydetermine. The Secretary shall have such powersandduties as Mayfrom time to time be delegated or entrusted tohimby theBoard.Powers as to commencement of businessSubjecttothe provisions of the Act any branch or kind of business whichbytheMemorandum of Association of the Company or thesepresentsisexpressly or by implication authorised to be undertakenbytheCompany may be undertaken by the Board at such time ortimesasit shall think fit and further may be suffered by it to beinabeyancewhether such branch or kind of business may havebeenactuallycommenced or not so long as the Board may deemitexpedient notto commence or proceed with such branch or kindofbusiness.Delegation of powerSubject to Section 179 theBoardmaydelegate all or any of its powers to any Director jointlyorseverallyor to any one Director at its discretion or to theExecutiveDirector.
			The Seal
☒	☐	79	The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			Dividends and Reserve
☐	☒	80	The profits of the Company subject to any specialrightsrelatingthereto created or authorised to be created bythesepresents andsubject to the provisions of these presents as totheReserve Fundshall be divisible among the equity shareholders
☐	☒	81	The Board may from time to time pay to the memberssuchinterimdividends as appear to it to be justified by the profitsoftheCompany.
☐	☒	82	No dividend shall be payable except out of the profits of theyearorany other undistributed profits except as provided bySection123of the Act.
☐	☒		Subject to the rights of persons if any entitled to sharewithspecialrights as to dividends all dividends shall be declaredandpaidaccording to the amounts paid or credited as paid

		83	on the shares in respect whereof the dividend is paid. b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share. c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such shares shall rank for dividend accordingly.
☐	☒	84	The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.
☐	☒	85	a. Any dividend interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct. b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.
☐	☒	86	The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same. Receipt of joint holders (A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders the Transfer of such shares and the same has not been registered by the Company it shall and notwithstanding anything contained in any other provision of the Act a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act unless the Company is authorised by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer and b) keep in abeyance in relation to such shares any offer of rights shares under Clause (a) of Sub-section (1) of Section 62 of the Act and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act.
☐	☒	87	Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.
☐	☒	88	No dividend shall bear interest against the company.
			Accounts
☐	☒		Books of account to be kept a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Company and of the assets and liabilities of the Company. b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as

the case maybe with respect to the matters aforesaid and explain in transactions. c. The books of accounts shall be open to inspection by any Director during business hours. Where books of account to be kept The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit. Inspection by members The Board shall from time to time determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting. Statement of account to be furnished to General Meeting The Board shall lay before such Annual General Meeting financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act. Financial Statements Subject to the provisions of Section 129 133 of the Act every financial statement of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act or as near thereto as circumstances admit. Authentication of Financial Statements a. Subject to Section 134 of the Act every financial statement of the Company shall be signed on behalf of the Board by not less than two Directors. b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon. Auditors Report to be annexed The Auditors Report shall be attached to the financial statements. Boards Report to be attached to Financial Statements a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs the amounts if any which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount if any which it recommends to be paid by way of dividend. b. The report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments if any affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report. c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation qualification or adverse remark contained in the Auditors Report. d. The Board's Report and addendum if any thereto shall be signed by its Chairman if he is authorised in that behalf by the Board and where he is not authorised shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181. e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with. Right of member to copies of Financial Statements The Company shall comply with the requirements of

			Section 136.
			Winding up
☐	☒	90	Subject to the provisions of the Act as to preferential payments the assets of a Company shall on its winding-up be applied in satisfaction of its liabilities pari-passu and subject to such application shall unless the articles otherwise provide be distributed among the members according to their rights and interests in the Company.
			Indemnity
☐	☒	91	Directors and others right to indemnity a. Subject to the provisions of Section 197 of the Act every Director Manager Secretary and other officer or employee of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses (including travelling expenses) which Service of documents on the Company any such Director officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties as such Director officer or employee. b. Subject as aforesaid every Director Manager Secretary or other officer employee of the Company shall be indemnified against any liability incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return paper or document with the Registrar of Companies or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company. Subject to the provisions of Section 197 of the Act no Director or other officer of the Company shall be liable for the acts receipts neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested or for any loss or damages arising from the bankruptcy insolvency or tortious act of any person company or corporation with whom any money securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part or for any loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own act or default.
			Others
☐	☒		Except as provided by Section 67 no part of funds of the Company shall be employed in the purchase of the shares of the Company and the Company shall not directly or indirectly and whether by

			shares or loans give guarantee the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the CompanyThe Authorized Share Capital of the Company shall be as prescribed in Clause 5 of the Memorandum of Association of the Company Not to issue shares with disproportionate rights The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference SharesLiability of joint holders of shares The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or sharesIssue other than for cash a) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares and if so issued shall be deemed to be fully paid-up shares.b) As regards all allotments from time to time made the Board shall duly comply with Section 39 of the Act.Acceptance of shares An application signed by or on behalf of the applicant for shares in the Company followed by an allotment of any share therein shall be acceptance of the shares within the meaning of these Articles and every person who thus or otherwise accepts any share and whose name is on the Register shall for the purpose of these Articles be a shareholder.One Certificate for joint holders In respect of any share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid where more than one share is so held the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.Splitting and consolidation of Share Certificate The shares of the Company will be split upconsolidated in the following circumstances(i) At the request of the members for split up of shares in marketable lot.(ii) At the request of the members for consolidation of fraction shares into marketable lot.Directors may issue new Certificate(s) Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered upPerson by whom installments are payable If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installments every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives if anyNo transfer to infant etc a. If the person so becoming entitled shall elect to be registered as holder of the shares himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.b. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share.c. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid	
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			as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorized by the Board in that behalf. Custody of transfer The instrument of transfer shall after registration remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more. Company's right to register transfer by apparent legal owner The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right title or interest or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in the books of the Company but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto if the Board shall so think fit. Surrender of shares The Directors may subject to the provisions of the Act accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof. Power of modify shares The rights and privileges attached to each class of shares may be modified commuted affected and abrogated in the manner provided in Section 48 of the Act. Set-off of moneys due to shareholders Any money due from the Company to a shareholder may without the consent of such shareholder be applied by the Company in or towards payment of any money due from him either alone or jointly with any other person to the Company in respect of calls. Length of notice for calling meeting A General Meeting of the Company may be called by giving not less than twenty one days notice in writing provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid-up share capital which gives the right to vote on the matters to be considered at the meeting. Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others those members shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter. Accidental omission to give notice not to invalidate meeting The accidental omission is to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting. Special business and statement to be annexed All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend the consideration of financial statements and the reports of the Directors and Auditors thereon the election of the Directors in the place of those retiring and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid there shall be annexed to the notice of the meeting a statement setting out all material facts	
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			concerning each such item of business including in particular the nature of the concern or interest if any therein of every Director and the Manager if any every other Key Managerial Personnel and the relatives of Directors Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting the time and place where the document can be inspected shall be specified in the statement aforesaid. Where any item of special business to be transacted at a meeting of the company relates to or affects any other company the extent of shareholding interest in that other company of every promoter director manager if any and of every other key managerial personnel of the first mentioned company shall if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company also be set out in the statement. Subject to the provisions of the Act as may be applicable the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board. Qualification of Directors Any person whether a member of the Company or not may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director. Directors may act notwithstanding vacancy The continuing Directors may act notwithstanding any vacancy in their body but subject to the provisions contained in Article 121 Chairman of the Board The Board may from time to time appoint any Director to be the Chairman of the Board. The Chairman of the Board shall be subject to the same provisions as to resignation and removal as the other Directors and he ipso facto and immediately ceases to be the Chairman if he ceases to hold the office of Director for any cause. Casual vacancy If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid. Vacation of office by Directors The office of a Director shall be vacated if 1. He is found to be unsound mind by a Court of competent jurisdiction 2. He applies to be adjudicated as an insolvent 3. He is an undischarged insolvent 4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence 5. He fails to pay any call in respect of shares of the Company held by him whether alone or jointly with others within six months from the last date fixed for the payment of the call 6. An order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force. 7. He has not complied with Subsection (3) of Section 152 8. He has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years. 9. He absents himself from all meetings of the Board for a continuous period of twelve months with or without seeking leave of absence from the Board 10. He acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184. 11. He becomes disqualified by an order of a court or the Tribunal 12. He is removed in pursuance of the provisions of the Act 13. Having been appointed a Director by virtue of holding any office or other employment in the Company he ceases to hold such office or other employment in the Company Notwithstanding anything in Clause (4) (6) and (8) aforesaid the disqualification referred to in those	
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			clauses shall not take effect 1. for thirty days from the date of the adjudication sentence or order 2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off or 3. Where within the seven days as aforesaid any further appeal or petition is preferred in respect of the adjudication sentence conviction or order and appeal or petition if allowed would result in the removal of the disqualification until such further appeal or petition is disposed off. Debenture Any trust deed for securing debentures or debenture-stocks may if so arranged provide for the appointment from time to time by the Trustees thereof or by the holders of debentures or debenture-stocks of some person to be a Director of the Company and may empower such Trustees holder of debentures or debenture-stocks from time to time to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as Debenture Director and the term Debenture Director means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained. Corporation Nominee Director a. Notwithstanding anything to the contrary contained in the Articles so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body (herein after in this Article referred to as The Corporation) out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains defaulted or the Company fails to meet its obligations to pay interest and/or installments the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as Nominee Director(s)) on the Board of the Company and to remove from such office any person so appointed any person or persons in his or their place(s). b. The Board of Directors of the Company shall have no power to remove from office the Nominee Directors as long as such default continues. Such Nominee Directors shall not be required to hold any share qualification in the Company and such Nominee Directors shall not be liable to retirement by rotation of Directors. Subject as aforesaid the Nominee Directors shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. The Nominee Directors appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Directors so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation. The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings and of the Meeting of the Committee of which the Nominee Directors is/are members. The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Directors sitting fees and expenses to which the other Directors of the Company are entitled but if any other fee commission monies or remuneration in any form is payable to the
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			Directors of the Company the fee commission monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Directors in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors. Provided that if any such Nominee Directors is an officer of the Corporation the sitting fees in relation to such Nominee Directors shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. b. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company subject to Section 152 of the Act and so that the number does not exceed 13 of the maximum fixed under Article 93. Disclosure of interest of Directors a. Subject to the provisions of the Act the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor purchaser lender agent broker or otherwise nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case at the first meeting of the Board after the acquisition of the interest. Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company. c. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company. Rights of Directors Except as otherwise provided by these Articles and subject to the provisions of the Act all the Directors of the Company shall have in all matters equal rights and privileges and be subject to equal obligations and duties in respect of the affairs of the Company. Directors to comply with Section 184 Notwithstanding anything contained in these presents any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act 2013. Directors power of contract with Company Subject to the limitations prescribed in the Companies Act 2013 the Directors shall be entitled to contract with	
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			the Company and no Director shall be disqualified by having contracted with the Company as aforesaid. Rotation and retirement of Directors At every annual meeting one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act. Retiring Directors eligible for re-election A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto. Which Directors to retire The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who become Directors on the same day those to retire shall unless they otherwise agree among themselves be determined by lot. Retiring Directors to remain in office till successors are appointed Subject to Section 152 of the Act if at any meeting at which an election of Directors ought to take place the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a national holiday till the next succeeding day which is not a holiday at the same time place and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting. Power of General Meeting to increase or reduce number of Directors Subject to the provisions of Sections 149 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire. Power to remove Directors by ordinary resolution Subject to provisions of Section 169 the Company by Ordinary Resolution May at any time remove any Director except Government Directors before the expiry of his period of office and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article or to appoint somebody instead of the Director at the meeting at which he is removed. Rights of persons other than retiring Directors to stand for Directorships Subject to the provisions of Section 160 of the Act a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director or the intention of such member to propose him as a candidate for that office as the case may be along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be to such member if the person succeeds in getting elected as a Director or gets more than 25 of total valid votes cast either on show of hands or electronically or on poll on such resolution. Register of Directors and KMP and their shareholding The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the	
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			Act. Business to be carried on The business of the Company shall be carried on by the Board of Directors. Quorum The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors whichever is higher provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength the number of the remaining Directors that is to say the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting that is to say the total strength of the Board after deducting therefrom the number of Directors if any whose places are vacant at the time. Chairman Emeritus A. (1) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Companys business relates or in the public field as the Chairman Emeritus of the Company. (2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting. (3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof. (4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint. (5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company. (6) If at any time the Chairman Emeritus is appointed as a Director of the Company he may at his discretion retain the title of the Chairman Emeritus. Borrowing Powers a. The Board may from time to time raise any money or any moneys or sums of money for the purpose of the Company provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Companys bankers in the ordinary course of business) shall not without the sanction of the Company at a General Meeting exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act the Board may from time to time at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company by the issue of debentures to members perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed raised or received mortgage pledge or charge the whole or any part of the property assets or revenue of the Company present or future including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase redeem or pay off any such security. Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors provided that subject to the provisions of clause next above the Board may from time to time at its discretion raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit
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and in particular by promissory notes or by opening current accounts or by receiving deposits and advances with or without security or by the issue of bonds perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land building bond or other property and security of the Company or by such other means as them may seem expedient. Assignment of debentures Such debentures debenture stock bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Terms of debenture issue a. Any such debenture debenture stock bond or other security may be issued at a discount premium or otherwise and with any special privilege as the redemption surrender drawing allotment of shares of the Company or otherwise provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting. b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and or other bond for securing payment of moneys borrowed by or due by the Company and or any contract or any agreement made by the Company with any person firm body corporate Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time by any such mortgagee lender trustee of or holders of debentures or contracting party as aforesaid of one or more persons to be a Director or Directors of the Company. Such trust deed mortgage deed bond or contract may provide that the person appointing a Director as aforesaid may from time to time remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents. c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called Debenture Director. The words Mortgage or Debenture Director shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgage lender the trustee or contracting party as the case may be and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act. d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors. e. The total number of ex-officio Directors if any so appointed under this Article together with the

			other ex-officio Directors if any appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being. Charge on uncalled capital Any uncalled capital of the Company may be included in or charged by mortgage or other security. Subsequent assignees of uncalled capital Where any uncalled capital of the Company is charged all persons taking any subsequent charge thereon shall take the same subject such prior charge and shall not be entitled by notice to the shareholder or otherwise to obtain priority over such prior charge. Charge in favour of Director of indemnity If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company the Board may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability. Powers to be exercised by Board only at meeting a. Subject to the provisions of the Act the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board. (a) To make calls on shareholders in respect of money unpaid on their shares (b) To authorise buy-back of securities under section 68 (c) To issue securities including debentures whether in or outside India (d) To borrow monies (e) To invest the funds of the company (f) To grant loans or give guarantee or provide security in respect of loans (g) To approve financial statement and the Boards report (h) To diversify the business of the company (i) To approve amalgamation merger or reconstruction (j) To take over a company or acquire a controlling or substantial stake in another company (k) To make political contributions (l) To appoint or remove key managerial personnel (KMP) (m) To take note of appointment(s) or removal(s) of one level below the Key Management Personnel (n) To appoint internal auditors and secretarial auditor (o) To take note of the disclosure of directors interest and shareholding (p) To buy sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserves of the investee company (q) To invite or accept or renew public deposits and related matters (r) To review or change the terms and conditions of public deposit (s) To approve quarterly half yearly and annual financial statements or financial results as the case may be. (t) Such other business as may be prescribed by the Act. b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses d e and f above. c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate. d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate. e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate the purposes for which the loans may be made and the maximum amount of loans that may be made for each such purpose in individual cases. Register of mortgage to be kept The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act in regard to the registration of mortgages and charges specifically affecting the property of the	
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			Company and shall duly comply with the requirements of the said Act in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office. Register of holders of debentures Every register of holders of debentures of the Company may be closed for any period not exceeding the whole forty five days in any year and not exceeding thirty days at any one time. Subject as the aforesaid every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day when such register is open are appointed for inspection. Inspection of copies of and Register of Mortgages The Company shall comply with the provisions of the Companies Act 2013 as to allow inspection of copies kept at the Registered Office in pursuance of the said Act and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act. Supplying copies of register of holder of debentures The Company shall comply with the provisions of the Companies Act 2013 as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures. Right of holders of debentures as to Financial Statements Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit shall on demand be entitled to be furnished free of cost or for such sum as may be prescribed by the Government from time to time with a copy of the Financial Statements of the Company and other reports attached or appended thereto. Minutes a. The Company shall comply with the requirements of Section 118 of the Act in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board. b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company. Managing Directors power to be exercised severally All the powers conferred on the Managing Director by these presents or otherwise may subject to any directions to the contrary by the Board of Directors be exercised by any of them severally. Manager Subject to the provisions of the Act the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board. Declaration of Dividends The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board. What to be deemed net profits The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive. Reserve Funds a. The Board may before recommending any dividends set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalising dividends and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit. b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve. Adjustment of dividend against call Any	
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			General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may if so arranged between the Company and themselves be set off against the call. Deduction of arrears Any one of two of the joint holders of a share may give effectual receipt for any dividend bonus or other money payable in respect of such share. Unclaimed Dividend No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act 2013. Transfer of share not to pass prior Dividend Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. Annual Returns The Company shall make the requisite annual return in accordance with Section 92 of the Act. Accounts to be audited a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned. b. Subject to provisions of the Act The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall within seven days of the appointment give intimation thereof to every Auditor so appointed unless he is a retiring Auditor. c. At every Annual General Meeting reappointment of such auditor shall be ratified by the shareholders. d. Where at an Annual General Meeting no Auditors are appointed or reappointed the Central Government may appoint a person to fill the vacancy. e. The Company shall within seven days of the Central Governments power under Sub-clause (d) becoming exercisable give notice of that fact to that Government. f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting. Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company not less than 14 days before the date of the meeting and 2. If the Board fails to exercise its power under this Sub-clause the Company in General Meeting may appoint the first Auditor or Auditors. g. The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues the remaining Auditor or Auditors if any may act but where such a vacancy is caused by the resignation of an Auditor the vacancy shall only be filled by the Company in General Meeting. h. A person other than a retiring Auditor shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed. i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act. j. Subject to the provisions of Section 146 of the Act the Auditor of the company shall attend general meetings of the company. Audit of Branch Offices The Company shall comply
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			with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company. Remuneration of Auditors The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board. Rights and duties of Auditors a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor. b. All notices of and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements which are laid before the Company in General Meeting during his tenure of office and the report shall state whether in his opinion and to the best of his information and according to explanations given to him the said accounts give the information required by this Act in the manner so required and give a true and fair view 1. In the case of the Balance Sheet of the state of affairs as at the end of the financial year and 2. In the case of the Statement of Profit and Loss of the profit or loss for its financial year. d. The Auditors Report shall also state (a) Whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not the details thereof and the effect of such information on the financial statements (b) whether in his opinion proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him (c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the companys auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report (d) Whether the companys balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns (e) Whether in his opinion the financial statements comply with the accounting standards (f) The observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company (g) Whether any director is disqualified from being appointed as a director under sub-section (2) of section 164 (h) Any qualification reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith (i) Whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls (j) Whether the company has disclosed the impact if any of pending litigations on its financial position in its financial statement (k) whether the company has made provision as required under any law or accounting standards for material foreseeable losses if any on long term contracts including derivative contracts (l) Whether there has been any delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the company. e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section	
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			143 of the Act or in Clauses (a) (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification the Auditors Report shall state the reason for such answer.f. The Auditors Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.Accounts whether audited and approved to be conclusive Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and henceforth be conclusive.Service of documents on the Company A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the actHow documents to be served to members a. A document (which expression for this purpose shall be deemed to include and shall include any summons notice requisition process order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act. or (if he has no registered address in India) to the address if any within India supplied by him to the Company for the giving of notices to him.b. All notices shall with respect to any registered shares to which persons are entitled jointly be given to whichever of such persons is named first in the Register and notice so given shall be sufficient notice to all the holders of such shares.c. Where a document is sent by post i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected a. in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the notice is posted and b. in any other case at the time at which the letter should be delivered in the ordinary course of post.Members to notify address in India Each registered holder of share(s) shall from time to time notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.Service on members having no registered address in India If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him a document advertised in a newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.Service on persons acquiring shares on death or insolvency of members A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address if any in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which	
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the same might have been served if the death or insolvency had not occurred. Notice valid though member deceased Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall notwithstanding that such member by then deceased and whether or not the Company has notice of his decease be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs executors or administrators and all other persons if any jointly interested with him or her in any such share. Persons entitled to Notice of General Meeting Subject to the provisions of Section 101 the Act and these Articles notice of General Meeting shall be given to (a) Every member of the company legal representative of any deceased member or the assignee of an insolvent member (b) The auditor or auditors of the company and (c) Every director of the company. Any accidental omission to give notice to or the non-receipt of such notice by any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting. Advertisement a. Subject to the provisions of the Act any document required to be served on or sent to the members or any of them by the Company and not expressly provided for by these presents shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated. b. Every person who by operation of law transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock. Transference etc. bound by prior notices Every person who by the operation of law transfer or other means whatsoever shall become entitled to any share shall be bound by every document in respect of such share which previously to his name and address being entered in the Register shall have been duly served on or sent to the person from whom he derives his title to the share. How notice to be signed Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed. Authentication of document and proceeding Save as otherwise expressly provided in the Act or these Articles a document or proceeding requiring authentication by the Company may be signed by a Director or the Managing Director or an authorised officer of the Company and need not be under its seal. SECRECY CLAUSE No member shall be entitled to visit or inspect the Companys works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Companys trading or any matter which is or may be in the nature of a trade secret mystery of trade or secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interests of the Company to communicate to the public. b. Every Director Managing Director Manager Secretary Auditor Trustee Members of a Committee Officers Servant Agent Accountant or other person employed in the business of the Company shall if so required by the Directors before entering upon his duties or at any time during his term of office sign a declaration pledging himself to observe strict secrecy

			respecting all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these Articles. REGISTERS INSPECTION AND COPIES THEREOF a. Any Director or Member or person can inspect the statutory registers maintained by the company which may be available for inspection of such Director or Member or person under provisions of the act by the company provided he gives fifteen days notice to the company about his intention to do so. b. Any Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money. Employee Stock Option Scheme Subject to and in accordance with the provisions of the Act and any other rules regulations or guidelines as may be prescribed if any the Company may frame guidelines or scheme to be known as Employee Stock Option Scheme (ESOP) or Employees Stock Purchase Scheme (ESPS). ESOP or ESPS may provide for the issue of shares warrants bonds or other debt instruments including the terms of payment. The Board of Directors shall have the power to vary alter or amend the terms and conditions of the ESOP or ESPS at their sole discretion in such manner as they may deem fit in the best interest of the Company. Issue of Sweat Equity Shares Notwithstanding anything contained in these articles the Company shall have right to issue sweat equity shares to its promoters Directors employees or to such other persons as may be decided by the Board in accordance with the provisions of the Companies Act 2013 and any statutory amendments or re-enactment thereof. GENERAL AUTHORITY Wherever in the applicable provisions under the Act it has been provided that any Company shall have any right authority or that such Company could carry out any transaction only if the Company is authorised by its Articles this regulation hereby authorises and empowers the Company to have such right privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles
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Attachments

First Subscriber (s) sheet

Subscriber Sheet.pdf

Declaration

Pursuant to resolution no. dated, I, on the behalf of Board of Directors, declare that following amendments have been adopted in Article of Association:

Ammendment in clause 92 of articles of association vide special resolution passed in Extra-ordinary general meeting held on 17th January, 2025.

To be digitally signed by

Name

NIRAV BHARATBHAI PATEL

Designation

Director

DIN

02055489

DSC