

e-Memorandum of Association  
&  
e-Articles of Association  
of

**VRAHEJA TRADING PRIVATE LIMITED**  
**(CIN-U45300HR2023PTC109520)**



**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

**Certificate of Incorporation**

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that VRAHEJA TRADING PRIVATE LIMITED is incorporated on this NINETEENTH day of FEBRUARY TWO THOUSAND TWENTY THREE under the Companies Act, 2013 (18 of 2013) and that the company is Company limited by shares

The Corporate Identity Number of the company is **U45300HR2023PTC109520**

The Permanent Account Number (PAN) of the company is **AAJCV2279E\***

The Tax Deduction and Collection Account Number (TAN) of the company is **RTKV09570B\***

Given under my hand at Manesar this NINETEENTH day of FEBRUARY TWO THOUSAND TWENTY THREE

**Signature Not Verified**  
Digitally signed by  
DS MINISTRY OF CORPORATE  
AFFAIRS 10  
Date: 2023.02.19 13:01:54 IST

Pankaj Srivastava

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on [mca.gov.in](http://mca.gov.in)

Mailing Address as per record available in Registrar of Companies office:

VRAHEJA TRADING PRIVATE LIMITED

PLOT NO. 7 SECTOR 3,IMT MANESAR,Nsg Camp Manesar,Nsg Camp Manesar,Gurgaon-122051,Haryana

\*as issued by Income tax Department



**Form No. INC-33**

Form language

**e-MOA (e-Memorandum of Association)**☒ English☐ Hindi

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

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

VRAHEJA TRADING PRIVATE LIMITED

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

Haryana

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

1. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in of parts and components for two wheelers/ three wheelers / four wheelers/ commercial vehicles and other electrical and electronic white goods.
2. To carry on the business of Design and development of parts and components for two wheelers/ three wheelers / four wheelers/ commercial vehicles and other electrical and electronic white goods on retail as well as on wholesale basis in India or elsewhere and to acquire and offer expertise and know how and/or services of any kind and advise new avenues in business activity relating and to acquire all kinds of industrial and commercial enterprises engaged in similar kind of trade, business and commercial activities for exponential growth and also entered into Joint ventures with other companies engaged in similar business activity.
3. To carry on trading of packing of any kind packaging material including board, paper, foil, rexine, glue etc. and engage in similar kind of trade.

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 subsidise 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 recognition 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. To do financial management planning and financial policy determination, capital structure planning and advice regarding raising finance, working capital management, Preparing project reports and feasibility studies and to provide consultancy for setting up new projects with or without foreign participation.

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 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

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

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, newspapers 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. To enter into association with other companies, holding and investment company, to promote & support them in their business activity and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or partnership firms or body corporate or any other entities whether in India or elsewhere either singly or jointly with any other person(s), body corporate or partnership firm or any other entity carrying out or proposing to carry out any activity whether in India or elsewhere in any manner

31. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind. To make joint ventures and make subscription of shares or securities of any other Company, Business houses, Business Ventures having activities related to main objects and other objects of the company, whether in India or abroad.

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 centres, exhibition centres, 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 defence, 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

10000	Equity Share	Shares of	10	Rupees each	
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## Attachments

First Subscriber (s) sheet

SUBSCRIBER SHEET VRAHEJA.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:

As per the attached special resolution passed by shareholder in EGM held on 25.05.2023

## To be digitally signed by

Name

VANDANA RAHEJA

Designation

Director

DIN

00053398

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 - A COMPANY LIMITED BY SHARES

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

VRAHEJA TRADING PRIVATE  
LIMITED

Check if not applicable	Check if altered	Article No.	Description
			<b>Interpretation</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	I	<ul style="list-style-type: none"> <li>In these regulations— “the Act” means the Companies Act, 2013, “the seal” means the common seal of the company. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. Private Company (3) The Company is a Private Limited Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly: a. The Right to transfer of shares in the company is restricted in the manner and to the extent hereinafter provided. b. Except in case of One Person Company, limits the number of its member to two hundred: Provided that where two or more persons hold one or more shares in a company jointly they shall, for the purpose of this clause, be treated as single member; Provided further that Persons who are in employment of the company and persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and Prohibits any invitation to the public to subscribe for any securities of the company.</li> </ul>
			<b>Share Capital and Variation of rights</b>
			<ul style="list-style-type: none"> <li>Subject to the provisions of the Act and these Articles, the shares in</li> </ul>

<input type="checkbox"/>	<input type="checkbox"/>	II 1	the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
<input type="checkbox"/>	<input type="checkbox"/>	2	<p>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—</p> <p>a. one certificate for all his shares without payment of any charges; or</p> <p>b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.</p> <p>iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders</p>
<input type="checkbox"/>	<input type="checkbox"/>	3	<p>i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>ii. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.</p>
<input type="checkbox"/>	<input type="checkbox"/>	4	Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
<input type="checkbox"/>	<input type="checkbox"/>	5	<p>i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p> <p>ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</p> <p>iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p>
			<p>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the</p>

<input type="checkbox"/>	<input type="checkbox"/>	6	<p>provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</p> <p>ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p>
<input type="checkbox"/>	<input type="checkbox"/>	7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
<input type="checkbox"/>	<input type="checkbox"/>	8	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
			<b>Lien</b>
<input type="checkbox"/>	<input type="checkbox"/>	9	<p>i. The company shall have a first and paramount lien—</p> <ol style="list-style-type: none"> <li>on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</li> <li>on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</li> </ol> <p>ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p>
<input type="checkbox"/>	<input type="checkbox"/>	10	<ul style="list-style-type: none"> <li>The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—</li> <li>a unless a sum in respect of which the lien exists is presently payable; or</li> <li>b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	11	<p>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof</p> <p>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>
			i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

<input type="checkbox"/>	<input type="checkbox"/>	12	ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
			<b><i>Calls on shares</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	13	<p>i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.</p> <p>ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.</p> <p>iii. A call may be revoked or postponed at the discretion of the Board.</p>
<input type="checkbox"/>	<input type="checkbox"/>	14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
<input type="checkbox"/>	<input type="checkbox"/>	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<input type="checkbox"/>	<input type="checkbox"/>	16	<ul style="list-style-type: none"> <li>• If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.</li> <li>• The Board shall be at liberty to waive payment of any such interest wholly or in part.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	17	<p>i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</p> <p>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>
<input type="checkbox"/>	<input type="checkbox"/>	18	<ul style="list-style-type: none"> <li>• The Board -</li> <li>• a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and</li> <li>• b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.</li> </ul>

			<b>Transfer of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	19	i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
<input type="checkbox"/>	<input type="checkbox"/>	20	i. The Board may, subject to the right of appeal conferred by section 58 decline to register— ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or iii. any transfer of shares on which the company has a lien.
<input type="checkbox"/>	<input type="checkbox"/>	21	<ul style="list-style-type: none"> <li>The Board may decline to recognise any instrument of transfer unless—</li> <li>a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</li> <li>b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and</li> <li>c. the instrument of transfer is in respect of only one class of shares.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	22	<ul style="list-style-type: none"> <li>On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</li> <li>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</li> </ul>
			<b>Transmission of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	23	i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
<input type="checkbox"/>	<input type="checkbox"/>	24	i. 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 properly be required by the Board and subject as hereinafter provided, elect, either— <ul style="list-style-type: none"> <li>a. to be registered himself as holder of the share; or</li> <li>b. to make such transfer of the share as the deceased or insolvent member could have made.</li> </ul> ii. 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.
			i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

<input type="checkbox"/>	<input type="checkbox"/>	25	<p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>iii. 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 or transfer were a transfer signed by that member.</p>
<input type="checkbox"/>	<input type="checkbox"/>	26	<ul style="list-style-type: none"> <li>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company;</li> <li>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	27	In case of a One Person Company—
			<b><i>Forfeiture of shares</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	28	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
<input type="checkbox"/>	<input type="checkbox"/>	29	<ul style="list-style-type: none"> <li>The notice aforesaid shall—</li> <li>name a further day (not being earlier than the expiry 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</li> <li>state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	31	<p>i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</p> <p>ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p>
		32	<p>i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.</p> <p>ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of</p>

<input type="checkbox"/>	<input type="checkbox"/>		the shares.
<input type="checkbox"/>	<input type="checkbox"/>	33	<p>i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, 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;</p> <p>ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;</p> <p>iii. The transferee shall thereupon be registered as the holder of the share; and</p> <p>iv. The transferee 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.</p>
<input type="checkbox"/>	<input type="checkbox"/>	34	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
			<b><i>Alteration of capital</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	35	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
<input type="checkbox"/>	<input type="checkbox"/>	36	<ul style="list-style-type: none"> <li>• Subject to the provisions of section 61, the company may, by ordinary resolution,—</li> <li>• consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>• convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> <li>• sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</li> <li>• cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</li> </ul>
		37	<ul style="list-style-type: none"> <li>• Where shares are converted into stock,—</li> <li>• 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:</li> <li>• 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.</li> <li>• the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as</li> </ul>



<input type="checkbox"/>	<input type="checkbox"/>		<p>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 in the 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.</p> <ul style="list-style-type: none"> <li>• such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	38	<ul style="list-style-type: none"> <li>• The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —</li> <li>• it share capital;</li> <li>• any capital redemption reserve account; or</li> <li>• any share premium account.</li> </ul>
			<b>Capitalisation of profits</b>
<input type="checkbox"/>	<input type="checkbox"/>	39	<ul style="list-style-type: none"> <li>• The company in general meeting may, upon the recommendation of the Board, resolve—</li> <li>• that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and</li> <li>• that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</li> <li>• The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards —</li> <li>• paying up any amounts for the time being unpaid on any shares held by such members respectively;</li> <li>• paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</li> <li>• partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</li> <li>• A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;</li> <li>• The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</li> </ul>
			i. Whenever such a resolution as aforesaid shall have been passed,



<input type="checkbox"/>	<input type="checkbox"/>	40	<p>the Board shall—</p> <ol style="list-style-type: none"> <li>a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and</li> <li>b. generally do all acts and things required to give effect thereto.</li> </ol> <p>ii. The Board shall have power—</p> <ol style="list-style-type: none"> <li>a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and</li> <li>b. 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 profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</li> </ol> <p>iii. Any agreement made under such authority shall be effective and binding on such members</p>
			<b>Buy-back of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	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.
			<b>General meetings</b>
<input type="checkbox"/>	<input type="checkbox"/>	42	All general meetings other than annual general meeting shall be called extraordinary general meeting.
<input type="checkbox"/>	<input type="checkbox"/>	43	<ol style="list-style-type: none"> <li>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</li> <li>ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</li> </ol>
			<b>Proceedings at general meetings</b>
<input type="checkbox"/>	<input type="checkbox"/>	44	<ol style="list-style-type: none"> <li>i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.</li> <li>ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</li> </ol>
<input type="checkbox"/>	<input type="checkbox"/>	45	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
<input type="checkbox"/>	<input type="checkbox"/>	46	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
			If at any meeting no director is willing to act as Chairperson or if no director

<input type="checkbox"/>	<input type="checkbox"/>	47	is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	48	In case of a One Person Company—
			<b>Adjournment of meeting</b>
<input type="checkbox"/>	<input type="checkbox"/>	49	<ul style="list-style-type: none"> <li>i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</li> <li>ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</li> <li>iii. 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.</li> <li>iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</li> </ul>
			<b>Voting rights</b>
<input type="checkbox"/>	<input type="checkbox"/>	50	<ul style="list-style-type: none"> <li>• Subject to any rights or restrictions for the time being attached to any class or classes of shares,—</li> <li>• on a show of hands, every member present in person shall have one vote; and</li> <li>• on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	51	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
<input type="checkbox"/>	<input type="checkbox"/>	52	<ul style="list-style-type: none"> <li>i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</li> <li>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	53	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
<input type="checkbox"/>	<input type="checkbox"/>	54	Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
<input type="checkbox"/>	<input type="checkbox"/>	55	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
<input type="checkbox"/>	<input type="checkbox"/>	56	<ul style="list-style-type: none"> <li>i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</li> <li>ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</li> </ul>
			<b>Proxy</b>

<input type="checkbox"/>	<input type="checkbox"/>	57	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
<input type="checkbox"/>	<input type="checkbox"/>	58	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
<input type="checkbox"/>	<input type="checkbox"/>	59	<ul style="list-style-type: none"> <li>A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:</li> <li>Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</li> </ul>
			<b>Board of Directors</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	60	<ul style="list-style-type: none"> <li>The number of the directors and the names of the first directors shall be VANDANA RAHEJA VAIBHAV RAHEJA</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	61	<ul style="list-style-type: none"> <li>The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</li> <li>In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—</li> <li>in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</li> <li>in connection with the business of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	62	The Board may pay all expenses incurred in getting up and registering the company.
<input type="checkbox"/>	<input type="checkbox"/>	63	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
<input type="checkbox"/>	<input type="checkbox"/>	64	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine
<input type="checkbox"/>	<input type="checkbox"/>	65	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
<input type="checkbox"/>	<input type="checkbox"/>	66	<ol style="list-style-type: none"> <li>Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.</li> <li>Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</li> </ol>

			<b>Proceedings of the Board</b>
<input type="checkbox"/>	<input type="checkbox"/>	67	<ul style="list-style-type: none"> <li>The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</li> <li>A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	68	<ul style="list-style-type: none"> <li>i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</li> <li>ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	69	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
<input type="checkbox"/>	<input type="checkbox"/>	70	<ul style="list-style-type: none"> <li>i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</li> <li>ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	71	<ul style="list-style-type: none"> <li>i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.</li> <li>ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	72	<ul style="list-style-type: none"> <li>i. A committee may elect a Chairperson of its meetings.</li> <li>ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	73	<ul style="list-style-type: none"> <li>i. A committee may meet and adjourn as it thinks fit.</li> <li>ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	74	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
<input type="checkbox"/>	<input type="checkbox"/>	75	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
			<ul style="list-style-type: none"> <li>i. In case of a One Person Company—</li> <li>ii. where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into</li> </ul>


<input type="checkbox"/>	<input type="checkbox"/>	76	minutes book maintained under section 118; iii. such minutes book shall be signed and dated by the director; iv. the resolution shall become effective from the date of signing such minutes by the director.
			<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
<input type="checkbox"/>	<input type="checkbox"/>	77	<ul style="list-style-type: none"> <li>• Subject to the provisions of the Act,—</li> <li>• A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think 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;</li> <li>• A director may be appointed as chief executive officer, manager, company secretary or chief financial officer</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	78	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
			<b>The Seal</b>
<input type="checkbox"/>	<input type="checkbox"/>	79	<ul style="list-style-type: none"> <li>i. The Board shall provide for the safe custody of the seal.</li> <li>ii. 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.</li> </ul>
			<b>Dividends and Reserve</b>
<input type="checkbox"/>	<input type="checkbox"/>	80	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	81	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
<input type="checkbox"/>	<input type="checkbox"/>	82	<ul style="list-style-type: none"> <li>i. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit 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 equalizing 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.</li> <li>ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve</li> </ul>
			i. Subject to the rights of persons, if any, entitled to shares with

<input type="checkbox"/>	<input type="checkbox"/>	83	<p>special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.</p> <p>ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>iii. 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 dividend as from a particular date such share shall rank for dividend accordingly.</p>
<input type="checkbox"/>	<input type="checkbox"/>	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 or otherwise in relation to the shares of the company.
<input type="checkbox"/>	<input type="checkbox"/>	85	<p>i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed 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 on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
<input type="checkbox"/>	<input type="checkbox"/>	86	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
<input type="checkbox"/>	<input type="checkbox"/>	87	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
<input type="checkbox"/>	<input type="checkbox"/>	88	No dividend shall bear interest against the company.
			<b>Accounts</b>
<input type="checkbox"/>	<input type="checkbox"/>	89	<p>i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>
			<b>Winding up</b>
		90	<ul style="list-style-type: none"> <li>• Subject to the provisions of Chapter XX of the Act and rules made thereunder—</li> <li>• If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</li> <li>• For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may</li> </ul>

<input type="checkbox"/>	<input type="checkbox"/>		<p>determine how such division shall be carried out as between the members or different classes of members.</p> <ul style="list-style-type: none"> <li>The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</li> </ul>
			<b>Indemnity</b>
<input type="checkbox"/>	<input type="checkbox"/>	91	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
			<b>Others</b>
<input type="checkbox"/>	<input type="checkbox"/>	92	

#### Subscriber Details

S. No.	Subscriber Details				
	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	VANDANA RAHEJA D/O Parmanand Ahuja R/O H.NO. C-5/6, VASANT VIHAR NEW DELHI Delhi 110057 India	00053398	DELHI	 VANDANA RAHEJA Digitally signed by VANDANA RAHEJA Date: 2023.02.15 16:48:48 +05'30'	11/02/2023
2	VAIBHAV RAHEJA S/O VIPIN RAHEJA R/O H.NO. C-5/6, VASANT VIHAR NEW DELHI Delhi 110057 India	00053672	DELHI	 Vaibhav Raheja Digitally signed by Vaibhav Raheja Date: 2023.02.15 16:48:27 +05'30'	11/02/2023

Signed before me						
Name Prefix (ACA/FCA/ACS/ FCS/ACMA/ FCMA)	*Name of the witness	*Address, Description and Occupation	*DIN / PAN / Passport number / Membership	*Place	DSC	Dated
FCS	PRADEEP KUMAR DEBNATH	H-2/206-207, 2nd Floor, Apra North-Ex Plaza, Netaji Subhash Place, New Delhi-110034	6654	DELHI	 PRADEEP KUMAR DEBNATH Digitally signed by PRADEEP KUMAR DEBNATH Date: 2023.02.15 16:49:16 +05'30'	11/02/2023

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**VISHNU VAIBHAV INDUSTRIES PRIVATE LIMITED**







## प्रारूप 1 पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U35990HR2011PTC043800

2011 - 2012

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

VISHNU VAIBHAV INDUSTRIES PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक छह सितम्बर दो हजार ग्यारह को दिल्ली में जारी किया जाता है।

## Form 1 Certificate of Incorporation

Corporate Identity Number : U35990HR2011PTC043800

2011 - 2012

I hereby certify that VISHNU VAIBHAV INDUSTRIES PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Delhi this Sixth day of September Two Thousand Eleven.

Validity unknown  
Digitally signed by Prem Lal Bhanjuram Sah  
Date: 2011.09.06 10:32:38  
GMT+05:30

Registrar of Companies, National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

\*Note: The corresponding form has been approved by PREMLAL BHANJURAM MALIK, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006. The digitally signed certificate can be verified at the Ministry website ([www.mca.gov.in](http://www.mca.gov.in)).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

VISHNU VAIBHAV INDUSTRIES PRIVATE LIMITED

PLOT NO. 371, PHASE-2, UDYOG VIHAR,

GURGAON - 122015,

Haryana, INDIA





**THE COMPANIES ACT, 2013**  
**AND**  
**THE COMPANIES ACT, 1956**  
**(to the extent applicable)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**VISHNU VAIBHAV INDUSTRIES PRIVATE LIMITED**

- I The name of the Company is **VISHNU VAIBHAV INDUSTRIES PRIVATE LIMITED**
- II The Registered Office of the Company shall be situated in the state of **HARYANA**.
- III The objects for which the company is established are as under:

**(A) The Objects to be pursued by the Company on its Incorporation are:**

1. To carry on the business of manufacturers, traders, dealers, importers, exporters, consultants, job workers, distributors, repairers, hirers and commission agent of all type of auto electric & electronic parts, auto & parts, tractor parts, cycle parts etc. used in automobiles such as light motor vehicles, heavy motor vehicles, tractors, motor cars, motor cycles, scooters, mopeds, cycles and things used in manufacturing, maintenance and working thereof.
2. To carry on business of manufacturers, traders, dealers, importers, exporters, consultants distributors, job workers, repairers, hirers and commission agent of all kind of mechanical electrical, electromechanical and electronic goods, systems, equipments, appliances, devices, apparatus, instruments, parts and components thereof, electronic games and toys, electronic gadgets, electronic circuits, controls, computers, business machines, lighting equipments, and all other electronic and electrical goods, components, parts and accessories thereof for industrial, agriculture, defense, railway, communication, aviation, transport, medical, research, recreational educational or for domestic purpose.
3. To carry on the business of research, design and development for items mentioned in para (1) and (2) above.
4. To carry on the business of electricians and electrical engineers and to provide technical knowhow for items mentioned in para (1) and (2) above.
- \*5 To carry on the business as estate agents, housing and land agents, property dealers and estate managers for the purpose to advertise and assist for sale or purchase, to find out or introduce purchasers and vendors of land, buildings, flats and other properties and to collect rents, repair, look after and manage immovable properties of or for any persons, firms and companies, governments and states, to give, take, let and sublet and to carry out under taking, supervising, building, constructing, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties.

*\* Inserted vide the special resolution passed at the Extra-Ordinary General Meeting of the Company held on June 5, 2017.*

**\*(B) The Matters which are necessary for furtherance of the objects specified in Clause III A are:**

*\* Replaced vide the special resolution passed at the Extra-Ordinary General Meeting of the Company held on June 5, 2017.*

1. To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair and otherwise deal in all materials, articles, works, plant, machinery, tools, hardware materials, appliances, apparatus, instruments, products, substances, things, capable of being used in any business which the Company is competent to carry on or required by the customer's of or persons having dealings with the Company and to manufacture, experiment with, render marketable and deal in all products or residuals and by-products incidental to or obtained or occasioned in any of the business, carried on by the Company.
2. To purchase, acquire and take on lease or in exchange or person as may be considered or a necessary or advantageous to the Company any other lawful manner any area, land, buildings, structures, sheds, godowns and to develop, alter, improve or renovate the same as may be required for the purposes of the Company and dispose of or maintain the same.
3. To take over, acquire and obtain the assets, business property and liabilities, goodwill or undertaking of any other company, person or firm or to arrive at an arrangement with or to act in union with or to amalgamate with any other Company and carry on the business or manufacture jointly or otherwise as may be conducive to and beneficial for such combination or concern, or the Company in such state, or union combine or co-ownership or to enter into pooling or such other arrangement to obviate competition or loss or depreciation of assets of the Company or otherwise with any other company or companies or concerns or persons as may be considered expedient or necessary or advantageous to the Company.
4. To purchase or otherwise acquire any patents, processes, devices, inventions, trademarks, formulae, know-how, goodwill and rights and to deal with or dispose off the same in any manner.
5. To acquire from time to time and to manufacture and deal with all such stock-in-trade, goods, chattels and effects, as may be necessary or convenient for any business for the time being carried on by the Company.
6. To establish, provide, maintain and conduct or otherwise subsidise, research laboratories and experimental stations, workshops for scientific and technical research, experiments and tests of all kinds, to promote studies and research both scientific and technical and inventions by establishing, arranging for, providing, subsidising and endowing or assisting laboratories, workshops, libraries, lectures, seminars, meetings, competitions and conferences and by providing or contributing to the remuneration of scientific or technical experts, professors or teachers and by providing or contributing to the award of scholarships, prizes grants to students or otherwise and generally to encourage, promote and reward studies, research, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
7. To assist, promote, aid or subscribe to the establishment and maintenance of any institution, association, fund or charity for the benefit and use of directors, ex-directors, employees and ex-employees of the Company and to grant gratuities, bonuses, pensions, privileges, relief and other emoluments to them and their dependants and to provide for the welfare, convenience, entertainment, amelioration, education, development and assurance of the said directors, ex-directors, employees and ex-employees and their dependants by building or contributing to the building of houses, dwellings or quarters and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, dispensaries, sanitariums and medical and other assistance as the Company may deem fit and to encourage, donate or otherwise aid any benevolent society, institution and association for the upliftment of the employees, ex-employees and their dependants.
8. To issue bonds, debentures, debenture stock and other securities of all kinds and to frame, constitute

and secure the same as may seem expedient, with full power to make them transferable by delivery or by instrument of transfer or otherwise and either perpetual or, terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise, on the undertakings of the Company or upon any specific property and rights, present and future, of the Company or otherwise.

9. To acquire by concession, grant, purchase, barter, lease, exchange, license or otherwise any tract or tracts of country, together with such right as may be agreed upon and granted by the government, sovereign rules, or owners thereof and to expend such sums of moneys as may be deemed expedient, requisite or advisable in explorations, survey and development thereof.
10. To search for and to purchase or otherwise acquire from any government, state or authority, any concessions, grants, licenses, decrees, rights, powers and privileges whatsoever (whether statutory or otherwise) which may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and turn into account the same.
11. To apply for tender, purchase or otherwise acquire contracts, sub-contracts, concessions and licenses for or in relation to the objects or business mentioned herein or any of them and to undertake, execute, dispose off or otherwise turn into account the same.
12. To erect, construct, enlarge, alter or maintain building and structures of every kind necessary for the Company's business.
13. To obtain or make arrangements for obtaining or passing any act or ordinance of a legislature or parliament or any other law making body which may be necessary or expedient for carrying out or extending any of the activities of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest and to enter into such obligations or take such proceedings or applications as may be calculated to advance the said objects of the Company.
14. To enter into a partnership or into any arrangement for sharing or pooling profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise or to amalgamate with any person, firm, corporation or government or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on.
15. To issue as fully partly paid up any bonds, debentures, debenture stock or other securities of the Company in consideration of any property transferred or services rendered to the Company and adopt as consideration for any property sold or otherwise disposed off by the Company fully or partly paid up shares, bonds, debentures, debenture stock or other securities of any other company.
16. To draw, make, accept, endorse, discount, execute and issue and negotiate cheques, promissory notes, bills of exchange, bills of lading, letters of credit, coupons, dock warrants, delivery orders, railway or motor lorry receipts, debentures and other negotiable and non-negotiable instruments, documents of title or securities and to open accounts with any individual firm or company or with any bank or banks or bankers or shroffs and to operate the same.
17. To lend money to such persons or companies and on such terms and conditions as may be deemed expedient and in particular to customer's agents, distributors, staff and others having dealings with the Company and to guarantee the performance of contracts by any such persons, provided that the Company shall not carry on the business of banking defined in the Banking Regulation Act, 1949 or of insurance as defined in the Insurance Act, 1938.
18. To invest and deal with the moneys and funds belonging to, entrusted with or borrowed by the Company not immediately required for the business of the Company in any manner.
19. Subject to the provisions of the Companies Act, 2013 and regulations made thereunder and directions

issued by Reserve Bank of India, to borrow or raise money or to receive or take money on deposit or loan, at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of bonds, debentures or debenture stock perpetual or otherwise including bonds, debentures or debenture stock convertible into shares of the Company or perpetual amenities and as securities of any such moneys so borrowed, raised, received or taken to mortgage, pledge, hypothecate or otherwise charge the whole or any part of the property, assets or revenue of the Company present or future by assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.

20. To establish and maintain branches, agencies and local registers and to procure registration or recognition of the Company and to carry on business in India or any part of the world and to take such steps as may be necessary to give to Company such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.
21. To make advances of a sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company, upon such terms with or without security as the Company may be deem expedient.
22. To pay or enter into a bond or other arrangement of the payment of all costs, expenses and liabilities or obligations incurred or sustained in or in respect of promotion, floatation, registration and establishment of the Company or in connection with the inauguration of the offices, branches or agencies of the Company and in performing the opening or other inaugural ceremony or pay or adjust the underwriting commission, brokerage, printing, development or such other expenses as the directors of the Company may consider as preliminary expenses.
23. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concerns, projects and undertaking and generally of any assets, property or rights.
24. To exchange, sell, convey, mortgage, assign or let on lease or for hire the whole or any part of the property (whether movable or immovable) of the Company and to accept as consideration or in lieu thereof, other land or cash or government securities or securities guaranteed by any government, state or authority or shares, bonds, debentures, debenture stock or other securities of any joint stock company or companies or partly the one or partly the other or such other property or securities as may be determined by the Company and to take back or acquire any property so disposed off by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.
25. To undertake the payment of all rent and performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
26. To remunerate any person or firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or any bonds, debentures, debenture stock or other securities of the Company or in procuring deposits, loans or credits for the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company of the conduct of its business.
27. To adopt such means of making known the products manufactured or dealt in by the Company as may seem expedient and in particular by advertising in the press, periodicals, souvenirs, circulars, posters, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations (including donations to any fund for charitable or public purposes).

28. To promote any other company for the purposes of acquiring all or any of the property and liabilities of the Company or for any other purposes which may seem directly or indirectly calculated to benefit the Company.
29. To insure any of the property, assets, undertakings, contracts, guarantees or obligations of the Company of every nature and kind by any means whatsoever.
30. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund or reserve whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for the redemption of bonds or debentures or for any other purpose whatsoever conducive to the interest of the Company.
31. To distribute as a dividend or bonus amongst the members or to place, to reserve or otherwise to apply as the Company may from time to time determine any money received in payment of dividends accrued on forfeited shares and money arising from the sale by the Company of forfeited shares or unclaimed dividends or any moneys received by way of premium on shares, bonds, debenture stock or other securities issued at a premium by the Company.
32. To aid pecuniarily or otherwise any association or movement having an object for the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry and trade.
33. (1) To undertake, carry out, lay out, promote, sponsor, guarantee or assist in any activity, project for rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in any rural area irrespective whether the Company has any business dealings in such areas or not and to incur any expenditure or use any of the assets and facilities of the Company on any programme or project or activity of rural development and to assist execution and promotion thereof either directly or in association with any other company or person or organisation or through a Trust or Society or an independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development transfer without consideration or at such fair or concessional value and divest the ownership of the property of the Company to or in favour of any public or local body, authority, Central or State Government or any public institution or trust or fund.  
Without prejudice to the generality of the foregoing, project programme of rural development shall mean and include:-
  - (a) Assistance in setting up of rural industries in selected areas by the rural weak, to provide them self employment.
  - (b) Establishment and running of dispensaries, clinic, hospitals, family centers, maternity and children welfare centers, and family welfare centers.
  - (c) Nutrition programmes for school children.
  - (d) Establishment and running of educational and vocational training centers- establishment of sports and recreation centers for students.
  - (e) Construction and maintenance of rural link roads, village streets, pavements and drainage and sanitary systems.
  - (f) Construction and maintenance of drinking water projects such as wells, tubewells etc. and cleaning of wells and ponds.
  - (g) Rural electrification, i.e. provision for street lighting in villages and electrification of Harijan/Tribal homes.
  - (h) Assistance to the weaker sections of society in constructing houses at sites provided in rural areas by Government, village panchayats etc.
  - (i) Minor irrigation schemes including boring of tubewell and installation of pumping sets for the benefit of groups of small/marginal farmers.
  - (j) Supply of improved varieties of seeds and provision of facilities for seed testing to groups of small/ marginal farmers and assistance to such farmers, for establishing seed farms.
  - (k) Supply of fertilizers and insecticides to groups of small/ marginal farmers and giving guidance



and training to such farmers in the use of fertilizers, insecticides etc.

- (l) Assist the farmers in improvement of cattle through establishment of veterinary dispensaries, artificial insemination centers, etc. and in processing and marketing of dairy products.
- (m) Supply of plant protection equipments, sprayers, farm machinery implements etc. to the village panchayat for the use of groups of small/marginal farmers.
- (n) Assistance to groups of small/ marginal farmers, landless labourers etc., in poultry farming, horticulture, pisciculture etc.
- (o) Establishment of workshops for servicing and repair of farm machinery and training of artisans, machineries etc. or any other programme for promoting the social and economic welfare or the upliftment of the people in any rural area which is likely to promote and assist the rural development.

And that the word “rural areas” shall include such areas as may be regarded as rural areas under the provisions of Income Tax Act, 1961 or any other law in force for the time being relating to rural development.

(2) To undertake, carry out, layout, promote, sponsor guarantee or assist any activity or project either directly or in association with any other company or person or organisation or through a trust, society or other independent agency which is likely

- i. to promote national welfare or social economic or moral upliftment of the society, people or any section of the society or people; and in particular charitable, educational, scientific, religious, benevolent, cultural or any other activity.
- ii. to promote and improve national economy and for discharging what is considered to be social and moral responsibilities of the company to the public or society or any purpose or objects stated herein, transfer without consideration or at such fair or concessional value and divest the ownership of any property of the company to or in favour of any public or local body or authority or Central or State Government of any public institution or society or trust or fund as the Directors may approve.

Without prejudice to the generality of the foregoing, to undertake, carry out, promote, sponsor, or assist any activity for publication of any books, literature, newspapers etc. or for organising lectures or seminars which is likely to advance these objects and to grant merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to undertake and pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one or more of the aforesaid objects.

- 34. To establish and support, or aid in the establishment and support of associations institutions, funds, society, trusts, private or public for the benefit of its employees (both past and present). Senior Managerial Personnel (both past and present), dependents, relatives, or the family members of such persons, shareholders of the Company and for persons having dealings with the Company and to grant pensions, allowances, gratuities and bonuses either by way of annual payment, or lump sum and to make payments towards insurance and to form and contribute to provident and other benefit funds for such persons and to provide for the welfare of employees (both past and present), Senior Managerial Personnel (both past and present) of the Company and the wives, widows, family members, dependents or relatives of such persons and shareholders of the Company by buildings, or chawls or by grant of moneys, pensions, allowances, bonus or other payments and to provide or subscribe or contribute towards place of instructions and recreations, hospitals, dispensaries, holiday homes, medical and other attendance and other assistance as the Company shall think fit.
- 35. To dedicate, present or otherwise dispose off either for value or not any property of the Company deemed to be national, public or local interests to any national trust, public body, museum, corporation or authority or any trustees or on behalf of any of the same or of the public.
- 36. To enter into any arrangements with the Government of India or with any state, or with any authority, municipal, local or otherwise or with any persons, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such government, state authority or persons any concessions, grants, licenses, decrees, rights, powers and privileges whatsoever (whether statutory or otherwise), which may seem to the Company desirable to

obtain and acquire and to carry out, exercise and comply with any such arrangements, concessions, grants, licenses, decrees, rights, powers and privileges.

37. On winding up, subject to the provisions of the Companies Act, 1956 to distribute in specie or otherwise as may be resolved any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, bonds, debentures, debenture stock or other securities of any other Company formed to takeover the whole or any part of the assets or liabilities of the Company but so that on distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
38. To amalgamate with any company or companies having objects altogether or in part similar to those of the Company.
39. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the objects mentioned above or any of them in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

**\*(C) THE OTHER OBJECTS ARE:**

*\* Deleted vide the special resolution passed at the Extra-Ordinary General Meeting of the Company held on June 5, 2017.*

- \* IV The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

*\* Amended vide the special resolution passed at the Extra-Ordinary General Meeting of the Company held on June 5, 2017.*

- V The Authorized share capital of the company is Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 100,00,000 (One Crore) Equity shares of Rs. 10/- (Rupees Ten) each.

We the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of THIS MEMORANDUM OF ASSOCIATION, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

S.No	Name, Address, Description and Occupation of each subscribers	Number and type of Shares Equity	Signature of Subscribers	Name, Addresses, description and Signatures of witness
1.	VANDANA RAHEJA D/O SH. PARMANAND AHUJA R/O C - 5/6, VASANT VIHAR NEW DELHI (BUSINESS)	50000	Sd/-	<div style="border: 1px solid black; padding: 10px;"> <p>I witness the signatures of all the subscribers who have signed in my presence at Gurgaon, Haryana</p> <p style="text-align: center;">Sd/- Balika Sharma BALIKA SHARMA &amp; ASSOCIATES Flat no. 211, Pocket A/3, Sector - 7 Rohini, New Delhi - 85 CP. No. 3222, M.No. 4816</p> </div>
2.	VAIBHAV RAHEJA S/O SH. VIPIN RAHEJA R/O C - 5/6, VASANT VIHAR NEW DELHI (BUSINESS)	50000	Sd/-	

Place: Gurgaon, Haryana

Date: 16.08.2011

We the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of THIS MEMORANDUM OF ASSOCIATION, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

S.No	Name, Address, Description and Occupation of each subscribers	Number and type of Shares Equity	Signature of Subscribers	Name, Addresses, description and Signatures of witness
1.	VANDANA RAHEJA D/O SH. PARMANAND AHUJA R/O C - 5/6, VASANT VIHAR NEW DELHI (BUSINESS)	50000	Sd/-	<div style="border: 1px solid black; padding: 10px;"> <p>I witness the signatures of all the subscribers who have signed in my presence at Gurgaon, Haryana.</p> <p style="text-align: center;">Sd/- Balika Sharma BALIKA SHARMA &amp; ASSOCIATES Flat no. 211, Pocket A/3, Sector - 7 Rohini, New Delhi - 85 CP. No. 3222, M.No. 4816</p> </div>
2.	VAIBHAV RAHEJA S/O SH. VIPIN RAHEJA R/O C - 5/6, VASANT VIHAR NEW DELHI (BUSINESS)	50000	Sd/-	

Place: Gurgaon, Haryana

Date: 16.08.2011



**THE COMPANIES ACT, 2013**

**AND**

**THE COMPANIES ACT, 1956  
(to the extent applicable)**

**(COMPANY LIMITED BY SHARES)**

**\* ARTICLES OF ASSOCIATION  
OF  
VISHNU VAIBHAV INDUSTRIES PRIVATE LIMITED**

*\* Replaced vide the special resolution passed at the Extra-Ordinary General Meeting of the Company held on June 5, 2017.*

1.	The regulations contained in Table 'F' in the first schedule to the Act shall apply to the Company to the extent to which they are not modified, varied, amended or altered by these Articles  The marginal notes used in these Articles shall not affect the construction thereof.		Table F not to apply
2.	In the Interpretation of these Articles, the following words and expressions shall have the following meanings assigned thereunder, unless repugnant to the subject matter or context thereof.  <b>INTERPRETATION</b>		Definitions
i.	"The Act" means the Companies Act, 2013, and includes where the context so admits any re-enactment or statutory modification thereof for the time being in force.		"The Act"
ii.	"The Articles" means the Articles of Association as originally framed or as from time to time altered in accordance with the provisions of the Act.		"The Articles"
iii.	"The Auditor" or "The Auditors" means the Auditor or Auditors of the Company appointed in pursuance of the provisions of Section 139 of the Act.		"The Auditor" or "The Auditors"
iv.	"Accounting Standards" shall have the same meaning assigned in Section 2(2) of the Act and means the standards of accounting or any addendum thereto for companies or class of companies referred to in Section 133.		"Accounting Standards"
v.	"Board of Directors" or "The Board" means the collective body of the Directors of the Company.		"Board of Directors" or "The Board"
vi.	"The Company" means Vishnu Vaibhav Industries Private Limited.		"The Company"

vii.	"The Director" means the Director appointed to the Board of the Company.		"The Director"
viii.	"The Managing Director" means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.		"The Managing Director"
ix.	"Shareholder" or "member" means the duly registered holder, from time to time of the shares of the Company and includes the subscribers to the Memorandum of Association of the Company and also every person holding Equity Shares and/or Preference Shares of the Company as also one whose name is entered as a beneficial owner of the Shares in the records of a Depository.		"Shareholder" or "member"
x.	"Month" means calendar month.		"Month"
xi.	"The Office" means the registered office for the time being of the Company.		"The Office"
xii.	"Paid up" includes credited as paid up		"Paid up"
xiii.	<p>"Proxy" includes Attorney duly constituted under a power of attorney.</p> <p>The Company shall cause to be kept at its Registered Office or at such other place as may be decided by the Board of Directors, the Register and Index of Members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with the details of shares held in material and dematerialized forms in any media as may be permitted by law including in any form of electronic media.</p>		<p>"Proxy"</p> <p>"Register and Index of Members"</p>
xiv.	"The Registrar" means the Registrar of Companies of the state in which the registered office of the Company is situated.		"The Registrar"
xv.	"Seal" means the Common Seal of the Company.		"Seal"
xvi.	"Total Strength" means the total strength of the Board of Directors of the Company as determined in pursuance of the Act after deducting, if any, those whose places may be vacant at the time.		"Total Strength of the Board"
xvii.	"Interested Director" shall have the same meaning assigned to such term under Section 2(49) of the Act and means any Director whose presence cannot, by reason of Section 184 of the Act, count for the purpose of forming a quorum at a meeting of Board at the time of the discussion or vote on any matter.		"Interested Director"
xviii.	"The Company Secretary" or "Secretary" shall have the same		"The Secretary"

	meaning assigned to such term under Section 2(24) of the Act and means the Secretary for the time being of the Company and includes an Acting Secretary.		
xix.	<p>“Key managerial person” shall have the same meaning assigned to such term under Section 2(51) of the Act and mean _</p> <ul style="list-style-type: none"> <li>(i) the Chief Executive Officer or the managing director or the manager;</li> <li>(ii) the company secretary;</li> <li>(iii) the whole-time director;</li> <li>(iv) the Chief Financial Officer; and</li> <li>(v) such other officer as may be prescribed by the Central Government</li> </ul>		“Key managerial person”
xx.	“Secretarial Standards” means secretarial standards issued by the Institute of Company Secretaries of India constituted under Section 3 of the Company Secretaries Act, 1980 and approved by the Central Government.		“Secretarial Standards”
xxi.	"In Writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form.		"In Writing" and "Written"
xxii.	"Year" means the English calendar year.		"Year"
xxiii.	“Financial Year” - period ending on the 31 <sup>st</sup> day of March every year, and where it has been incorporated on or after the 1st day of January of a year, the period ending on the 31 <sup>st</sup> day of March of the following year.		“Financial Year”
xxiv.	Words importing the singular number include the plural number and vice versa and words importing the masculine gender also include feminine gender. Words importing persons include Corporations.		“Singular”
	<b>PRIVATE COMPANY</b>		
3.	<p>1) The Company is a private limited company as per Section 2(68) of the Companies Act, 2013, and accordingly:</p> <ul style="list-style-type: none"> <li>i) The number of its members is restricted to two hundred, provided that: <ul style="list-style-type: none"> <li>(a) persons who are in the employment of the company; and</li> <li>(b) persons who, having been formerly in the employment of the company, were members of the Company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members.</li> </ul> </li> <li>ii) The right to transfer Shares in the Company shall be restricted in the manner and to the extent hereinafter provided.</li> </ul>		“Private Company”



	iii) No invitation shall be issued to the public to subscribe for any Securities of the Company.		
4.	When The Act and/or Rules are subsequently amended or clarifications/ circulars/ notifications/etc. issued, exempting a private company from compliance with any provisions of the Act and/or Rules, then notwithstanding anything contrary set out in these Articles, such exemptions shall extend to these Articles and the Company shall not be required to comply with any such provisions or may at the discretion of the Board apply to the extent and in a manner the Board deems fit from time to time, without requiring an amendment to these Articles. For avoidance of doubt, the provision of these Articles shall apply notwithstanding any specific reference under these Articles to non-applicability of a particular Article to a private company.		Applicability of these Articles
	<b>CAPITAL</b>		
5.	<p>1) The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, issue any shares of the original capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be, thought fit, and upon the sub-division of shares apportion the right to participate in profits in any manner as between the shares resulting from sub-division.</p> <p>2) Subject to the provisions of the Articles, the Company shall have power to issue Preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend, or out of the proceeds of a fresh issue of shares made for the purposes of such redemption, or liable to be redeemed at the option of the Company and the Board may subject to the provisions of Section 55 of the Act exercise such power in such manner as it thinks fit.</p>		Share Capital
6.	<p>1) Subject to the provisions of the Articles and to Section 62 of the Act, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such person, on such terms and conditions, at such times either at par or at a premium, and for such consideration as the Board thinks fit. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.</p> <p>2) Subject to the Articles and the provision of the Act, the Board may allot and issue shares in the Capital of the Company as payment for any property sold or transferred or for services</p>		Shares under control of the Board of Directors

	rendered to the company in the conduct of its business and any shares which may be so issued shall be deemed fully paid up shares.		
7.	<p>1) The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.</p> <p>2) On the death of any of the joint holders of a share the survivors shall be the only person or person recognised by the Company as having any title to or interest in such share, but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of such shares.</p> <p>3) Anyone of such joint holders may give effectual receipts of any dividends or other moneys payable in respect of such shares.</p> <p>4) Only the person whose name stands first in the register as one of the joint holders of any share, unless otherwise directed by all of them in writing shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any documents on or sent to such person shall be deemed service on all the joint holders.</p> <p>5) Any one of two or more joint holders of a share may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holder be present at any meeting personally or by attorney or by proxy then that one such person so present whose name stands higher on the register in respect of such share shall alone be entitled to vote in respect thereof but the other joint holders shall be entitled to be present at the meeting.</p> <p>Provided that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by an attorney or proxy although the name of such joint holder present by attorney or proxy stands higher in the register in respect of such share.</p> <p>6) Except as provided in this Article the person first named in the register as one of the joint holders of a share shall be deemed to be the sole holder thereof for matters connected with the Company.</p>		Joint Holders
8.	(1) Save as herein otherwise provided the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction, or as by statute required, be bound or recognize any equitable or other claim to or interest in such		Trusts not recognized

	share on the part of any other person.		
9.	(2) Shares may be registered in the name of any person, Company or other body corporate. Not more than four persons shall be registered as joint holders of any share.		Persons who may be registered as Members
10.	These Articles shall not be deemed to effect or restrict the power of the Company to enforce repayment of loan to Members or to exercise a lien conferred by Article 30.		Power of company to enforce repayment of loan to Members
11.	The Company shall have the power to purchase/buy-back its own shares and/or other securities, subject to the limits and upon such terms and conditions and subject to such approvals as may be required under the applicable Sections of the Act and other provisions, rules, guidelines, regulations, byelaws and any amendment and modifications thereto.		Power of Company to purchase its own securities
	<b>SHARE CERTIFICATES</b>		
12.	<p>1) The issue of share certificates and duplicates, and the issue of new share certificates on consolidation or sub-division or in replacement of share certificates which are surrendered for cancellation due to their being defaced, mutilated or torn, old decrepit or worn out or the cages for recording transfers having been utilised or of share certificates which are lost or destroyed shall be in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014, or any statutory modification or re-enactment, thereof. If any share certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Board, and on such indemnity as the Board thinks fit being given a new certificate in lieu thereof shall be given to the party entitled to the shares to which such lost or destroyed certificate shall relate.</p> <p>2) Where a duplicate certificate is issued in lieu of one that is lost or destroyed, in accordance with the, Companies (Share Capital and Debentures) Rules, 2014 the Board shall not issue a new share certificate relating to any share or shares in the Company, save as provided hereinbefore unless the certificate previously issued in respect of the said share or shares has been surrendered to the Company.</p>		Issue of new and duplicate share certificate
	<b>CALLS</b>		
13.	1) The Board, from time to time, subject to the terms on which any shares may have been issued, and subject to the provisions of Section 49 of the Act, make such calls as the Board thinks fit upon the Members in respect of all monies unpaid on the shares held by them respectively, and not by		Calls

	<p>the conditions of allotment thereof made payable at fixed times, and each Member shall pay the amount of every call so made on him to the persons and to the times and places appointed by the Board. A call may be made payable by installments and shall be deemed to have been made when the resolution of the Board authorising such call was passed.</p> <p>2) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the Members whom owing to their residence at a distance or other cause, the Board may deem fairly entitled to such extension, but no Member shall be entitled to such extension save as a matter of grace and favour.</p>		
14.	No call shall exceed one-fourth of the nominal amount of a share or be made payable within one month after the date fixed for payment of the last preceding call. Not less than twenty eight days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.		Notice of call
15.	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 in respect of the share for which the call shall have been made or the installment shall be due shall pay interest for the same at the rate of twelve percent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate (if any) as the Board may determine. The Board shall be at liberty to waive payment of any such interest either wholly or in part.		When Interest on Calls payable
16.	<p>1) Any sum which by the terms of issue of shares becomes payable on allotment or at fixed date whether on account of the nominal value of the shares or by way of premium shall for the purpose of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of any such sum all the relevant provisions of the Articles as to payment of interest, expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p> <p>2) Any money due from the Company to a Member may, with the consent of such Member, be applied by the Company in or towards payment of any money due from him to the Company for calls or otherwise.</p>		Amounts deemed as Calls

17.	On the trial or hearing of any action or suit brought by the Company against any shareholder or his representatives 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 as a holder, or one of the holders of the number of shares in respect of which 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 Board who made any call, nor that a quorum was present at the Board Meeting at which any call was made nor that it was duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.		Evidence in actions by Company against shareholders
18.	<p>(1) Subject to the provisions of Section 50 of the Act, a company may, accept from any member, the whole or a part of the amount remaining unpaid on any shares held by him, even if no part of that amount has been called up.</p> <p>(2) A member of the company limited by shares shall not be entitled to any voting rights in respect of the amount paid by him under sub-section (1) until that amount has been called up.</p>		Payment on capital in advance
19.	A call may be revoked or postponed at the discretion of the Board.		Revocation of Calls
	<b>FORFEITURE AND LIEN</b>		
20.	If any member fails to pay any call or installment of a call, on or before, the day appointed for the payment of the same the Board may, at any time thereafter during such time as the call or installment remains unpaid, serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued by the Company by reason of such nonpayment.		Notice to pay call may be given
21.	<p>1) The notice shall name a day (not being less than fourteen days from the date of the notice) as a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time, and at the place appointed, the shares in respect of which call was made or installment is payable will be liable to be forfeited.</p> <p>2) Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the</p>		Form of notice

	Company of a portion of any money which shall from time to time be from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce a forfeiture of such shares as hereinafter provided.		
22.	If the requisitions of any such notice as aforesaid be not complied with any shares in respect of which such notice has been given may at any time thereafter, before payment of all calls or installments, interests and expenses, due in respect thereof, 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.		If notice not complied with shares may be forfeited
23.	When any share shall have been so forfeited, notice of the resolution and forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.		Notice after forfeiture
24.	Any share so forfeited shall be deemed to be the property of the company and the Board may sell, re-allot or otherwise dispose of the same in such manner as it thinks fit.		Forfeited share to become property of the Company.
25.	The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.		Power to annul forfeiture
26.	A person whose share has been forfeited shall cease to be a member in respect of a forfeited share, but shall, notwithstanding such forfeiture, remain liable to pay, and shall forthwith pay to the company all calls, or installments, interest and expenses, owing upon or in respect of such share, at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment at 12% p.a. and Board may enforce the payment thereof, or any part thereof, without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so.		Liability on forfeiture
27.	A duly verified declaration in writing that the declarant is a Director or Secretary of the Company, or an Officer duly authorised by the Board in this behalf and that certain shares in the Company have been duly forfeited on a date stated on the declaration shall be conclusive evidence of the facts		Evidence of forfeiture

	therein stated as against all persons claiming to be entitled to shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposition thereof shall constitute a good title to such shares and the person to whom any such share is sold shall be registered as the holder of such share and shall not be bound to see to the application of the purchase money, nor shall his title to such share be effected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.		
28.	The provisions of Articles 20 to 27 hereof shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.		Application of forfeiture provisions
29.	The Director may, subject to the provisions of the Act, accept a surrender of any Shares from or by any member desirous of surrendering them on such terms as they think fit.		Surrender of shares
30.	<p>(i) The company shall have a first and paramount lien—</p> <p>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:</p> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p>		Company's lien on shares
31.	<p>The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:</p> <p>Provided that no sale shall be made—</p> <p>(a) unless a sum in respect of which the lien exists is presently payable; or</p> <p>(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</p>		



32.	<p>(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</p> <p>(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>		
33.	<p>(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p>		
34.	Where any shares are sold by the Board and the certificate thereof has not been delivered upto the Company by the former holder of the said shares the Board may issue a new certificate for such shares distinguishing it in such manner as it may think from the certificate not so delivered up. The new certificate shall be made out and issued in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as far as they may be applicable and shall state on the face of it and against the stub or counter foil to the effect that it is issued in pursuance of these Articles.		New Certificate in place of one not surrendered
	<b>TRANSFER OF SHARES</b>		
35.	Subject to the provisions of Section 56 of the Act no transfer of share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the Transferor and by or on behalf of the Transferee, has been delivered to the Company together with the certificates, or if no such certificate is in existence the letter of allotment of the shares and 'such other evidence as the Board may require to prove the title of the transfer or his right to transfer the shares. The transferor shall be deemed to remain the Member in respect of such shares until the name of the transferee is entered in the Register in respect thereof.		Application for registration of transfer
36.	An application for the registration of the transfer of a Share may be made either by the transferor or the transferee provided that where such application is made by the transferor, no registration shall in the case of partly paid share, be effected unless the Company gives notice of application to the transferee in the manner prescribed by Section 56 of the Act and subject to the provisions of the Articles of the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject		Procedure for Transfer



	to the same conditions as if the application for registration of the transfer was made by the transferee.		
37.	The instrument of transfer shall be in the form prescribed by the Act or by the Rules made thereunder.		Form of Transfer
38.	Subject to the provisions of Section 56 of the Act no transfer of share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the Transferor and by or on behalf of the Transferee, has been delivered to the Company together with the certificates, or if no such certificate is in existence the letter of allotment of the shares and 'such other evidence as the Board may require to prove the title of the transfer or his right to transfer the shares. The transferor shall be deemed to remain the Member in respect of such shares until the name of the transferee is entered in the Register in respect thereof.		Board may refuse to register transfer of shares
39.	<p>i) Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee, and the Board of Directors must offer to the existing shareholders the shares offered at the fair value, and if the offer is accepted, the shares shall be transferred to the acceptor; and if the shares or any of them are not so accepted within one month from the date of notice to the Board of Directors the members proposing transfers shall, at any time within three months, afterwards, be at liberty, subject to the Articles, to sell and transfer the shares to any person at the same or at higher price.</p> <p>In case of any dispute, regarding the fair value of the shares it shall be decided and fixed by the Company's Auditor/ Chartered Accountant whose decision shall be final.</p> <p>ii). No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs, and the Directors may decline to give such sanction without assigning any reason, subject to Section 58 of the Act.</p> <p>iii) Subject to the provisions of Section 58 of the Act, the Directors may, after giving reasons for refusal, decline to register any proposed transfer of shares or transmission of shares whether or not the transferee is a Member of the Company. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof.</p>		Restrictions regarding transfer of shares

	iv) The Board may refuse to register any transfer of shares upon which the Company has lien and in the case of shares not fully paid up may refuse to register a transfer of shares to a transferee of whom the Board does not approve.		
40.	If the Company refuses to register the transfer of any share or transmission of any share, the Company shall within thirty days from the date on which the instrument of transfer was delivered to the company, send notice of the refusal to the transferee and the transferor or to the person giving information of the transmission, as the case may be.		Notice of Refusal
41.	No transfer of shares shall be registered in favour of a person of unsound mind and no transfer of partly paid shares shall be registered in favour of a minor.		No transfer in favour of a person of unsound mind.
42.	Every instrument of transfer together with documents and evidence mentioned in Article 35 shall be left at the office for registration. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.		Instrument of transfer to be at office
43.	1) The Company shall not charge any fee for:-  i) Registration of transfer of its share and debentures. ii) Sub-division and consolidation of shares and debentures certificates and for sub-division of letters of allotment and split, consolidation, renewal and pucca transfer receipts into denominations corresponding to the market units of trading. iii) Sub-division of renounceable letter of right. iv) Issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised. v) Registration of any power of attorney, probate, letters of administration or similar other documents.		Fee for registration of transfer
44.	The executor or administrator or succession certificate holder of a deceased Member (not being one of several joint holders) shall be the only person recognised by the Company as having any title to the share registered in the name of such Member and in case of the death of any one or more of the joint holders of any registered share, the title to or interest in such share shall be determined in accordance with Article 7(2). Before recognising any executor or administrator or succession certificate holder, the Board may require him to obtain a Grant of Probate or Letters of Administration or other legal representation as the case may be, from a competent court and having effect in the place where the office is situated.		Transmission of registered shares

	Provided nevertheless that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of Probate or Letters of Administration or such other legal representation upon such terms as to indemnify or otherwise as the Board may consider adequate.		
45.	Any committee or guardian of a lunatic (which terms shall include one who is an idiot or non- <i>compos mentis</i> ) or any person becoming entitled to or to transfer a share in consequence of the death or bankruptcy or insolvency of any Member upon producing such evidence that he sustains the character in respect of which he proposes to Act under this Article or of his title as the Board thinks sufficient, may, with the consent of the Board (which the Board shall not be bound to give), be registered as a Member in respect of such share or may subject to the regulations as to transfer hereinbefore contained, transfer such share. This Article is hereinafter referred to as "the Transmission Article".		Transfer of shares of insane, minor, deceased or bankrupt Members
46.	<p>1) If the person so becoming entitled under the Transmission Article shall elect to be registered as the holder of the Share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</p> <p>2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share.</p> <p>3) At the limitations, restrictions and provisions of the Articles relating to the right to transfer and the registration of instruments of transfer of a share shall be applicable to any such notice or transfer as aforesaid as if the death, lunacy, bankruptcy or insolvency of the Member had not occurred and the notice of transfer were a transfer signed by that Member.</p>		Election under the transmission article
47.	<p>A person so becoming entitled under the Transmission Article to a share by reason of the death, lunacy, bankruptcy or insolvency of the holder shall, subject to the provisions of Article 81 and other applicable provisions of the Act be entitled to the same dividends and other advantages as he would be entitled to if he was the registered holder of the share except that no such person shall before being registered as a Member in respect of the share, be entitled to exercise in respect thereof any right conferred by membership in relation to meetings of the Company.</p> <p>Provided that the Board at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirement of the notice have been complied with.</p>		Rights of person entitled to shares by Transmission Article
48.	1. Every shareholder or debenture holder of the Company, may at any time, nominate, in the prescribed manner, a person to whom		Nomination

	<p>his shares in, or debentures of the Company shall vest in the event of his death.</p> <p>2. Where the shares in, or debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company as the case may be, shall vest in the event of death of all the joint holders.</p> <p>3. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in or debentures of the company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall, on the death of the shareholder or debenture holder or, as the case may be, on the death of the joint holders, become entitled to all the rights in such shares or debentures or, as the case may be the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied, cancelled in the prescribed manner.</p> <p>4. Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint in the prescribed manner, any person to become entitled to shares in or debentures of the Company, in the event of his death, during the minority.</p>		
49.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the share or debenture, as the case may be; or</p> <p>(ii) to make such transfer of the share or debenture, as the case may be, as the deceased shareholder or debenture-holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the share or debenture, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the share or debenture except that he shall not, before being registered as a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied</p>		Transmission of Securities by nominee

	with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.		
	<b>ALTERATION OF SHARE CAPITAL</b>		
50.	<p>1) The Company in General Meeting may, from time to time, by Ordinary Resolution, increase its Capital by the creation of new shares of one or more clauses and of such amount or amounts as may be deemed expedient, pursuant to Section 62 read with Section 42 of the Act.</p> <p>2) When it is proposed to increase the subscribed capital of the Company by allotment of further Shares, the provisions of Section 62 of the Act and Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and to the extent applicable to a private company, shall be complied with.</p>		Increase of capital and issue of further shares
51.	The Company in General Meeting may determine that any shares (whether forming part of the original Capital or of any increased Capital of the Company) shall be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either shares issued at a premium or at par, as such General Meeting shall determine and with full power to give any person (whether a member or not) the option to call for or be allotted shares of any class of any Company either at a premium or at par such option being exercisable at such times and for such consideration as may be directed by such General Meeting; or the Company in General Meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares.		Power to issue shares at a premium
52.	Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the then existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and installments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise.		New shares to rank equally with existing shares
53.	If, owing to any inequality in the number of new shares to be issued, and the number of shares held by Members entitled to have the offer of such new shares, any difficulty shall arise in the appointment of such new shares or any of them amongst the Members, such difficulty shall, in the absence of any direction in the resolution creating the shares by the Company in General Meeting, be determined by the Board.		Inequality in number of new shares

54.	The Company may, from time to time, by special resolution, reduce its Capital and any Capital Redemption Reserve Account or Share Premium Account in any manner and with and subject to any authorisation and consent required by law.		Reduction of Capital
55.	<p>Subject to the provisions of Section 61 of the Act, the Company, in a General Meeting, may by an Ordinary Resolution alter the conditions of its Memorandum as follows:</p> <p>(a) increase its authorised share capital by such amount as it thinks expedient;</p> <p>(b) Consolidate and divide its Share capital or any part thereof into Shares of larger amount than its existing Shares;</p> <p>(c) Sub-divide its Shares, or any of them into Shares of a smaller amount than fixed by the Memorandum, so however that in the sub-divisions, 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 Share from which the reduced Share is derived;</p> <p>(d) Convert all or any of its fully paid up Shares into stock and reconvert that stock into fully paid up Shares of any denominations;</p> <p>(e) Cancel any Shares which, at the date of the passing of the resolution, have not been taken nor agreed to be taken by any person, and diminish the amount of its Share capital by the amount of Shares so cancelled.</p> <p>A cancellation of Shares in pursuance of this sub-clause shall not be deemed to be reduction of Share capital within the meaning of the Act.</p>		Consolidation, Subdivision and Conversion and Cancellation of Shares
56.	Subject to the provisions of Sections 43, 47 and 48 of the Act, the resolution whereby any share capital is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special right as regards dividend, repayment of capital, voting or otherwise.		Sub-division of shares
57.	For the purpose of giving effect to any resolution for issue, consolidation or sub-division of shares, the Board of Directors may settle any difficulty which may arise in regard to fractional entitlement to shares as they think expedient, and, in particular, they may consolidate all fractional entitlements (ignoring any fraction remaining after such consolidation) and vest the consolidated shares in lieu thereof to any Director/ Trust/ Trustee(s) for the benefit of the shareholders having fractional entitlements with the express undertaking that the Director/ Trust/ Trustee(s) shall transfer the shares within such time and at such price and to such persons, as he/it/ they may deem fit and		Consolidation of Shares and appointment of Trustee(s) by the Board of Directors

	distribute the net sale proceeds (after deduction of applicable taxes and expenses) to the shareholders in proportion to their fractional entitlements. The Board of Director may, if it deems necessary, also approve of such other method in this behalf as it may, in its absolute discretion, deem fit.		
58.	Notwithstanding anything contained in the Articles of Association, the Board shall not accept applications for sub-division, consolidation of share certificates into denominations of less than the market lot of trading except when such a sub-division or consolidation be required to be made to comply with a statutory order or an order of a competent court of law or a request from a member to convert his holding of odd lots of shares into transferable market lots, subject to verification by the Company.		Sub-division and Consolidation of Shares
	<b>MODIFICATION OF RIGHTS</b>		
59.	<p>1) If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the share of that class) may, whether or not the Company is being wound up, 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 separate meeting of the holders of the issued shares of that class. To every such separate meeting the provisions of these Articles relating to General Meetings shall apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class but if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum and any holder of shares of that class present in person or by proxy may demand a poll and, on a poll, shall have one vote for each share of the class of which he is the holder.</p> <p>2) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari-passu</i> herewith.</p>		Power to vary rights
	<b>BORROWING POWERS</b>		
60.	Subject to the provisions of Section 179 and 180 (1)(c) of the Act, the Directors may, from time to time, at their discretion, by a resolution passed at a meeting of the Board accept, deposits from Members, either in advance of calls, or otherwise, and generally raise or borrow or secure the payment of moneys for the purpose of the Company not exceeding the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for		Power of Directors to borrow money

	any specific purposes). Provided, however, where the moneys to be borrowed, together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aforesaid aggregate, the Directors shall not borrow such moneys without the consent of the Company by special resolution in General Meeting and secure payment or repayment of any moneys borrowed in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds or debentures of the Company, or any mortgage, charge or other security upon all or any part of the undertaking or property of the Company (both present and future) including its uncalled Capital for the time being.		
61.	<p>Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges, as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise. Debentures, debenture-stock, bonds and other securities may be made assignable, free from any equities between the Company and the persons to whom the same may be issued.</p> <p>Provided that debentures with the right to allotment of or conversion into shares shall not be issued except in conformity with provisions of Section 62 of the Act and subject to the provisions of Section 71 thereof.</p>		Powers to issue debentures and other securities
62.	Save as provided in Section 56 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificates or certificate of the debentures.		Instrument of transfer
63.	Subject to the provisions of Section 58 of the Act the Board may after giving reasons for refusal, refuse to register the transfer of any debentures and in such event shall within one month from the date on which the instrument of transfer was lodged with the Company sent to the transferee and to the transferor notice of such refusal.		Notice of refusal to register transfer
	<b>GENERAL MEETINGS</b>		
64.	The Company shall in addition to any other meetings, in each year hold a General Meeting as its Annual General Meeting in accordance with the provisions of Section 96 of the Act at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it. Any other meeting of the Company shall be called an "Extraordinary General Meeting".		Annual General Meeting



65.	<p>The Board may whenever it thinks fit, and shall on the requisition of the Members in accordance with Section 100 of the Act, proceed to call an Extraordinary General Meeting. In default of the board convening the same, the requisitionists may convene the same, as provided by Section 100 of the Act.</p> <p>Provided that unless the Board shall refuse in writing to permit the requisitionists to hold the said meeting at the office, it shall be held at the office.</p>		Extraordinary General Meeting
66.	The Company shall comply with the provisions of Section 111 of the Act as to giving notice of the resolution and circulation of statements on the requisition of Members.		Circulation of Members' resolution
67.	<p>Save as provided in sub-section (1) of Section 101 of the Act a General Meeting of the Company may be convened by giving not less than 21 days' notice in writing specifying the place, the day and the hour of the meeting and in case of special business the General nature of such business shall be given to the Members and others as provided under Section 102 (2) of the Act. Where under provisions of the Act, a special notice is required to any resolution, a notice of intention to move such resolution as provided under Section 102 of the Act shall be given to the Company not less than 14 days before the meeting at which it is to be moved, and the Company shall comply with the provisions of Section 115 of the Act.</p> <p>The accidental omission to give any such notice to or its non-receipt by any Member or other person to whom it should be given shall not invalidate the proceedings of the meeting.</p>		Notice of Meeting
68.	The ordinary business of an Annual General Meeting as provided under Section 102 (2) of the Act shall be to receive and consider the Profit & Loss Account, the Balance Sheet and the Report of the Directors and of the Auditors, to declare dividends, to appoint Directors in the place of those retiring by rotation, and to appoint Auditors and fix their remuneration. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed, special business.		Business of Meetings
	<b>PROCEEDINGS AT GENERAL MEETINGS</b>		
69.	No business shall be transacted in any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided two members present in person shall constitute a quorum. A body corporate being a member shall be deemed to be personally present if it is represented by a duly authorised representative appointed in accordance with Section 113 of the Act or a validly executed		Quorum

	Power of Attorney		
70.	If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members shall be dissolved, but in any other case it shall stand adjourned in accordance with the provisions of Sub-section (2) and (3) of Section 103 of the Act.		Meeting to be dissolved if quorum not present
71.	Any Act or resolution which under the provisions of the Act is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently so done or passed by the votes cast whether on show of hands, or electronically or on a poll, as the case may be if effected by an ordinary resolution as defined in Section 114(1) of the Act unless either the Act or the Articles specifically require such Act to be done or resolution passed by a special resolution as defined in Section 114(2) of the Act.		Passing of resolution at General Meeting
72.	The Chairman of the Board shall be entitled to take the chair at every General Meeting. If there be no such Chairman or if at any Meeting he shall not be present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling to act, the Board, shall be entitled to appoint any Director of the Company as the chairman of such meeting but if no Director be present, or if all the Directors present decline to take the chair then the members present shall, on show of hands or on a poll if properly demanded, elect one of their number, being a Member entitled to vote, to be Chairman of the meeting.		Chairman of the Meeting
73.	Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, both on a show of hands and on a poll. The Chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a member.		How questions to be decided at meetings
74.	At any General Meeting, unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the provisions of Section 109 of the Act, a declaration by the Chairman that the resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of, or against the resolution.		Evidence of the Passing of resolution
75.	Before or after the declaration of the result of the voting of any resolution on show of hands a poll may be ordered to be taken by the Chairman of the Meeting. 1) On his own motion; or 2) On demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company		Demand for poll

	<p>which confer a power to vote on the resolution not having not less than 10% of the total voting power or holding shares on which an aggregate sum of not less than Rs. 5,00,000/- or such higher amount as may be prescribed as per Sec 109 of the Act.</p> <p>The demand for poll may be withdrawn at any time by the person or persons who make the demand.</p>		
76.	<p>1) If a poll be demanded on a question of adjournment or election of a Chairman, the poll shall be taken forthwith. A poll demanded on any other question shall be taken at such time, not being later than forty-eight hours from the time when the demand was made, and in such manner and at such place as the Chairman of the meeting may direct.</p> <p>2) The demand of a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which a poll has been demanded.</p> <p>Where a poll is to be taken, the Chairman of the meeting shall appoint such number of scrutinizers as he deems necessary to scrutinize the votes given on the poll and to report thereon to him in a manner as prescribed under the Companies (Management and Administration) Rules, 2014. The Chairman shall have the power to regularize the manner in which the poll shall be taken. The Chairman shall have the power at any time before the result of the poll is declared, to remove a scrutinizer from office and fill the vacancy in the office of the scrutinizer arising from such removal or from any other cause.</p>		Poll to be taken forthwith
77.	<p>(a) The Chairman of a General Meeting may, with the consent of the General Meeting, adjourn the same, from time to time and 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.</p> <p>(b) Pursuant to provisions of Section 103(2) of the Act in case of an adjourned meeting or of a change of day, time or place of meeting, the company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.</p>		Powers to adjourn Meeting
78.	Where a resolution is passed at an adjourned meeting of the Company of the holders of any class of shares in the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was, in fact, passed and shall not be deemed to have been passed on any earlier date.		Resolution passed at the adjourned meetings

	<b>VOTES OF MEMBERS</b>		
79.	<p>1) On a show of hands every Member present in person and being a holder of equity shares and as a duly authorised representative of a body corporate, being a holder of an equity share shall have one vote in respect of every resolution or question placed before the meeting.</p> <p>2) On a poll the voting rights of a holder of an equity share shall be as specified in Section 47 of the Act, subject to the provisions of Section 50 of the Act.</p> <p>3) No body corporate shall vote by proxy so long as a resolution of its Board of Directors/ validly executed Power of Attorney under the provisions of these Articles is in force and the representative named in such resolution is present at the General Meeting at which the vote by proxy is tendered.</p> <p>4) The Board may at its discretion provide the option and facility for members to vote electronically in terms of and in accordance with provisions of Section 108 of the Act and Companies (Management and Administration) Rules, 2014. In such an event, a member may exercise his vote at a meeting by electronic means and shall vote only once.</p>		Voting rights
80.	Any Company or body corporate, which is a Member of the Company, shall be entitled, through a resolution of its Board of Directors or other governing body or a validly executed Power of Attorney, to authorise such person as it thinks fit to act as its representative at any meeting of the Company. A duly authorised representative of a Company as aforesaid shall be entitled to exercise the same rights and powers, including the right to vote by proxy, which such Company or body corporate could exercise if it were an individual Member, creditor or holder of debentures of the Company.		Representation of Member Companies
81.	If any member be a lunatic, idiot or non compos mentis, he may vote whether on a show of hands or at a poll by his committee, curator bonis or other legal curator and such last mentioned person may be given their votes by proxy provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which any such person proposes to vote, he shall satisfy the Board of his right under the Transmission Article to the share in respect of which he proposes to exercise his right to vote at such meeting in respect thereof.		Votes in respect of deceased member
82.	On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes in the same way.		Votes on a poll

83.	<p>1) Subject to the provisions of Section 105 of the Act the instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorised in writing or if such appointer is a body corporate be under its Common Seal or the hand of its officer or Attorney duly authorised. A proxy shall be valid only for the meeting to which it relates and it cannot be used for more than one meeting and any adjournment thereof.</p> <p>2) A person may be appointed by proxy though he is not a Member of the Company and every notice convening a meeting of the Company shall state this and that a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself.</p> <p>3) A person appointed as proxy shall act on behalf of members not exceeding fifty and such number of shares as may be prescribed under the Companies (Management and Administration) Rules, 2014.</p> <p>Provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.</p>		Instrument appointing a proxy to be in writing
84.	The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, of a notarial certified copy of that power of authority, shall be deposited at the office not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument purports to vote in respect thereof and in default the instrument of proxy shall not be treated as valid.		Instrument appointing a proxy to be deposited
85.	<p>A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the Instrument, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the shares shall have been received by Company at the office before the vote is given.</p> <p>Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.</p>		Vote by proxy valid notwithstanding revocation of authority
86.	Every instrument appointing a proxy shall be retained by the Company and shall, as nearly as circumstances admit, shall be in any of the form set out in Form No. MGT 11 of the Companies (Management and Administration) Rules, 2014.		Proxy to be retained

87.	No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.		Restrictions as to voting rights
88.	<p>1) Any objection as to the admission or rejection of a vote at a meeting, either, on a show of hands, or, on a poll made in due time, shall be referred to the Chairman who shall forthwith determine the same, and such determination made in good faith shall be final and conclusive.</p> <p>2) No objection shall be raised as to the validity of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.</p>		Admission or rejection of votes
	<b>DIRECTORS</b>		
89.	The Company shall have not less than two and not more than fifteen (15) Directors, until otherwise determined by a General Meeting and subject to Section 149 of the Act. Provided that the Company may appoint more than fifteen (15) Directors after passing a Special Resolution.		Number of Directors
90.	<p>Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company to the Finance Corporation or Credit Corporation or to any other financing Company or Body out of any loans granted by them to the Company or so long as they continue to hold debentures in the Company as a result of underwriting or direct subscription or private placement, or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, whole-time or non-whole time, (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 or persons so appointed and to appoint any person or persons in his or their place/s.</p> <p>The Board of Directors of the Company shall not have the power to remove any such person from office of the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid,</p>		Nominee Directors

	<p>the Nominee Director/s shall be entitled to the same rights and privileges.</p> <p>The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds debentures in the Company as a result of underwriting or direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any guarantee is outstanding and the Nominee Director/s so appointed in the exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation is paid off or of the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Corporation.</p> <p>The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and Meetings of the Committee of which the Nominee Director(s) is/are member/s as also the minutes of such meeting. The Corporation shall also be entitled to receive all such notices and minutes.</p> <p>The Company shall pay to the Nominee Director(s) sitting fees and expenses which the other Directors of the Company are entitled, but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s) in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director(s).</p> <p>Provided that if any such Nominee Director(s) is an officer of the Corporation, the sitting fees, in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.</p> <p>Provided also that in the event of the Nominee Director/s being appointed as whole-time Director/s such Nominee Director/s shall exercise such powers and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a whole-time Director, in the management of the</p>		
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	affairs of the Borrower. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the Corporation.		
91.	The following shall be the first Directors of the Company:-  <b>1. Mr. Vaibhav Raheja</b> <b>2. Mrs. Vandana Raheja</b>		Appointed Directors
92.	Each Director other than Managing Director or Whole-time Director may or may not be entitled to receive out of the funds of the Company for his services in attending meetings of the Board or a Committee thereof, a fee not exceeding such sum as may be prescribed by the Central Government from time to time, may be fixed by the Board for each such meeting of the Board or Committee thereof attended by him. In addition to this, the Directors may, subject to the act, allow and pay to any Director who is not a resident of the place where the registered office of the Company is situated or where the meeting of the Board is ordinarily held and who shall come to such place for the purpose of attending a meeting of the Board or a Committee thereof, such sum as the Directors may consider reasonable for travelling, hotel and other expenses.		Director's fees etc.
93.	If the Director, shall be called upon to perform extra services or to make any special exertions or efforts, which expressions shall include work done as a Member of a Committee of the Board, the Board may subject to the provisions of Sections 197, 188 of the Act, remunerate, the Director so doing either by a fixed sum or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.		Remuneration for extra service
94.	The continuing Directors may Act, notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by the Articles as the necessary quorum of Directors, the continuing Directors shall not act except for the purpose of increasing the number of Directors or for summoning a General Meeting, but so that if their number falls below the minimum above fixed, the continuing Directors, shall not act so long as their number is below the minimum.		Board may act notwithstanding vacancy
95.	(a) The office of the Director shall become vacant in the events, under the circumstances and at the time mentioned in Section 167 of the Act.		Vacation of office



	(b) A Director may, at any time resign as a Director of the Company by complying with requirements of Section 168 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and such Director's office shall fall vacant on the date on which such notice is received by the Company, or the date if any specified in the notice, whichever is later.		
96.	No Director or other person referred to in Section 188 of the Act shall be appointed to or hold any office or place of profit under the Company or under any subsidiary of the Company except in accordance with the provisions of Section 188 of the Act.		Holding of office by certain persons
97.	<p>1) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors, in the manner provided in Section 184(1) of the Act.</p> <p>2) a) In the case of a proposed contract or arrangement, the disclosure required to be made by a Director under clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he be so concerned or interested.</p> <p>b) In case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.</p> <p>3) a) For the purpose of clauses (1) and (2) a General notice given to the Board by a Director to the effect that he is a Director or a member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notices, entered with that body corporate or firm, shall be deemed to be disclosure of concern or interest in relation to any contract or arrangement so made.</p> <p>b) Any such General notice, shall expire at the end of the financial year in which it is given, but may be renewed for further period of one financial year at a time by a fresh notice given in the first month of financial year in which it would otherwise expire.</p>		Disclosure of Director's interest

	<p>c) No such General notice, and no renewal thereof, shall be of effect unless either it is given at a meeting of the Board, or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.</p> <p>d) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into –</p> <p>(i) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or</p> <p>(ii) with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall subject to the provisions of Section 184(2) of the act, disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.</p> <p>e) For the purpose of clause (3)(d), any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.</p> <p>4. Every Director shall comply with the provisions of Section 184 of the Act in regard to disclosure of his concern or interest in any contract or arrangement entered into or to be entered into by the Company.</p>		
98.	<p>Subject to the compliance with the provisions of Sections 2(49), 184, 188 (if and to the extent applicable) and 189 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, and save as therein provided, no Director shall be disqualified from contracting with the company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the company nor shall any such contract or arrangement entered into by or on behalf of the company with a relative of such Director, or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private company of which such Director is a member or Director, be avoided nor shall any Director so contracting or being such member or so interested be liable to</p>		Contract between the Directors and the Company

	account to the company for any profit realised by any such contract or arrangement by reason of such Director holding office or of the fiduciary relation thereby established.		
99.	<p>(a) Save as permitted by Section 184 of the Act or any other applicable provisions of the Act no Director shall, as a Director, take any part in the discussion of, or vote on any contract or arrangement in which he is in any way whether directly or indirectly concerned or interested, nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote.</p> <p>(b) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.</p>		Interested Director not to vote
100.	Save as permitted by Section 162 of the Act and the Rules in connection thereto, every resolution of a General Meeting for the appointment of a Director shall relate to one named individual only.		Appointment of Directors to be voted on individually
101.	The company may remove any director before the expiration of his period of office in accordance with provisions of Section 169 of the Act, and may subject to the provisions of that Section and Article 104 of the articles appoint another person in his stead. A Director so removed shall not be re-appointed a Director by the Board of Director.		Power to remove Director
102.	Subject to Article 104 of the Articles, the Board shall have power, from time to time, to appoint one or more persons, other than a person who fails to get appointed as a director in a general meeting, as an additional Director on the Board. However, the total number of Directors shall not at any time exceed the number as fixed under Article 89 of the Articles.		Appointment of Additional Director
103.	Subject to the provisions of Sections 152 and 169 of the Act and provisions of these Articles, the Board shall have the power to fill any casual vacancy occurring in the office of a Director who has vacated his office before his term of office will expire in the normal course. Any person so appointed shall hold office only upto the date on which the Director in whose place he is appointed would have held office if it had not been vacated by him. Provided that the Board shall not fill such casual vacancy by appointing thereto any person who has been removed from the office of Director under Article 96.		Filling of casual vacancies
104.	The Board of Directors of the Company may, subject to the provisions of Section 161(2) of the Act, appoint an alternate Director to Act for a Director (hereinafter called the original		Appointment of alternative Director

	<p>Director) during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternative Director shall be entitled to notice of meeting of the Directors and to attend and vote there accordingly. An alternative Director appointed under this Article shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the State in which the meetings of the Board are ordinarily held. If the term of office of the original Director is determined before he so returns to the State in which the meetings of the Board are ordinarily held in any provision in the Act or in the Articles for the automatic reappointment of retiring Directors in default of another appointment shall apply to the original Director and to the alternate Director.</p>		
105.	<p>1) A person, who is not a retiring Director in terms of Section 152, shall subject to the provisions of the Act and the Rules effected thereon, be eligible for appointment for the office of a Director at any General Meeting, if he or some members intending to propose him 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 a Director or the intention of such a member to propose him as a candidate for that office, as the case may be along with a deposit of one lakh rupees or such higher amount as may be prescribed under the Section 160 and rules framed thereunder, 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.</p> <p>2) Every Person (other than a person who has left at the office of the company a notice under sub-clause (1) of the Articles signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign, and file with the Company, his consent in writing to act as a Director if appointed.</p> <p>3) A person, shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.</p>		Notice of candidature for office of Director
106.	<p>1) The company shall keep at its registered office a register containing the particulars of its Directors, Managers, and other persons mentioned in Section 170 of the Act and shall send to the Registrar a return containing the particulars specified in the said section and shall otherwise comply with the provisions of the said section in all respects.</p>		Register of Directors etc.

	2) The Company shall in respect of each of its Directors keep at its office a Register as required by Section 170 of the Act, and shall otherwise duly comply with the provisions of the said section in all respects.		
	<b>PROCEEDINGS OF THE BOARD</b>		
107.	<p>(1) A minimum number of four (4) meetings of the Board of Directors shall be held every Year in such a manner that not more than one hundred and twenty days' (120) shall intervene between two consecutive meetings of the Board. The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. Provided that the matters set out in Rule 4 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 179 (3) of the Act shall not be dealt with in a meeting through video conferencing or other audio visual means.</p> <p>(2) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every Director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means. Every notice of a meeting shall contain a statement of the business to be transacted thereat.</p>		Meeting of Directors
108.	Any Director may, at any time, and the secretary shall, upon the request of any Director and with the consent of the Chairman of the Board convene a meeting of the Board.		Convening of meeting
109.	The Board of Directors may appoint one of their members to be the Chairman of the Board and anyone of their members to be the Vice-Chairman of the Board and determine the period for which each is to hold office, and such member may be a part time Non-Executive Director or a Whole-time Managing/ Executive Director of the Company. If no Chairman is appointed or if at any meeting of the Board the Chairman be not present within fifteen minutes after the time appointed for holding the same, the Vice-Chairman, if present, shall be entitled to be the Chairman of such meeting or in the absence of the Vice-Chairman the Directors present shall choose one of their member to be chairman of such meeting.		Chairman and Vice-Chairman
110.	1) Subject to Section 174 of the Act the quorum for meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off		Quorum

	<p>as one) or two Directors whichever is higher, provided where at any time the number of interested Directors at any meeting exceeds or is equal to 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 quorum during such time.</p> <p>The participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this Article.</p> <p>2) For the purpose of clause (1)-</p> <p>i) "Total strength" of the Board of the Directors of the Company shall be determined in pursuance of the Act after deducting there from the number of the Directors, if any, whose places may be vacant at the time, and</p> <p>ii) "Interested Directors" means any Director whose presence cannot be by reason of Article 100 hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote on any matter.</p> <p>3) Every director of the company shall attend at least one board meeting during the financial year.</p>		
111.	Subject to the provisions as aforesaid a meeting of the Board at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Articles or the Act are for the time being vested in or exercisable by the Board.		Powers of Board at which quorum is present
112.	The Board may, subject to the provisions of the Act, from time to time and at any time, delegate any of its powers to a committee consisting of Directors as it thinks fit and may, from time to time, revoke such delegation. Any committee so formed shall, in exercise of the powers so delegated confirm to any regulations that may from time to time be imposed upon it by the Board.		Power to appoint committee
113.	The meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board in so far as the same are applicable thereto: and are not superseded by any regulations made by the Board under the last proceedings Article.		Proceedings of committees
114.	Act done by a person as a Director shall be valid notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the Act or in		Acts of a Director valid notwithstanding defective

	<p>the Articles.</p> <p>Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the company to be invalid or to have terminated.</p>		appointment
115.	<p>A resolution passed by circulation without a meeting of the Board or Committee of the Board shall, subject to the provisions of Clause (2) hereof, Section 175 of the Act and the Companies (Meetings of Board and Its Powers) Rules, 2014, be as valid and effectual as a resolution duly passed at a meeting of the Directors or of a Committee duly called and held.</p> <p>A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee at their addresses registered with the Company in India by hand delivery or post or by courier, or through electronic means and has been approved by majority of the Directors or members as are entitled to vote on the resolution.</p> <p>Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.</p>		Resolution by Circulation
116.	<p>1) The Board shall in accordance with provisions of the Act, cause minutes to be kept of every General Meeting of the Company and of every meeting of the Board and of every committee of the Board within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered, in accordance with Section 118 of the Act and the Companies (Management and Administration) Rules, 2014 and where the minutes have been so kept they shall be evidence of the proceedings recorded therein</p> <p>2) Any such minutes of any meeting of the Board or of any committee of the Board or of the company in General Meeting, kept in accordance with the provisions of the Act, shall be evidence of the matters stated in such minutes. The minute books of General Meetings of the Company shall be kept at the office and shall be open to inspection by members during the hours of 11 A.M to 1 P.M. on such business days as the Act requires them to be kept open for inspection.</p>		Minutes of meeting

	<b>POWERS OF THE BOARD</b>		
117.	<p>Subject to the provisions of the Act, the control of the company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the company is authorized to exercise and do.</p> <p>Provided that the Board shall not exercise any power or do any Act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum of the company or by the Articles or otherwise, to be exercised or done by the company in General Meeting.</p> <p>Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provision in that behalf contained in the Act or any other statute or in the Memorandum of the company or in the Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulation made by the company in General Meeting, but no regulation made by the company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p>		General powers of Company vested in the Board
118.	<p>Subject to the provisions of Section 180 of the Act and rules framed thereunder, the Board of Directors shall exercise the following powers only if authorised by a special resolution passed at a General Meeting. The said powers shall be:</p> <p>i) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking of the whole, or substantially the whole of any such undertaking;</p> <p>(ii) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation, of any such undertaking as is referred to in clause(i), or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time</p> <p>iii) remit, or give time for the repayment of, any debt due by a director except due in ordinary course of business;</p> <p>iv) borrow money where the moneys to be borrowed, together with the monies already borrowed by the company, (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the company and its free reserves, that is, any reserves not set apart for any specific purposes.</p>		Restrictions as to powers of the Board



	<b>MANAGING DIRECTORS/WHOLE-TIME DIRECTORS</b>		
119.	Subject to the provisions of Sections 203, and 196 of the Act and Article 89, the Board may, from time to time, appoint one or more Directors to be the Managing Director or Managing Directors or Whole-time Directors of the company, for a term not exceeding five (5) years at a time and may, from time to time remove or dismiss him or them from office and appoint another or others in his place or their places.		Power to appoint Managing Director
120.	Subject to the provisions of Section 152 of the Act, a Managing Director/ Whole-time Director shall not while he continues to hold that office, be subject to retirement by rotation, but (subject to the provisions of any contract between him and the company) he shall be subject to the same provisions as to resignation and removal, as the other Directors, and he shall, ipso facto and immediately cease to be Managing Director or Whole-time Director if he ceases to hold the office of Director for any cause.		Vacation of office by Managing/ Whole-time Director
121.	Remuneration of a Managing Director or Whole-time Directors or KMP or Senior Management of the Company, may be decided by the Board. Subject to the relevant provisions of Section 197 of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and these Articles to the extent applicable.		Remuneration of Managing Director/ Whole-time Directors
122.	Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 179 thereof, the Board may, from time to time, entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Board as it may think fit and may confer such power for such time, and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as it thinks fit; and the Board may confer such powers either collaterally with or to the exclusion of, and in substitution for all or any of the powers of the Board on that behalf, and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.		Powers of Managing Director/ Whole-time Directors
	<b>SECRETARY</b>		
123.	The Directors shall, from time to time, appoint, and at their discretion remove, an individual possessing the qualification prescribed by the Act as Secretary of the company, who shall perform such functions as prescribed in Section 205 of the Act, or which by the Act or the Articles are to be performed by the Secretary, and shall perform such other ministerial and administrative duties which may be assigned by the Directors.		Secretary

	<b>THE SEAL</b>		
124.	<p>1) The Board of Directors shall provide a seal for the purposes of the company, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of Directors or a committee of the Directors previously given.</p> <p>2) Every deed or other instrument to which the seal of the company is required to be affixed, shall unless the same is executed by duly constituted attorney of the company be signed by two Directors or one Director and the Secretary if any or one Director and some other member appointed by the Board for the purpose unless otherwise required under any specific Rules in which case the Seal shall be affixed in the manner so provided under the relevant Rules.</p>		The Seal, Custody and use
125.	<p>The Company in General Meeting may at any time and from time to time resolve that any surplus moneys in the hands of the company representing capital profits arising from moneys received or recovered in respect of or arising from the sale or disposal of any capital assets of the company or any investment representing the same, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the equity shareholders on the footing that they receive the same as capital in the proportions in which they would have been entitled to receive the same if it had been distributed by way dividends.</p> <p>Provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of the other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being.</p>		Surplus money
126.	<p>For the purpose of giving effect to any resolution under the preceding Articles the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Board.</p>		Fractional Certificates

	<b>DIVIDENDS</b>		
127.	Subject to the rights of members entitled to shares with preferential rights attached thereto, the profits of the company shall be divisible amongst the members in proportion to the amount of capital paid up or credit as paid up with respect to the shares held by them. The amount paid up in advance of calls on any share shall not, however, carry a right to dividend or to participate in profits.		Division of profits
128.	The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may; subject to the provisions of Section 123 of the Act, fix the time for payment.		Declaration of Dividends
129.	No larger dividend shall be declared than that recommended by the Board, but the Company in General Meeting may declare a smaller dividend.		Limitations as to amount of Dividends
130.	Subject to the provisions of Section 123 of the Act and relevant rules thereunder, no dividend shall be payable except out of the profits of the company (after providing for depreciation in accordance with the provisions) or out of moneys provided by the Central or State Government for the payment of the dividend in pursuance of any guarantee given by such government and no dividend shall carry interest against the Company.		Dividend to be paid out of profit
131.	The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.		Declaration by Board to be conclusive
132.	The Board may, from time to time, pursuant to the provisions of Section 123(3) pay to the members such interim dividends as appears to the Board to be justified by the profits of the company.		Interim dividends
133.	The Board may deduct from any dividend payable to any members all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.		Certain Members debts may be deducted from dividends
134.	<p>1) Any General Meeting declaring a dividend may make a call on members of such amount 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 made payable at the same time as the dividend and the dividend may be set off against the call.</p> <p>2) The Board may retain dividends payable on shares in respect of which any person is entitled under these Articles to become a member or to transfer the shares, until such person shall become a member in respect of such shares or shall duly transfer the same.</p>		Dividend and call be made together

135.	No dividend shall be payable except in cash, provided that nothing in the foregoing shall be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up an amount for the time being unpaid on the shares held by the members of the Company.		Dividend to be paid in cash
136.	A transfer of shares shall not pass the rights to any dividend declared thereon before the registration of the transfer by the Company.		Effect of transfer of shares on dividends
137.	No dividend shall be paid in respect of any share except to the registered holder of such share or to his order or to his bankers but nothing contained in this Article shall be deemed to require the bankers of a registered shareholders to make a separate application to the company for the payment of the dividend. Nothing in this Article shall be deemed to effect in any manner the operation of Article 137.		To whom dividends payable
138.	Anyone of several persons who are registered as the joint-holders of any share may give effectual receipts for all dividends, bonuses and other payments in respect of such share.		Receipts by joint holders
139.	Unless otherwise provided in accordance with Section 123 of the Act, any dividend, interest or other moneys payable in cash in respect of share may be paid by cheque or in any electronic mode or warrant sent through the post to the registered address of the holder or, in case of joint holders, to the registered address of that one of the joint-holders who is first named in the register in respect of the joint holding or to such persons and such address as the holder or joint-holders as the case may be, may direct, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.		Dividends may be paid by cheque or warrant
140.	<p>The Company shall pay the dividend or send the warrant in respect thereof to the shareholders entitled to the payment of the dividend, within 30 (Thirty) days from the date of declaration of the dividend except :</p> <p>(a) Where the dividend could not be paid by reason of the operation of any law; or</p> <p>(b) Where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or</p> <p>(c) Where there is a dispute regarding the right to receive the dividend; or</p> <p>(d) Where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholders; or</p> <p>(e) Where, for any other reason, the failure to pay the dividend, or to post the warrant or make payment through electronic mode</p>		Exceptions for Payment of Dividend and Unclaimed Dividends

	<p>within the period aforesaid was not due to any default on the part of the Company.</p> <p>No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the company shall comply with all the provisions of Section 124 and 125 of the Act in respect of any unclaimed or unpaid dividends.</p>		
	<b>BOOKS,ACCOUNTS AND DOCUMENTS</b>		
141.	<p>The Board shall cause to be kept of the proper books of account in accordance with Section 128 of the Act, with respect to:</p> <p>a) all sums of money receipt and expended by the company and the matters in respect of which the receipt and expenditure takes place;  b) all sales and purchases of goods by the Company;  c) the assets and liabilities of the Company; and  d) the items of cost as may be prescribed under section 148 in the case of a company which belongs to any class of companies specified under that section.</p> <p>Every Financial Statements of the Company shall give a true and fair view of the state of affairs of the Company as at the end of the Financial Year, and shall, subject to the provisions of Section 133 of the Act and Companies (Accounts) Rules, 2014, be in the applicable form set out in Schedule III as amended from time to time.</p> <p>Provided that the items contained in such Financial Statements shall be in accordance with the accounting standards.</p>		<p>Books of Account to be kept</p> <p>Form and contents of Balance Sheet and Profit and Loss Account.</p>
142.	<p>1) The books of account shall be kept at the office or at such other place in India as the Board may decide and when the Board so decides, the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other places.</p> <p>2) The books of account of the Company together with the vouchers relevant to any entry in such books of account relating to a period of not less than eight years immediately preceding the current year shall be preserved in good order.</p>		Where to be kept
143.	At every Annual General Meeting the Board shall lay before the company a Balance Sheet and Profit & Loss Account made in accordance with the provisions of Section 129 of the Act and such Balance Sheet and Profit & Loss Account shall comply with the requirements of Sections 129 and 134 of the Act and of Schedule III of the Act so far as they are applicable to the Company, but, save as aforesaid, the Board shall not be bound to disclose greater		Balance Sheet and Profit & Loss Account

	details of the result or extent of the trading and transactions of the Company that it may deem expedient.		
144.	There shall be attached to every Balance Sheet laid before the Company a report by the Board complying with Section 134 of the Act.		Annual Report of Directors
145.	A copy of every Balance Sheet (including the Profit & Loss Account, the Auditors Report and every document required by the law to be annexed or attached or to the Balance Sheet, including the consolidated financial statement) shall, as provided by Section 136 of the Act, not less than twenty one days before the meeting be sent to every such Member, debenture holder, trustee and other person to whom the same is required to be sent by the said section.		Copies to be sent to members and others
146.	The Company shall comply with Section 137 of the Act as to filing copies of the Balance Sheet and Profit & Loss Account and documents required to be annexed or attached thereto with the Registrar.		Copies of Balance Sheet etc., to be filed
	<b>AUDIT</b>		
147.	At least once in every year the books of account of the Company shall be examined by one or more Auditors.		Accounts to be audited annually
148.	<p>1) The Company at each Annual General Meeting shall by ordinary resolution appoint or re-appoint an Auditor or Auditors to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixth Annual General Meeting of the Company held after this AGM, subject to ratification of their appointment at every Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor or Auditors so appointed, unless he is a retiring Auditor or Auditors. The eligibility, qualifications, disqualifications, powers, appointment, remuneration, rights, duties and removal of the Auditor or Auditors shall be regulated by Sections 139, 143, 144 and other applicable provisions of the Act and Companies (Audit and Auditors) Rules, 2014.</p> <p>2) The first Auditor or Auditors of the Company shall be appointed by the Board 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 of the Company.</p>		Appointment and remuneration of Auditors
149.	Where the company has a branch office the provision of Section 143 of the Act shall apply.		Audit of Accounts of branch office of the Company
150.	All notices of and other communications relating to any General		Right of Auditor to

	Meeting of the Company which any member of the company is entitled to have sent to him shall also be forwarded to the Auditors of the Company, 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: or the business which concerns him as Auditor.		attend General Meeting
151.	The Auditor's Report separate, special or supplementary report, if any, shall be read before the company in General Meeting and shall be open to inspection by any Member of the Company.		Auditor's Report
152.	Every Balance Sheet and Profit & Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Wherever such error is discovered within that period, the accounts shall forthwith be corrected and henceforth shall subject to the approval of the Company in General Meeting be conclusive.		When accounts to be deemed finally settled
	<b>SERVICE OF NOTICES AND DOCUMENTS</b>		
153.	A notice or other document may be given by the company to its members in accordance with Section 20 of the Act.		Notices to be given to members to their given addresses
154.	Every person who by operation of law, transfer, or other means whatsoever, shall become entitled to any share shall be bound by every notice of such share which to his name and address being entered on the register shall have been duly given to the person from whom he derives his titles to such share.		Transferee bound by prior notice
155.	Subject to the provisions of Article 155 any notice or document delivered or sent by post or left at the registered address of any member in pursuance of the Article shall, notwithstanding such members be then deceased and whether or not the company has notice of his demise, 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 provisions to be deemed a sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such share.		Service of notice to registered address sufficient
156.	Subject to the applicable provisions of the Companies Act, 1956 and Companies Act, 2013, in event of winding up of the company every member of the company who is not for the time being in the place where the office is situated shall be bound, within eight		Service of process in winding up

	<p>weeks after the passing of an effective resolution to wind up the company voluntary or the making of an order for the winding up of the company, to serve notice in writing on the company appointing some house holder residing in the neighborhood of the office on whom all summons, notices, processes, orders and judgment in relation to or under the winding up of the company may be served, and in default of such nomination, the liquidator of the Company shall, with due sanction of the court as postulated under the Act, be at liberty on behalf of such member, to appoint some such person and service upon any such appointee whether appointed by the member of the liquidator shall be deemed to be good personal service on such member for all purposes, and where the liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such member by advertisement on some daily newspaper circulating in the neighborhood of the office or by a registered letter sent by post and addressed to such member at his address as registered in the Register and such notice shall be deemed to be served on the day on which the advertisement appears or the letter would be delivered in the ordinary course of the post. The provisions of this Article shall not prejudice the right of the liquidator of the company to serve any notice or other document in any other manner prescribed by the Articles.</p>		
	<b>INSPECTION</b>		
157.	<p>1) The books of account and other books and papers shall be open to inspection by any Director during business hours, or by Registrar or any officer of the Government, authorised by the Central Government in this behalf.</p> <p>2) The Board shall, from time to time, determine whether and to what extent, and at what places, under what conditions or regulations, the books of Account and books and documents of the company, other than those referred to in Article 143 and any of them, shall be open to the inspection of the members not being Directors and no member (not being a Director) shall have any right of inspecting any books of account or book or document of the Company in the General Meeting.</p>		Inspection of Books
158.	<p>Subject to the provisions of Section 128(4) of the Act, where under any provision of the Act any person, whether a member of the Company or not, is entitled to inspect any register, return, certificate, deed, instrument or document required to be kept or maintained by the company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 11A.M. to 1 P.M. on such business days as the Act requires them to be open for inspection.</p>		When inspection will be given



159.	The company, may, after giving not less than seven days previous notice by advertisement in some newspaper circulated in the district in which the office is situated, close the Register of members or the Register of Debenture holders, as the case may be for any periods not exceeding in the aggregate forty five days in each year but not exceeding thirty days at any one time.		Closing of Registers of members and Debenture holders
	<b>RECONSTRUCTION</b>		
160.	<p>Subject to the provision of Section 394 of the Companies Act, 1956 and relevant/ applicable provisions of Companies Act, 2013 on any sale of the undertaking of the company the Board or the liquidators on a winding up may, if authorized by a special resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in India or not, either then existing or to be formed for the purchase in whole or in part of the property of the company, and the Board (if the profits of the company permits) or the liquidators {in a winding up) may distribute such shares or securities or any other property of the company amongst the members in specie or vest the same in trustees for them, and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit, or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in case the company is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 494 of the Companies Act, 1956 and relevant applicable provisions of Companies Act, 2013 as are incapable of being varied or excluded by the Articles.</p> <p>Further, any order(s) giving effect to any Mergers, Amalgamations, Demerger and/ or any other reconstruction, by whatever name called, as and when passed by the Hon'ble High Court/ tribunal and other Competent Authorities shall form integral part of these Articles.</p>		Reconstruction
	<b>SECRECY</b>		
161.	Every Director, Secretary, Trustee for the company, its members or debenture holders, members of a Committee, officer, servant, agent, accountant, or other person employed in or about the business of the company shall, if so required by the Board before entering upon his duties, sign a declaration undertaking himself to observe a strict secrecy respecting all transactions of the Company		Secrecy

	with its customers and the state of accounts with individuals 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 his duties except when required so to do by the Board or by any General Meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions of the Articles.		
162.	No shareholder or other person (not being a Director) shall be entitled to enter upon the property of the company or to inspect or examine the premises or properties of the company without the permission of the Board or, subject to Article 159 to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a Trade Secret, or secret process or of any matter whatsoever which may relate to the conduct of the business of the company or and which in the opinion of the Board it will be inexpedient in the interest of the company to contracts entered into by the Company with third parties for obtaining rights under their secret know how, process and other secret information.		No shareholder to enter the premises of the Company without permission
	<b>WINDING UP</b>		
163.	If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that nearly as possible the losses shall be borne by the Member in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up on the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.		Winding Up
164.	If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution, divide among the contributors, in specie or kind, any part of the assets of the company and may, with the like sanction vest any part of the assets of the company in trustees upon such trusts for the benefit of the contributors, or any of them as the liquidators, with the like sanction, shall think fit.		Distribution of assets in specie

	<b>INDEMNITY</b>		
165.	Every Director, Secretary or Officer of the Company or any person (whether an officer of the company or not) employed by the Company and any person appointed Auditor shall be indemnified out of the funds of the company against all liability incurred by him as such Director, Secretary, Officer, Employee or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favor, or in which he is acquitted, or in connection with any application under Section 463 of the Act in which relief is granted to him by the court.		Indemnity

S.No	Name, Address, Description and Occupation of each subscribers	Signature of Subscribers	Name, Addresses, description and Signatures of witness
1.	VANDANA RAHEJA D/O SH. PARMANAND AHUJA R/O C - 5/6, VASANT VIHAR NEW DELHI (BUSINESS)	Sd/-	<div style="border: 1px solid black; padding: 10px;"> <p>I witness the signatures of all the subscribers who have signed in my presence at Gurgaon, Haryana.</p> <p style="text-align: center;">Sd/- Balika Sharma BALIKA SHARMA &amp; ASSOCIATES Flat no. 211, Pocket A/3, Sector - 7 Rohini, New Delhi - 85 CP. No. 3222, M.No. 4816</p> </div>
2.	VAIBHAV RAHEJA S/O SH. VIPIN RAHEJA R/O C - 5/6, VASANT VIHAR NEW DELHI (BUSINESS)	Sd/-	

Place: Gurgaon, Haryana

Date: 16.08.2011

S.No	Name, Address, Description and Occupation of each subscribers	Signature of Subscribers	Name, Addresses, description and Signatures of witness
1.	VANDANA RAHEJA D/O SH. PARMANAND AHUJA R/O C - 5/6, VASANT VIHAR NEW DELHI (BUSINESS)	Sd/-	<div style="border: 1px solid black; padding: 10px;"> <p>I witness the signatures of all the subscribers who have signed in my presence at Gurgaon, Haryana.</p> <p style="text-align: center;">Sd/- Balika Sharma BALIKA SHARMA &amp; ASSOCIATES Flat no. 211, Pocket A/3, Sector - 7 Rohini, New Delhi - 85 CP. No. 3222, M.No. 4816</p> </div>
2.	VAIBHAV RAHEJA S/O SH. VIPIN RAHEJA R/O C - 5/6, VASANT VIHAR NEW DELHI (BUSINESS)	Sd/-	

Place: Gurgaon, Haryana

Date: 16.08.2011



e-Memorandum of Association

&

e-Articles of Association

of

NAPINO AUTO AND ELECTRONICS LIMITED

(CIN-U34300HR1991PLC031470)

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT UPON CHANGE OF NAME ON CONVERSION  
TO PUBLIC LIMITED COMPANY**

COMPANY NO. 05-31470

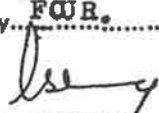
In the Office of the Registrar of Companies, Delhi & Haryana,  
(Under the Companies Act, 1956 ( 1 of 1956 )

IN THE MATTER OF NAPINO AUTO AND ELECTRONICS PRIVATE LIMITED

I hereby certify that NAPINO AUTO AND ELECTRONICS PRIVATE LIMITED  
....., which was originally incorporated on  
FOURTEENTH day of NOVEMBER One Thousand Nine Hundred  
and NINETY ONE under the Companies Act, 1956 (Act 1 of  
1956) under the name NAPINO AUTO AND ELECTRONICS PRIVATE LIMITED  
....., having duly passed the necessary Special  
Resolution on 5-9-1994 in terms of Section 31/21 read with  
Section 44 of the Companies Act, 1956, the name of the said Company is this day changed to  
NAPINO AUTO AND ELECTRONICS LIMITED  
and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this 4TH  
day of OCTOBER One Thousand Nine Hundred and Ninety FOUR.



  
P. SHEELA  
ASSTT. REGISTRAR OF COMPANIES  
N.C.T. OF DELHI AND HARYANA  
NEW DELHI.





प्रारूप एक

Form 1

निगमन का प्रमाण-पत्र

## Certificate of Incorporation

सं० 05-31470 शक 19 13

No. 05-31470 of 19 91-92

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज नेपिनो ऑटो एण्ड इलेक्ट्रॉनिक प्राइवेट लिमिटेड

कम्पनी अधिनियम 1956 ( 1956 का 1 ) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that NAPINO AUTO AND ELECTRONICS PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

मेरे हस्ताक्षर से आज ता० 23 कार्तिक, 1913 को दिया गया।

Given under my hand at NEW DELHI this FOURTEENTH day of NOVEMBER One thousand nine hundred and NINETY ONE



। आर. एन. सक्सेना ।  
सहायक कम्पनी रजिस्ट्रार  
दिल्ली एवं हरियाणा  
( R.N. SAXENA )

ASSTT. Registrar of Companies  
DELHI & HARYANA

**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

NAPINO AUTO AND ELECTRONICS LIMITED

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

Haryana

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

1. To carry on the business of manufacturers, traders, dealers, importers, exporters, consultants, job workers, distributors, repairers, hirers and commission agent of all type of auto electric parts, auto & parts, tractor parts, cycle parts etc. used in automobiles such as motor cars, motor cycles, scooters, mopeds, cycles and things used in manufacturing, maintenance and working thereof.

2. To carry on business of manufacturers, traders, dealers, importers, exporters, consultants, distributors, job workers, repairers, hirers and commission agent of all kind of electricals, electromechanical and electronic goods, systems, equipments, appliances, devices, apparatus, instruments, part and components thereof, electronic games and toys, electronic gadgets, electronic circuits, controls, computers, business machines, lighting equipments, and all other electronic and electrical goods, components, parts and accessories thereof for industrial agriculture, defence, railway, communication, aviation, transport, medical, research, recreational educational or for domestic purpose.

3. To carry on the business of electricians and electrical engineers and to provide technical know how for items mentioned in para (1) and (2) above.

1. To carry on in India the business of buying, selling, reselling, importing, exporting, consulting, transporting, storing, developing, supplying, trading, dealing in any manner whatsoever in all type of goods and services, in internal and external markets, in India or outside India, on its own or through agents or franchisers, on digital media, digital platforms, websites, print media, newspapers, magazines, mobile apps, websites, banners, pamphlets, stickers, or any other available platform, by way of events, marketing campaigns and advertising campaigns, stage shows, publicity shows or any other legal means.
2. 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.
3. To discount bills, advance money on the security of goods lying with or under the control of the company, to receive goods on consignment basis and to do all other such acts that may be necessary, in connection with the main business of the Company.
4. To act as forwarding agents and to insure, underwrite, undertake goods, merchandise or such other properties for the purpose of export or import thereof in connection with the main business carried on by the Company.
5. 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.
6. To establish, provide, maintain and conduct or subsidise 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 recognition 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.

7. 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.

8. To Insure all or any of the goods lying with the company against damage, fire or loss.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

16. 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.

17. 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. To do financial management planning and financial policy determination, capital structure planning and advice regarding raising finance, working capital management, Preparing project reports and feasibility studies and to provide consultancy for setting up new projects with or without foreign participation

18. 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

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

instrument.

19. 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.

20. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or 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.

21. 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.

22. 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.

23. 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.

24. 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.

25. 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, newspapers 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.

26. 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.

27. 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.

28. 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.

29. 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.

30. 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.

31. 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.

32. 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.

33. 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.

34. To undertake and execute any trust which may be beneficial to the Company directly or indirectly. To enter into association with other companies, holding and investment company, to promote & support them in their business activity and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or partnership firms or body corporates or any other entities whether in India or elsewhere

either singly or jointly with any other person(s), body corporate or partnership firm or any other entity carrying out or proposing to carry out any activity whether in India or elsewhere in any manner

35. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind. To make joint ventures and make subscription of shares or securities of any other Company, Business houses, Business Ventures having activities related to main objects and other objects of the company, whether in India or abroad

36. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.

37. To invest the funds of the Company not immediately required in Government or Semi Government corporations, companies or firms.

38. 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.

39. 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.

40. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centers, exhibition centers, liaison offices, agency offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.

41. 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.

42. 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.

43. 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

13513000	Equity Share	Shares of	10	Rupees each	and
487000	Equity Share	Shares of	10	Rupees each	

## 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:

As per the attached ordinary resolution passed by shareholder in EGM held on 10.06.2023  
The Share Capital of the Company is Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 1,35,13,000 (One crore Thirty Five Lakhs Thirteen Thousand) Equity Shares of Rs. 10/- (Rupees ten only) each and 4,87,000 (Four Lakhs Eighty Seven Thousand) Class 'A' Equity Shares of Rs. 10/- (Rupees ten only).

## To be digitally signed by

Name

VANDANA RAHEJA

Designation

Director

DIN

00053398

DSC

VANDANA  
RAHEJA  
Digitally signed by  
VANDANA RAHEJA  
Date: 2023.06.17  
12:23:58 +05'30'

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names :-

S.	Names, addresses, description and occupation of the subscribers	No of Equity Shares Taken by each Subscriber	Signatures of the Subscriber	Signature, address description and occupation of the witness
1.	Vipin Raheja S/o Sh. O.P.Raheja 5/41 Punjabi Bagh, New Delhi-110026 (Business)	100	Sd/-	<p>I hereby witness the signatures of all the subscribers who have signed before me at Gurgaon</p> <p>Sd/- Naresh Tandon S/o Sh. B.K. Tandon Chartered Accountant M. No. 86090 39-C pocket B. Sidhartha Extension.</p>
2.	Navin Raheja S/o Sh. O.P.Raheja 5/41 Punjabi Bagh, New Delhi-110026 (Business)	100	Sd/-	
3.	Om Parkash Raheja S/o Late Dr. BalmukandRaheja 5/41 Punjabi Bagh, New Delhi-110026 (Business)	100	Sd/-	
	TOTAL	300 Three hundred Equity Shares		

Place: Gurgaon

Dated : 29th October, 1991

**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

NAPINO AUTO AND  
ELECTRONICS LIMITED

Check if not applicable	Check if altered	Article No.	Description
			<b>Interpretation</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1. INTERPRETATION: In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned thereunder, unless repugnant to the subject matter or context thereof. DEFINITIONS: i. "Act" means the Companies Act, 2013, and includes where the context so admits any re-enactment or statutory modification thereof for the time being in force. ii. "Articles" means the Articles of Association of the Company as originally framed and as altered from time to time in accordance with the provisions of the Act. iii. "Auditor" or "Auditors" means the auditor or auditors of the Company appointed in pursuance of the provisions of Section 139 of the Act. iv. "Accounting Standards" shall have the same meaning assigned in Section 2(2) of the Act and means the standards of accounting or any addendum thereto for companies or class of companies referred to in Section 133 of the Act. v. "Board of Directors" or "Board" means the board of directors of the Company. vi. "Class 'A' Equity Shares" means fully paid-up equity shares of the Company having a face value of INR 10 (Indian Rupees ten) each, having dividend rights in accordance with Law but will have no voting rights attached to it" vii. "Company" means Napino Auto and Electronics Limited. viii. "Company Secretary" or "Secretary" shall mean the company secretary of the Company at the relevant time. ix. "Director" means a director appointed to the Board of the Company. x. "Financial Year" means the period commencing on 1st day of April of each year and ending on the 31st day of March of the following year. xi. "Key managerial person" shall have the same meaning assigned to such term under the Act.</li> </ul>

			<p>xii. "Managing Director" shall have the meaning given to it under the Act. xiii. "Member" or "Shareholder" means the duly registered holder, from time to time of the shares of the Company and includes the subscribers to the Memorandum of Association of the Company and also every person holding Equity Shares, Class 'A' Equity Shares and/or Preference Shares of the Company and also one whose name is entered as a beneficial owner of the Shares in the records of a Depository. xiv. "Month" means calendar month. xv. "Office" means the registered office for the time being of the Company. xvi. "Paid up" includes credited as paid up. xvii. "Proxy" includes Attorney duly constituted under a power of attorney. xviii. "Registrar" means the Registrar of Companies of the state in which the Office is situated. xix. "Seal" means the Common Seal of the Company. xx. "Secretarial Standards" means secretarial standards issued by the Institute of Company Secretaries of India constituted under Section 3 of the Company Secretaries Act, 1980 and approved by the Central Government. xxi. "Total Strength" means the total strength of the Board of Directors of the Company as determined in pursuance of the Act after deducting such number of directorships as are vacant at the time. xxii. "Written" or "in writing" include printing, lithography and other modes of representing or reproducing words in a visible form. xxiii. "Year" means the English calendar year. xxiv. Words importing the singular number include the plural number and vice versa and words importing the masculine gender also include feminine gender. Words importing persons include Corporations. xxv. Unless the context otherwise requires, words or expressions contained in these Articles but not expressly defined herein shall have the same meaning as given to them in the Act. 2. APPLICABILITY OF THESE ARTICLES: When the Act and/or Rules are subsequently amended or clarifications/ circulars/ notifications/etc. issued, exempting the Company from compliance with any provisions of the Act and/or Rules, then notwithstanding anything contrary set out in these Articles, such exemptions shall extend to these Articles and the Company shall not be required to comply with any such provisions or may at the discretion of the Board apply to the extent and in a manner the Board deems fit from time to time, without requiring an amendment to these Articles.</p>
			<b>Share Capital and Variation of rights</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1. SHARE CAPITAL AND VARIATION OF RIGHTS : 1) The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, to issue any shares of the original capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be thought fit, and upon the sub-division of shares, apportion the right to participate in profits in any manner as between the shares resulting from sub-division. 2) Subject to the provisions of the Articles, the Company shall have power to issue Preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend, or out of the proceeds of a fresh issue of shares made for the purposes of such redemption, or liable to be redeemed at the option of the Company and the Board may, subject to the provisions of Section 55 of the Act. Exercise such power in such manner as it thinks fit. 2. SHARES UNDER CONTROL OF THE BOARD OF DIRECTORS : 1) Subject to the provisions of the Articles and the Act, the shares shall be under the control of the Board who may allot or otherwise dispose</li> </ul>

II 1

of the same to such person, on such terms and conditions, at such times either at par or at a premium, and for such consideration as the Board thinks fit. 2) Subject to the Articles and the provision of the Act, the Board may allot and issue shares in the Capital of the Company as payment for any property sold or transferred or for services rendered to the Company in the conduct of its business and any shares which may be so issued shall be deemed to be fully paid up. 3. JOINT HOLDERS : 1) The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share. 2) On the death of any of the joint holders of a share, the survivors shall be the only person or person recognised by the Company as having any title to or interest in such share, but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of such shares. 3) Anyone of such joint holders may give effectual receipts of any dividends or other moneys payable in respect of such shares. 4) Only the person whose name stands first in the register as one of the joint holders of any share, unless otherwise directed by all of them in writing, shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any documents sent to such person shall be deemed service on all the joint holders. 5) Any one of two or more joint holders of a share may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holder be present at any meeting personally or by attorney or by proxy then that one such person so present whose name stands higher on the register in respect of such share, shall alone be entitled to vote in respect thereof but the other joint holders shall be entitled to be present at the meeting. Provided that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by an attorney or proxy although the name of such joint holder present by attorney or proxy stands higher in the register in respect of such share. 6) Except as provided in this Article, the person first named in the register as one of the joint holders of a share shall be deemed to be the sole holder thereof for matters connected with the Company. 4. TRUSTS NOT RECOGNIZED: Save as herein otherwise provided the Company shall be entitled to treat the registered holder (including any Trust set up for administration of employee stock option scheme) of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction, or as by statute required, be bound or recognize any equitable or other claim to or interest in such share on the part of any other person. 5. PERSONS WHO MAY BE REGISTERED AS MEMBERS: Shares may be registered in the name of any person, Company or other body corporate. Not more than four persons shall be registered as joint holders of any share. 6. REGISTER OF MEMBERS: The Company shall cause to be kept at its Office or at such other place as may be decided by the Board of Directors, the register in accordance with all applicable provisions of the Act and the Depositories Act, 1996 with the details of shares held in material and dematerialized forms in any media as may be permitted by law including in any form of electronic media. 7. POWER OF COMPANY TO ENFORCE REPAYMENT OF LOAN TO MEMBERS: These Articles shall not be deemed to effect or restrict the power of the Company to enforce repayment of loan to Members or to exercise a lien conferred by Article 9. 8. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES: The Company shall have the power to purchase/buy-back its own shares and/or other securities, subject to the limits and upon such terms and conditions



			and subject to such approvals as may be required under the applicable provisions of the Act and other provisions, rules, guidelines, regulations, byelaws and any amendment and modifications thereto.
<input type="checkbox"/>	<input type="checkbox"/>	2	<p>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—</p> <p>a. one certificate for all his shares without payment of any charges; or</p> <p>b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.</p> <p>iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		

	3	<ul style="list-style-type: none"> <li>1. ISSUE OF NEW AND DUPLICATE SHARE CERTIFICATE: 1) The issue of share certificates and duplicates, and the issue of new share certificates on consolidation or sub-division or in replacement of share certificates which are surrendered for cancellation due to their being defaced, mutilated or torn, old, decrepit or worn out or the columns for recording transfers having been utilised or of share certificates which are lost or destroyed shall be in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014, or any statutory modification or re-enactment, thereof. If any share certificate is lost or destroyed, then, upon proof thereof to the satisfaction of the Board, and on such indemnity, as the Board thinks fit, being given, a new certificate in lieu thereof shall be given to the party entitled to the shares to which such lost or destroyed certificate shall relate. 2) Where a duplicate certificate is to be issued in lieu of one that is lost or destroyed, in accordance with the Companies (Share Capital and Debentures) Rules, 2014, the Board shall not issue a new share certificate relating to any share or shares in the Company, save as provided hereinbefore, unless the certificate previously issued in respect of the said share or shares has been surrendered to the Company. 2. DEMATERIALISATION OF SECURITIES: 1) Notwithstanding anything contained in these Articles, the Board of Directors are authorised to dematerialise/ rematerialize the shares, debentures and other securities of the Company and/or offer its securities in dematerialised form as per applicable law. 2) Save as otherwise provided herein, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the depository as the absolute owner thereof as regards the receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company. 3) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form, subject, however, to the provisions of the Depositories Act, 1996.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<ul style="list-style-type: none"> <li>1. SURPLUS MONEY The Company in General Meeting may at any time and from time to time resolve that any surplus moneys in the hands of the company representing capital profits arising from moneys received or recovered in respect of or arising from the sale or disposal of any capital assets of the company or any investment representing the same, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the equity shareholders on the footing that they receive the same as capital in the proportions in which they would have been entitled to receive the same if it had been distributed by way dividends. Provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of the other assets to answer in full the whole of the liabilities and Paid Up share capital of the Company for the time being. 2. FRACTIONAL CERTIFICATES For the purpose of giving effect to any resolution under the preceding Articles, the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any member upon the footing of the value so fixed in order to adjust the rights of all parties and may</li> </ul>

			vest such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Board.
<input type="checkbox"/>	<input type="checkbox"/>	5	i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
<input type="checkbox"/>	<input type="checkbox"/>	6	i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
<input type="checkbox"/>	<input type="checkbox"/>	7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
<input type="checkbox"/>	<input type="checkbox"/>	8	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
			<b>Lien</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	9	<ul style="list-style-type: none"> <li>COMPANY LIEN ON SHARES: The company shall have a first and paramount lien— (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (c) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or</li> </ul>

		10	insolvency. 2) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. 3) The purchaser shall be registered as the holder of the shares comprised in any such transfer. 4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	11	<ul style="list-style-type: none"> <li>(a) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. (b) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	12	<ul style="list-style-type: none"> <li>NEW CERTIFICATE IN PLACE OF ONE NOT SURRENDERED: Where any shares are sold by the Board and the certificate thereof has not been delivered to the Company by the former holder of the said shares, the Board may issue a new certificate for such shares, distinguishing it in such manner as it may think, from the certificate not so delivered. The new certificate shall be made out and issued in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as far as they may be applicable and shall state on the face of it and against the stub or counter foil to the effect that it is issued in pursuance of these Articles.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
			<b><i>Calls on shares</i></b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	13	<ul style="list-style-type: none"> <li>1) The Board, from time to time, subject to the terms on which any shares may have been issued, and subject to the provisions of Section 49 of the Act, make such calls as the Board thinks fit upon the Members in respect of all monies unpaid on the shares held by them respectively (whether on account of nominal value of the shares or by way of premium), and not by the conditions of allotment thereof made payable at fixed times, and each Member shall pay the amount of every call so made on him to the persons and to the times and places appointed by the Board. 2) A call may be made payable by installments and shall be deemed to have been made when the resolution of the Board authorising such call was passed. 3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the Members whom owing to their residence at a distance or other cause, the Board may deem fairly entitled to such extension, but no Member shall be entitled to such extension save as a matter of grace and favour.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	14	<ul style="list-style-type: none"> <li>NOTICE OF CALL: No call shall exceed one-fourth of the nominal amount of a share or be made payable within one month from the date fixed for payment of the last preceding call. Not less than 28 (twenty-eight) days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>WHEN INTEREST ON CALLS PAYABLE : 1) If the sum payable in respect of any call or installment is not paid on or before the day appointed for payment thereof, the holder for the time being in respect of the share for which the call shall have been made or the</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		

		16	installment shall be due shall pay interest for the same at the rate of 12 (twelve) percent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate (if any) as the Board may determine. 2)The Board shall be at liberty to waive payment of any such interest either wholly or in part.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	17	<ul style="list-style-type: none"> <li>AMOUNTS DEEMED AS CALLS: 1) Any sum which by the terms of issue of shares becomes payable on allotment or at fixed date, whether on account of the nominal value of the shares or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. 2) In case of non-payment of any such sum, all the relevant provisions of the Articles as to payment of interest, expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. 3) Any money due from the Company to a Member may, with the consent of such Member, be applied by the Company in or towards payment of any money due from him to the Company for calls or otherwise.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	18	<ul style="list-style-type: none"> <li>1. EVIDENCE IN ACTIONS BY COMPANY AGAINST SHAREHOLDERS : On the trial or hearing of any action or suit brought by the Company against any shareholder or his representatives 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 as a holder, or one of the holders of the number of shares in respect of which 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 Board who made any call, nor that a quorum was present at the Board Meeting at which any call was made nor that it was duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt. 2. PAYMENT OF CAPITAL IN ADVANCE : 1) Subject to the provisions of Section 50 of the Act, the Company may, accept from any member, the whole or a part of the amount remaining unpaid on any shares held by him, even if no part of that amount has been called up. 2) A member of the Company shall not be entitled to any voting rights in respect of the amount paid by him under sub-section (1) until that amount has been called up. 3. REVOCATION OF CALLS : A call may be revoked or postponed at the discretion of the Board.</li> </ul>
			<b>Transfer of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	19	<ul style="list-style-type: none"> <li>1. APPLICATION FOR REGISTRATION OF TRANSFER: 1) Subject to the provisions of Section 56 of the Act, no transfer of share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of both the Transferor and the Transferee, has been delivered to the Company together with the certificates of the shares to which such transfer relates, or if no such certificate is in existence, the letter of allotment of the shares and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the shares. 2) The transferor shall be deemed to remain the Member in respect of such shares until the name of the transferee is entered in the register in respect thereof. 2. PROCEDURE FOR TRANSFER : An application for the registration of the transfer of a Share may be made either by the transferor or the transferee provided that where such application is</li> </ul>

			made by the transferor, no registration shall in the case of partly paid share, be effected unless the Company gives notice of application to the transferee in the manner prescribed by Section 56 of the Act and the transferee gives no objection to the transfer within two weeks from the date of receipt of the notice. 3. FORM OF TRANSFER : The instrument of transfer shall be in the form prescribed by the Act or by the Rules made thereunder
<input type="checkbox"/>	<input checked="" type="checkbox"/>	20	<ul style="list-style-type: none"> <li>• RESTRICTIONS REGARDING TRANSFER OF SHARES: 1) Subject to the provisions of Section 58 of the Act, the Directors may, after giving reasons for refusal, decline to register any proposed transfer of shares or transmission of shares whether or not the transferee is a Member of the Company. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. 2)The Board may refuse to register any transfer of shares upon which the Company has lien and in the case of shares not fully Paid Up may refuse to register a transfer of shares to a transferee of whom the Board does not approve.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	21	<ul style="list-style-type: none"> <li>• 1. NOTICE OF REFUSAL: If the Company refuses to register the transfer of any share or transmission of any share, the Company shall within thirty days from the date on which the instrument of transfer was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving information of the transmission, as the case may be. 2. NO TRANSFER IN FAVOUR OF A PERSON OF UNSOUND MIND: No transfer of shares shall be registered in favour of a person of unsound mind and no transfer of partly paid shares shall be registered in favour of a minor. 3. INSTRUMENT OF TRANSFER TO BE AT OFFICE: Every instrument of transfer together with documents and evidence mentioned in Article 19 shall be left at the Office for registration. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same. 4. FEE FOR REGISTRATION OF TRANSFER: The Company shall not charge any fee for: - (a) Registration of transfer of its share and debentures. (b) Sub-division and consolidation of shares and debentures certificates and for sub-division of letters of allotment and split, consolidation, renewal and pucca transfer receipts into denominations corresponding to the market units of trading. (c) Sub-division of renounceable letter of right. (d) Issue of new certificates in replacement of those which are old, decrepit or worn out or where the columns on the reverse for recording transfers have been fully utilized. (e) Registration of any power of attorney, probate, letters of administration or similar other documents. 5. TRANSMISSION OF REGISTERED SHARES: The executor or administrator or succession certificate holder of a deceased Member (not being one of several joint holders) shall be the only person recognized by the Company as having any title to the share registered in the name of such Member and in case of the death of any one or more of the joint holders of any registered share, the title to or interest in such share shall be determined in accordance with Article II 1 (3)(2). Before recognising any executor or administrator or succession certificate holder, the Board may require him to obtain a Grant of Probate or Letters of Administration or other legal representation as the case may be, from a competent court and having effect in the place where the Office is situated. Provided nevertheless that in any case where the</li> </ul>

			<p>Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of Probate or Letters of Administration or such other legal representation upon such terms as to indemnify or otherwise as the Board may consider adequate.</p> <p>6. TRANSFER OF SHARES OF INSANE, MINOR, DECEASED OR BANKRUPT MEMBERS: Any committee or guardian of a lunatic (which terms shall include one who is an idiot or non-compos mentis) or any person becoming entitled to or to transfer a share in consequence of the death or bankruptcy or insolvency of any Member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Board thinks sufficient, may, with the consent of the Board (which the Board shall not be bound to give), be registered as a Member in respect of such share or may subject to the regulations as to transfer hereinbefore contained, transfer such share. This Article is hereinafter referred to as "the Transmission Article".</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	22	<ul style="list-style-type: none"> <li>1. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: 2. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</li> </ul>
			<b>Transmission of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	23	<ul style="list-style-type: none"> <li>ELECTION UNDER THE TRANSMISSION ARTICLE : 1) If the person so becoming entitled under the Transmission Article shall elect to be registered as the holder of the Share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. 2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share. 3) The limitations, restrictions and provisions of the Articles relating to the right to transfer and the registration of instruments of transfer of a share, shall be applicable to any such notice or transfer as aforesaid, as if the death, lunacy, bankruptcy or insolvency of the Member had not occurred and the notice of transfer were a transfer signed by that Member.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	24	<ul style="list-style-type: none"> <li>RIGHTS OF PERSON ENTITLED TO SHARES BY TRANSMISSION ARTICLE : A person so becoming entitled under the Transmission Article to a share by reason of the death, lunacy, bankruptcy or insolvency of the holder shall, subject to the provisions of Article 52 (2) and other applicable provisions of the Act be entitled to the same dividends and other advantages as he would be entitled to if he was the registered holder of the share except that no such person shall before being registered as a Member in respect of the share, be entitled to exercise in respect thereof any right conferred by membership in relation to meetings of the Company. Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirement of the notice have been complied with.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>NOMINATION : 1) Every shareholder or debenture holder of the</li> </ul>



		25	<p>Company, may at any time, nominate, in the prescribed manner, a person to whom his shares in, or debentures of, the Company shall vest in the event of his death. 2) Where the shares in, or debentures of, the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company as the case may be, shall vest in the event of death of all the joint holders. 3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in or debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall, on the death of the shareholder or debenture holder or, as the case may be, on the death of the joint holders, become entitled to all the rights in such shares or debentures or, as the case may be the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. 4) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint in the prescribed manner, any person to become entitled to shares in or debentures of the Company, in the event of his death, during the minority.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	26	<ul style="list-style-type: none"> <li>TRANSMISSION OF SECURITIES BY NOMINEE : 1) A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (a) to be registered as holder of the share or debenture, as the case may be; or (b) to make such transfer of the share or debenture, as the case may be, as the deceased shareholder or debenture-holder, could have made; 2) If the nominee elects to be registered as holder of the share or debenture himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder as the case may be; 3) A nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the share or debenture except that he shall not, before being registered as a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	27	In case of a One Person Company—
			<b>Forfeiture of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	28	<ul style="list-style-type: none"> <li>NOTICE TO PAY CALL MAY BE GIVEN : If any member fails to pay any call or installment of a call, on or before, the day appointed for the payment of the same, the Board may, at any time thereafter during such time as the call or installment remains unpaid, serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued by reason of such nonpayment.</li> </ul>



<input type="checkbox"/>	<input checked="" type="checkbox"/>	29	<ul style="list-style-type: none"> <li>• FORM OF NOTICE : 1) The notice shall name a day (not being less than fourteen days from the date of service of the notice), and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the day so named and at the place appointed, the shares in respect of which call was made or installment is payable will be liable to be forfeited. 2) Neither a judgment in favour of the Company for calls or other monies due in respect of any shares 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 from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce a forfeiture of such shares as hereinafter provided.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	30	<ul style="list-style-type: none"> <li>• 1. IF NOTICE NOT COMPLIED WITH SHARES MAY BE FORFEITED: If the requisitions of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. 2. NOTICE AFTER FORFEITURE : When any share shall have been so forfeited, notice of the resolution and forfeiture shall be given to the member in whose name it stood, immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	31	<ul style="list-style-type: none"> <li>• 1. FORFEITED SHARE TO BECOME PROPERTY OF THE COMPANY: Any share so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot or otherwise dispose of the same in such manner as it thinks fit. 2. POWER TO ANNUL FORFEITURE : The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	32	<ul style="list-style-type: none"> <li>• LIABILITY ON FORFEITURE : A person whose share has been forfeited shall cease to be a member in respect of a forfeited share, but shall, notwithstanding such forfeiture, remain liable to pay, and shall forthwith pay to the Company all calls, or installments, interest and expenses, owing upon or in respect of such share, at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment at 12% p.a. and Board may enforce the payment thereof, or any part thereof, without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	33	<ul style="list-style-type: none"> <li>• EVIDENCE OF FORFEITURE : A duly verified declaration in writing that the declarant is a Director or Secretary of the Company, or an Officer duly authorised by the Board in this behalf and that certain shares in the Company have been duly forfeited on a date stated on the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposition thereof shall constitute a good title to such shares and the person</li> </ul>

			to whom any such share is sold shall be registered as the holder of such share and shall not be bound to see to the application of the purchase money, nor shall his title to such share be effected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	34	<ul style="list-style-type: none"> <li>1. APPLICATION OF FORFEITURE PROVISIONS : The provisions of Articles 28 to 33 hereof shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified. 2. SURRENDER OF SHARES : A Director may, subject to the provisions of the Act, accept a surrender of any Shares from or by any member desirous of surrendering them on such terms as they think fit.</li> </ul>
			<b>Alteration of capital</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	35	<ul style="list-style-type: none"> <li>INCREASE OF CAPITAL AND ISSUE OF FURTHER SHARES : The Company in General Meeting may, from time to time, increase its Capital by the creation of new shares of one or more classes and of such amount or amounts as may be deemed expedient.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	36	<ul style="list-style-type: none"> <li>1. POWER TO ISSUE SHARES AT A PREMIUM : The Company in General Meeting may determine that any shares (whether forming part of the original Capital or of any increased Capital of the Company) shall be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either issued at a premium or at par, as such General meeting shall determine and with full power to give any person (whether a member or not) the option to call for or be allotted shares of any class of any Company either at a premium or at par, such option being exercisable at such times and for such consideration as may be directed by such General meeting; and the Company in General Meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares. 2. NEW SHARES TO RANK EQUALLY WITH EXISTING SHARES : Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the then existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and installments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise. 3. INEQUALITY IN NUMBER OF NEW SHARES : If, owing to any inequality in the number of new shares to be issued, and the number of shares held by Members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares or any of them amongst the Members, such difficulty shall, in the absence of any direction in the resolution creating the shares by the Company in General Meeting, be determined by the Board.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1. CONSOLIDATION, SUBDIVISION AND CONVERSION AND CANCELLATION OF SHARES : Subject to the provisions of Section 61 of the Act and provisions of the Articles, the Company may, in a General Meeting, by an Ordinary Resolution alter the conditions of its Memorandum of Association of the Company as follows: (a) increase its authorised share capital by such amount as it thinks expedient; (b) Consolidate and divide its Share capital or any part thereof into Shares of larger amount than its existing Shares; (c)</li> </ul>

		37	<p>Sub-divide its Shares, or any of them into Shares of a smaller amount than fixed by the Memorandum, so however that in the sub-divisions, 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 Share from which the reduced Share is derived; (d) Convert all or any of its fully Paid Up Shares into stock and reconvert that stock into fully Paid Up Shares of any denominations; (e) Cancel any Shares which, at the date of the passing of the resolution, have not been taken nor agreed to be taken by any person, and diminish the amount of its Share capital by the amount of Shares so cancelled. A cancellation of Shares in pursuance of this sub-clause shall not be deemed to be reduction of Share capital within the meaning of the Act. 2. SUB-DIVISION OF SHARES : Subject to the provisions of Sections 43, 47 and 48 of the Act, the resolution whereby any share capital is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special right as regards dividend, repayment of capital, voting or otherwise. 3. CONSOLIDATION OF SHARES AND APPOINTMENT OF TRUSTEE(S) BY THE BOARD OF DIRECTORS : For the purpose of giving effect to any resolution for issue, consolidation or sub-division of shares, the Board of Directors may settle any difficulty which may arise in regard to fractional entitlement to shares as they think expedient, and, in particular, they may consolidate all fractional entitlements (ignoring any fraction remaining after such consolidation) and vest the consolidated shares in lieu thereof to any Director/ Trust/ Trustee(s) for the benefit of the shareholders having fractional entitlements with the express undertaking that the Director/ Trust/ Trustee(s) shall transfer the shares within such time and at such price and to such persons, as he/it/ they may deem fit and distribute the net sale proceeds (after deduction of applicable taxes and expenses) to the shareholders in proportion to their fractional entitlements. The Board of Director may, if it deems necessary, also approve of such other method in this behalf as it may, in its absolute discretion, deem fit. 4. SUB-DIVISION AND CONSOLIDATION OF SHARES: Notwithstanding anything contained in the Articles, the Board shall not accept applications for sub-division, consolidation of share certificates into denominations of less than the market lot of trading except when such a sub-division or consolidation be required to be made to comply with a statutory order or an order of a competent court of law or a request from a member to convert his holding of odd lots of shares into transferable market lots, subject to verification by the Company.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	38	<ul style="list-style-type: none"> <li>• REDUCTION OF CAPITAL : The Company may, from time to time, by special resolution, reduce its Capital and any Capital Redemption Reserve Account or Share Premium Account in any manner and with and subject to any authorisation and consent required by law.</li> </ul>
			<b>Capitalisation of profits</b>
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> <li>• The company in general meeting may, upon the recommendation of the Board, resolve—</li> <li>• that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and</li> <li>• that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been</li> </ul>

		39	<p>entitled thereto, if distributed by way of dividend and in the same proportions.</p> <ul style="list-style-type: none"> <li>• The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards —</li> <li>• paying up any amounts for the time being unpaid on any shares held by such members respectively;</li> <li>• paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</li> <li>• partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</li> <li>• A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;</li> <li>• The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	40	<ul style="list-style-type: none"> <li>• 1. Whenever such a resolution as aforesaid shall have been passed, the Board shall— a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and b. generally do all acts and things required to give effect thereto. 2. The Board shall have power— a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and b. 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 profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; 3. Any agreement made under such authority shall be effective and binding on such members</li> </ul>
			<b>Buy-back of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	41	<ul style="list-style-type: none"> <li>• POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES: The Company shall have the power to purchase/buy-back its own shares and/or other securities, subject to the limits and upon such terms and conditions and subject to such approvals as may be required under the applicable provisions of the Act and other provisions, rules, guidelines, regulations, byelaws and any amendment and modifications thereto.</li> </ul>
			<b>General meetings</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>• 1. ANNUAL GENERAL MEETING : The Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting in accordance with the provisions of Section 96 of the Act at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it. Any other meeting of the Company shall be called an "Extraordinary General Meeting. 2. EXTRAORDINARY GENERAL MEETING : The Board may whenever it deems fit, and shall at the requisition of the Members in accordance with Section 100 of the</li> </ul>

		42	Act, proceed to call an Extraordinary general meeting. In default of the board convening the same, the requisitionists may convene the same, as provided by Section 100 of the Act. Provided that unless the Board shall refuse in writing to permit the requisitionists to hold the said meeting at the Office, it shall be held at the Office. 3. CIRCULATION OF MEMBERS' RESOLUTION : Subject to the provisions of Section 111 of the Act, the Company shall give notice of any resolution and circulate any statements to members, on the written requisition of members.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	43	<ul style="list-style-type: none"> <li>1. NOTICE OF MEETING : 1) Save as provided in sub-section (1) of Section 101 of the Act, a General Meeting of the Company may be convened by giving not less than clear 21 (twenty one) days' notice in writing or through electronic mode, specifying the place, the day and the hour of the meeting and in case of special business the nature of such business shall be given to the Members and others as provided under Section 102 (1) of the Act. 2) Where by any provisions of the Act, a special notice is required of any resolution, a notice of the intention to move such resolution, shall be given to the Company not less than 14 (fourteen) days before the meeting at which it is to be moved, subject to the provisions of Section 115 of the Act. 3) The accidental omission to give any such notice to or its non-receipt by any Member or other person to whom it should be given, shall not invalidate the proceedings of the meeting. 2. BUSINESS OF MEETINGS : The ordinary business of an Annual General Meeting as provided under Section 102 (2) of the Act shall be to consider the financial statements and the Reports of the Directors and the Auditors, to declare dividends, to appoint Directors in the place of those retiring, and to appoint Auditors and fix their remuneration. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed to be special business.</li> </ul>
			<b><i>Proceedings at general meetings</i></b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	44	<ul style="list-style-type: none"> <li>1. QUORUM : No business shall be transacted in any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 5 (five) members present in person shall constitute a quorum. A body corporate being a member shall be deemed to be personally present if it is represented by a duly authorised representative appointed in accordance with Section 113 of the Act or a validly executed Power of Attorney. 2. MEETING TO BE DISSOLVED IF QUORUM NOT PRESENT : If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members shall be dissolved, but in any other case it shall stand adjourned in accordance with the provisions of Sub-section (2) and (3) of Section 103 of the Act. 3. PASSING OF RESOLUTION AT GENERAL MEETING: Any Act or resolution which under the provisions of the Act is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently so done or passed by the votes cast whether on show of hands, or electronically or on a poll, as the case may be if effected by an ordinary resolution as defined in Section 114(1) of the Act unless either the Act or the Articles specifically require such Act to be done or resolution passed by a special resolution as defined in Section 114(2) of the Act.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>CHAIRMAN OF THE MEETING : The Chairman of the Board shall be entitled to take the chair at every General Meeting. If there is no</li> </ul>

		45	such Chairman or if at any Meeting he is not present within 15 (fifteen) minutes of the time appointed for holding such meeting or if the Chairman is unwilling to preside over the meeting, the Board shall be entitled to appoint any Director of the Company as the chairman of such meeting. If no Director is present, or if all the Directors present decline to take the chair then the members present shall, on show of hands or on a poll if properly demanded, elect one of their number, being a Member entitled to vote, to be Chairman of the meeting
<input type="checkbox"/>	<input checked="" type="checkbox"/>	46	<ul style="list-style-type: none"> <li>1. HOW QUESTIONS TO BE DECIDED AT MEETINGS : Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, by way of a poll. 2. EVIDENCE OF THE PASSING OF RESOLUTION : At any General Meeting, unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the provisions of Section 109 of the Act, a declaration by the Chairman that the resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of the votes cast in favour of, or against the resolution.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	47	<ul style="list-style-type: none"> <li>1. DEMAND FOR POLL : 1) Before or after the declaration of the result of the voting of any resolution on show of hands, a poll may be ordered to be taken by the Chairman of the Meeting: (a) On his own motion; or (b) On demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not having not less than 10% of the total voting power or holding shares on which an aggregate sum of not less than INR 5,00,000 (Indian Rupees Five Lakh) or such higher amount as may be prescribed as per Section 109 of the Act. 2) The demand for poll may be withdrawn at any time by the person or persons who make the demand. 2. POLL TO BE TAKEN FORTHWITH : 1) If a poll be demanded on a question of adjournment or election of a Chairman, the poll shall be taken forthwith. A poll demanded on any other question shall be taken at such time, not being later than 48 (fortyeight) hours from the time when the demand was made, and in such manner and at such place as the Chairman of the meeting may direct. 2) The demand of a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which a poll has been demanded. 3) Where a poll is to be taken, the Chairman of the meeting shall appoint such number of scrutinizers as he deems necessary, to scrutinize the votes given on the poll and to report thereon to him in a manner as prescribed under the Companies (Management and Administration) Rules, 2014. The Chairman shall have the power to regularize the manner in which the poll shall be taken. The Chairman shall have the power at any time before the result of the poll is declared, to remove a scrutinizer from office and fill the vacancy in the office of the scrutinizer arising from such removal or from any other cause.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	48	In case of a One Person Company—
			<b>Adjournment of meeting</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1. POWERS TO ADJOURN MEETING 1) The Chairman of a General Meeting may, with the consent of the General Meeting, adjourn the</li> </ul>



		49	<p>same, from time to time and 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. 2) Pursuant to provisions of Section 103(2) of the Act, in case of an adjourned meeting or of a change of day, time or place of meeting, the company shall give not less than 3 (three) days' notice to the members, either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language), which is in circulation at the place where the Office is situated. 2. RESOLUTION PASSED AT THE ADJOURNED MEETINGS Where a resolution is passed at an adjourned meeting of the Company of the holders of any class of shares in the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was, in fact, passed and shall not be deemed to have been passed on any earlier date.</p>
			<b>Voting rights</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	50	<ul style="list-style-type: none"> <li>1) On a show of hands every Member present in person and being a holder of equity shares and as a duly authorised representative of a body corporate, being a holder of an equity share shall have one vote in respect of every resolution or question placed before the meeting. 2) On a poll, the voting rights of a holder of an equity share shall be as specified in Section 47 of the Act, subject to the provisions of Section 50 of the Act. 3) The Board may at its discretion provide the option and facility for members to vote electronically in terms of and in accordance with provisions of Section 108 of the Act and Companies (Management and Administration) Rules, 2014. In such an event, a member may exercise his vote at a meeting by electronic means and shall vote only once.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	51	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	52	<ul style="list-style-type: none"> <li>1. REPRESENTATION OF MEMBER COMPANIES : Any Company or body corporate which is a Member of the Company, shall be entitled, through a resolution of its Board of Directors or other governing body or a validly executed Power of Attorney, to authorise such person as it thinks fit to act as its representative at any meeting of the Company. A duly authorised representative of a Company as aforesaid shall be entitled to exercise the same rights and powers, including the right to vote by proxy, which such Company or body corporate could exercise if it were an individual Member, creditor or holder of debentures of the Company. 2. VOTES IN RESPECT OF DECEASED MEMBER : If any member is a lunatic, idiot or non compos mentis, he may vote whether on a show of hands or at a poll by his committee, curator bonis or other legal curator and such last mentioned person may be given their votes by proxy provided that 48 (forty-eight) hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which any such person proposes to vote, he shall satisfy the Board of his right under the Transmission Article to the share in respect of which he proposes to exercise his right to vote at such meeting in respect thereof. 3. VOTES ON A POLL : On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes in the same way.</li> </ul>

<input type="checkbox"/>	<input checked="" type="checkbox"/>	53	<ul style="list-style-type: none"> <li>A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	54	Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	55	<ul style="list-style-type: none"> <li>RESTRICTIONS AS TO VOTING RIGHTS : No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	56	<ul style="list-style-type: none"> <li>ADMISSION OR REJECTION OF VOTES : 1) Any objection as to the admission or rejection of a vote at a meeting, either, on a show of hands, or, on a poll made in due time, shall be referred to the Chairman who shall forthwith determine the same, and such determination made in good faith shall be final and conclusive. 2) No objection shall be raised as to the validity of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.</li> </ul>
			<b>Proxy</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	57	<ul style="list-style-type: none"> <li>INSTRUMENT APPOINTING A PROXY TO BE IN WRITING : 1) Subject to the provisions of Section 105 of the Act, the instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney, duly authorised in writing or if such appointer is a body corporate, under its Common Seal or the hand of its officer or Attorney duly authorised. A proxy shall be valid only for the meeting to which it relates, and it cannot be used for more than one meeting and any adjournment thereof. 2) A person may be appointed by proxy though he is not a Member of the Company and every notice convening a meeting of the Company shall state this and that a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. 3) A person appointed as proxy shall act on behalf of members not exceeding fifty and such number of shares as may be prescribed under the Companies (Management and Administration) Rules, 2014. Provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	58	<ul style="list-style-type: none"> <li>INSTRUMENT APPOINTING A PROXY TO BE DEPOSITED : The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, of a notarial certified copy of that power of authority, shall be deposited at the Office not less than 48 (forty-eight) hours before the time for holding the meeting at which the person named in the instrument purports to vote in respect thereof or, in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1. VOTE BY PROXY VALID NOTWITHSTANDING REVOCATION OF</li> </ul>



		59	<p>AUTHORITY : A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the Instrument, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the shares shall have been received by Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used. Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked. 2. PROXY TO BE RETAINED : Every instrument appointing a proxy shall be retained by the Company and shall, as nearly as circumstances admit, shall be in any of the form set out in Form No. MGT 11 of the Companies (Management and Administration) Rules, 2014.</p>
			<b>Board of Directors</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	60	<ul style="list-style-type: none"> <li>1. NUMBER OF DIRECTORS : The Company shall have not less than 2 (two) and not more than 15 (fifteen) Directors, until otherwise determined by a General Meeting and subject to Section 149 of the Act, provided that the Company may appoint more than 15 (fifteen) Directors after passing a Special Resolution. 2. NOMINEE DIRECTORS : 1) Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain due by the Company to the Finance Corporation or Credit Corporation or to any other financing Company or Body out of any loans granted by them to the Company or so long as they continue to hold debentures in the Company, as a result of underwriting or direct subscription or private placement, or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation may be granted a right to appoint from time to time, any person or persons as a Director or Directors, whole-time or non-whole time, (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 or persons so appointed and to appoint any person or persons in his or their place/s. 2) The Board of Directors shall not have the power to remove any such person from office of the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company and shall also not be liable to retirement by rotation. Subject to the aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges as the other Directors. 3) The Nominee Director(s) so appointed shall hold the said office, only so long as any moneys remain due by the Company to the Corporation or so long as the Corporation holds debentures in the company as a result of underwriting or direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any guarantee is outstanding and the Nominee Director/s so appointed in the exercise of the said power shall ipso facto vacate such office immediately on the moneys due by the Company to the Corporation being paid off or of the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Corporation. 4) The Nominee Director(s)</li> </ul>

			<p>appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and Meetings of the Committee of which the Nominee Director(s) is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. 5) The Company shall pay to the Nominee Director(s) sitting fees and expenses which the other Directors of the Company are entitled, but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s) in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director(s). 6) Provided that if any such Nominee Director(s) is an officer of the Corporation, the sitting fees, in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. 7) Provided also that in the event of the Nominee Director/s being appointed as whole-time Director/s such Nominee Director/s shall exercise such powers and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a whole-time Director, in the management of the affairs of the Company. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the Corporation.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	61	<ul style="list-style-type: none"> <li>• APPOINTED DIRECTORS: The following shall be the first Directors of the Company: - 1. Mr. Vipin Raheja ; 2. Mr. Navin Raheja ; 3. Mr. Om Prakash Raheja</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	62	<ul style="list-style-type: none"> <li>• 1. DIRECTOR'S FEES ETC.: Each Director, other than Managing Director or Whole-time Director, may be entitled to receive out of the funds of the Company, for his services in attending meetings of the Board or a Committee thereof, a fee not exceeding such sum as may be prescribed by the Central Government from time to time, as may be fixed by the Board for each such meeting of the Board or Committee thereof attended by him. In addition to this, the Directors may, subject to the provisions of the Act, allow and pay to any Director who is not a resident of the place, where the Office is situated or where the meeting of the Board is ordinarily held and who shall come to such place for the purpose of attending a meeting of the Board or a Committee thereof, such sum as the Directors may consider reasonable for traveling, hotel and other expenses. 2. REMUNERATION FOR EXTRA SERVICE: If the Director, shall be called upon to perform extra services or to make any special exertions or efforts, which expressions shall include work done as a Member of a Committee of the Board, the Board may, subject to the provisions of Sections 197, 188 of the Act, remunerate the Director so doing, either by a fixed sum or otherwise, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>• 1. BOARD MAY ACT NOTWITHSTANDING VACANCY: The continuing Directors may act, notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by the Articles as the necessary quorum of Directors, the continuing Directors shall not act except for the purpose of increasing the</li> </ul>

number of Directors or for summoning a General Meeting, but so that if their number falls below the minimum above fixed, the continuing Directors, shall not otherwise act so long as their number is below the minimum. 2. VACATION OF OFFICE: 1) The office of the Director shall become vacant in the events, under the circumstances and at the time mentioned in Section 167 of the Act. 2) A Director may, at any time, resign as a Director of the Company by complying with the requirements of Section 168 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and such Director's office shall fall vacant on the date on which such notice is received by the Company, or the date if any specified in the notice, whichever is later. 3. HOLDING OF OFFICE BY CERTAIN PERSONS: No Director or other person referred to in Section 188 of the Act, shall be appointed to or hold any office or place of profit under the Company or under any subsidiary of the Company except in accordance with the provisions of Section 188 of the Act. 4. DISCLOSURE OF DIRECTOR'S INTEREST: 1) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors, in the manner provided in Section 184(1) of the Act. 2(a) In the case of a proposed contract or arrangement, the disclosure required to be made by a Director under clause (1), shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he be so concerned or interested. 2(b) In case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement. 3(a) For the purpose of clauses (1) and (2) a general notice given to the Board by a Director to the effect that he is a Director or a member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notices, entered with that body corporate or firm, shall be deemed to be disclosure of concern or interest in relation to any contract or arrangement so made. 3(b) Any such general notice, shall expire at the end of the Financial Year in which it is given, but may be renewed for further period of one Financial Year at a time by a fresh notice given in the first month of Financial Year in which it would otherwise expire. 3(c) No such general notice, and no renewal thereof, shall be of effect unless either it is given at a meeting of the Board, or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given. 3(d) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into – (i) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or (ii) with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall subject to the provisions of Section 184(2) of the Act, disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting. 3(e) For the purpose of clause (3)(d), any director

		<p>who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested. 4. Every Director shall comply with the provisions of Section 184 of the Act in regard to disclosure of his concern or interest in any contract or arrangement entered into or to be entered into by the Company.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>64</p> <ul style="list-style-type: none"> <li>1. CONTRACT BETWEEN THE DIRECTORS AND THE COMPANY: Subject to the compliance with the provisions of Sections 184, 188 (if and to the extent applicable) and 189 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, and save as therein provided, no Director shall be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the company nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director, or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private company of which such Director is a member or Director, 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 any such contract or arrangement by reason of such Director holding office or of the fiduciary relation thereby established. 2. INTERESTED DIRECTOR NOT TO VOTE: 1) Save as permitted by Section 184 of the Act or any other applicable provisions of the Act, no Director shall, as a Director, take any part in the discussion of, or vote on any contract or arrangement in which he is in any way whether directly or indirectly concerned or interested, nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote. 2) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time. 3. APPOINTMENT OF DIRECTORS TO BE VOTED ON INDIVIDUALLY: Save as permitted by Section 162 of the Act and the Rules in connection thereto, every resolution of a General Meeting for the appointment of a Director, shall relate to one named individual only. 4. POWER TO REMOVE DIRECTOR: The company may remove any director before the expiration of his period of office, in accordance with the provisions of Section 169 of the Act, and may subject to the provisions of that Section and Article 65 of the Articles, appoint another person in his stead. A Director so removed shall not be re-appointed as a Director by the Board of Directors. 5. APPOINTMENT OF ADDITIONAL DIRECTOR: The Board shall have the power, from time to time, to appoint one or more persons, other than a person who fails to get appointed as a director in a General Meeting, as an additional Director on the Board. However, the total number of Directors shall not at any time exceed the number as fixed under Article 60 (1) of the Articles. 6. FILLING OF CASUAL VACANCIES: The Board shall have the power to fill any casual vacancy occurring in the office of a Director who has vacated his office before his term of office would expire in the normal course. Any person so appointed shall hold office only up to the date on which the Director in whose place he is appointed would have held office if it had not been vacated by him. Provided that the Board shall not fill such casual vacancy by appointing thereto any person who has been removed from the office of</li> </ul>

			<p>Director under Article 63 (2). 7. APPOINTMENT OF ALTERNATIVE DIRECTOR: The Board of Directors of the Company may, subject to the provisions of Section 161(2) of the Act, appoint an alternate Director to act for a Director (hereinafter called the original Director) during his absence, for a period of not less than 3 (three) months from India and who whilst he holds office as an alternative Director, shall be entitled to notice of meeting of the Directors and to attend and vote there accordingly. An alternative Director appointed under this Article shall not hold office as such for a period longer than that permissible to the original Director, in whose place he has been appointed and shall vacate office if and when the original Director returns to India. If the term of office of the original Director is determined before he so returns to India, any provision in the Act or in the Articles, for the automatic reappointment of retiring Directors, in default of another appointment shall apply to the original Director and to the alternate Director.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	65	<ul style="list-style-type: none"> <li>NOTICE OF CANDIDATURE FOR OFFICE OF DIRECTOR: 1) A person, who is not a retiring Director in terms of Section 152, shall subject to the provisions of the Act and the Rules effected thereon, be eligible for appointment for the office of a Director at any General Meeting, if he or some member intending to propose him has, not less than 14 (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 a Director or the intention of such a member to propose him as a candidate for that office, as the case may be along with a deposit of INR 1,00,000 (Indian Rupees One Lakh) or such higher amount as may be prescribed under the Section 160 and rules framed thereunder, 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 (twenty-five) per cent of total valid votes cast either on show of hands or on poll on such resolution. 2) Every Person (other than a person who has left at the Office of the company a notice under sub-clause (1) of this Article signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director, shall sign, and file with the Company, his consent in writing to act as a Director if appointed. 3) A person shall not act as a Director of the Company unless he has within 30 (thirty) days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	66	<ul style="list-style-type: none"> <li>REGISTER OF DIRECTORS ETC.: The company shall keep at its Office a register containing the particulars of its Directors, Managers, and other persons mentioned in Section 170 of the Act and shall send to the Registrar a return containing the particulars specified in the said section and shall otherwise comply with the provisions of the said section in all respects.</li> </ul>
			<b><i>Proceedings of the Board</i></b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1. MEETING OF DIRECTORS: 1) A minimum number of 4 (four) meetings of the Board of Directors shall be held every Financial Year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between two consecutive meetings of the Board. The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the Directors and of recording</li> </ul>

		67	and storing the proceedings of such meetings along with date and time. Provided that the matters set out in Rule 4 of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall not be dealt with in a meeting through video conferencing or other audio visual means. 2) A meeting of the Board shall be called by giving not less than 7 (seven) days notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. Every notice of a meeting shall contain a statement of the business to be transacted thereat. 3) The Company shall hold the meeting of the Board in the months of October and April respectively to adopt resolutions approving the financial accounts every six months. 2. CONVENING OF MEETING: Any Director may, at any time, and the secretary shall, upon the request of any Director and with the consent of the Chairman of the Board convene a meeting of the Board.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	68	<ul style="list-style-type: none"> <li>CHAIRMAN AND VICE-CHAIRMAN: The Board of Directors may appoint one of their members to be the Chairman of the Board and anyone of their members to be the Vice-Chairman of the Board and determine the period for which each is to hold office, and such member may be a part time Non-Executive Director or a Whole-time Managing/ Executive Director of the Company. If no Chairman is appointed or if at any meeting of the Board the Chairman be not present within 15 (fifteen) minutes after the time appointed for holding the same, the Vice-Chairman, if present, shall be entitled to be the Chairman of such meeting or in the absence of the Vice-Chairman the Directors present shall choose one of their member to be chairman of such meeting.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	69	<ul style="list-style-type: none"> <li>QUORUM: 1) Subject to Section 174 of the Act, the quorum for meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose positions may be vacant at the time and any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher, provided where at any time the number of interested Directors at any meeting exceeds or is equal to 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 quorum during such time. 2) The participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this Article. 3) For the purpose of clause (1), "Interested Directors" means any Director whose presence cannot be by reason of Article 64 (2) hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote on any matter. 4) Every Director of the Company shall attend at least one board meeting during the Financial Year.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	70	<ul style="list-style-type: none"> <li>POWERS OF BOARD AT WHICH QUORUM IS PRESENT: Subject to the provisions as aforesaid, a meeting of the Board at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Articles or the Act are for the time being vested in or exercisable by the Board.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>POWER TO APPOINT COMMITTEE: The Board may, subject to the provisions of the Act, from time to time and at any time, delegate any of its powers to a committee consisting of Directors, as it thinks</li> </ul>



		71	fit and may, from time to time, revoke such delegation. Any committee so formed shall, in exercise of the powers so delegated confirm to any regulations that may from time to time be imposed upon it by the Board.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	72	<ul style="list-style-type: none"> <li>• PROCEEDINGS OF COMMITTEES: The meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board in so far as the same are applicable thereto: and are not superseded by any regulations made by the Board under the last proceedings Article.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	73	<ul style="list-style-type: none"> <li>• ACTS OF A DIRECTOR VALID NOTWITHSTANDING DEFECTIVE APPOINTMENT: Acts done by a person as a Director shall be valid notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions contained in the Act or in the Articles. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the company to be invalid or to have terminated.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	74	<ul style="list-style-type: none"> <li>• 1. RESOLUTION BY CIRCULATION: 1) A resolution passed by circulation without a meeting of the Board or Committee of the Board shall, subject to the provisions of Clause (2) hereof, Section 175 of the Act and the Companies (Meetings of Board and Its Powers) Rules, 2014, be as valid and effectual as a resolution duly passed at a meeting of the Directors or of a Committee duly called and held. 2) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee at their addresses registered with the Company in India by hand delivery or post or by courier, or through electronic means and has been approved by majority of the Directors or members as are entitled to vote on the resolution. Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board. 2. MINUTES OF MEETINGS: 1) The Board shall in accordance with provisions of the Act, cause minutes to be kept of every General Meeting of the Company and of every meeting of the Board and of every committee of the Board within 30 (thirty) days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered. 2) Any such minutes of any meeting of the Board or of any committee of the Board or of the company in General Meeting, kept in accordance with the provisions of the Act, shall be evidence of the matters stated in such minutes. The minute books of general meetings of the Company shall be kept at the office and shall be open to inspection by members during the hours of 11 A.M to 1 P.M. on such business days as the Act requires them to be kept open for inspection.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>• 1. GENERAL POWERS OF COMPANY VESTED IN THE BOARD: Subject to the provisions of the Act, the control of the company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the company is authorized to exercise and do. Provided that the Board shall not</li> </ul>

		75	<p>exercise any power or do any Act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum of Association of the Company or by the Articles or otherwise, to be exercised or done by the company in General Meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provision in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in the Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulation made by the company in general meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. 2. RESTRICTIONS AS TO POWERS OF THE BOARD: Subject to the provisions of Section 180 of the Act and rules framed thereunder, the Board of Directors shall exercise the following powers only if authorised by a special resolution passed at a General Meeting.: (a) to sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking of the whole, or substantially the whole of any such undertaking; (b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation. (c) remit, or give time for the repayment of, any debt due by a director except due in ordinary course of business; (d) borrow money where the moneys to be borrowed, together with the monies already borrowed by the company, (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of the Paid Up capital of the company and its free reserves (that is, any reserves not set apart for any specific purposes) and securities premium.</p>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	76	<p>i. In case of a One Person Company—  ii. 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;  iii. such minutes book shall be signed and dated by the director;  iv. the resolution shall become effective from the date of signing such minutes by the director.</p>
			<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	77	<ul style="list-style-type: none"> <li>1. POWER TO APPOINT MANAGING DIRECTOR: Subject to the provisions of Sections 203, and 196 of the Act, the Board may, from time to time, appoint one or more Directors to be the Managing Director or Managing Directors or Whole-time Directors of the company, for a term not exceeding five (5) years at a time and may, from time to time remove or dismiss him or them from office and appoint another or others in his place or their places. 2. VACATION OF OFFICE BY MANAGING/ WHOLE-TIME DIRECTOR: Subject to the provisions of Section 152 of the Act, a Managing Director/ Whole-time Director shall not while he continues to hold that office, be subject to retirement by rotation, but (subject to the provisions of any contract between him and the company) he shall be subject to the same provisions as to resignation and removal, as the other Directors, and he shall, ipso facto and immediately cease to be Managing Director or Whole-time Director if he ceases to hold the office of Director for any cause. 3. REMUNERATION OF MANAGING DIRECTOR/ WHOLE-TIME DIRECTORS: Remuneration of a Managing Director or Whole-time Directors or key managerial personnel or</li> </ul>



			<p>Senior Management of the Company, may be decided by the Board, subject to the relevant provisions of Section 197 of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and these Articles to the extent applicable. 4. POWERS OF MANAGING DIRECTOR/ WHOLE-TIME DIRECTORS: Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 179 thereof, the Board may, from time to time, entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Board as it may think fit and may confer such power for such time, and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as it thinks fit; and the Board may confer such powers either collaterally with or to the exclusion of, and in substitution for all or any of the powers of the Board on that behalf, and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	78	<ul style="list-style-type: none"> <li>• SECRETARY: The Directors shall, from time to time, appoint, and at their discretion remove, an individual possessing the qualification prescribed by the Act as Secretary of the company, who shall perform such functions as prescribed in Section 205 of the Act, or which by the Act or the Articles are to be performed by the Secretary, and shall perform such other ministerial and administrative duties which may be assigned by the Directors.</li> </ul>
			<b><i>The Seal</i></b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	79	<ul style="list-style-type: none"> <li>• THE SEAL, CUSTODY AND USE: 1) The Board of Directors shall provide a Seal for the purposes of the company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Directors shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by the authority of Directors or a committee of the Directors previously given. 2) Every deed or other instrument to which the Seal of the company is required to be affixed, shall, unless the same is executed by duly constituted attorney of the company, be signed by two Directors or one Director and the Secretary except as otherwise required under any specific Rules in which case the Seal shall be affixed in the manner so provided under the relevant Rules.</li> </ul>
			<b><i>Dividends and Reserve</i></b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	80	<ul style="list-style-type: none"> <li>• 1. DIVISION OF PROFITS: Subject to the rights of members entitled to shares with preferential rights attached thereto, the profits of the company shall be divisible amongst the members in proportion to the amount of capital Paid Up or credit as Paid Up with respect to the shares held by them. The amount paid up in advance of calls on any share shall not, however, carry a right to dividend or to participate in profits. 2. DECLARATION OF DIVIDENDS: The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may; subject to the provisions of Section 123 of the Act, fix the time for payment. 3. LIMITATIONS AS TO AMOUNT OF DIVIDENDS: No larger dividend shall be declared than that recommended by the Board, but the Company in General Meeting may declare a smaller dividend.</li> </ul>

<input type="checkbox"/>	<input checked="" type="checkbox"/>	81	<ul style="list-style-type: none"> <li>DIVIDEND TO BE PAID OUT OF PROFIT: Subject to the provisions of Section 123 of the Act and relevant rules thereunder, no dividend shall be payable except out of the profits of the company (after providing for depreciation in accordance with the provisions) or out of moneys provided by the Central or State Government for the payment of the dividend in pursuance of any guarantee given by such government and no dividend shall carry interest against the Company. 2. DECLARATION BY BOARD TO BE CONCLUSIVE: The declaration of the Board as to the amount of the net profits of the Company shall be conclusive</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	82	<ul style="list-style-type: none"> <li>INTERIM DIVIDENDS: The Board may, from time to time, pursuant to the provisions of Section 123(3) pay to the members such interim dividends as appears to the Board to be justified by the profits of the Company.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	83	<ul style="list-style-type: none"> <li>1. CERTAIN MEMBERS DEBTS MAY BE DEDUCTED FROM DIVIDENDS: The Board may deduct from any dividend payable to any members all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. 2. DIVIDEND AND CALL BE MADE TOGETHER: 1) Any General Meeting declaring a dividend may make a call on members of such amount 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 made payable at the same time as the dividend and the dividend may be set off against the call. 2) The Board may retain dividends payable on shares in respect of which any person is entitled under these Articles to become a member or to transfer the shares, until such person shall become a member in respect of such shares or shall duly transfer the same. 3. DIVIDEND TO BE PAID IN CASH: No dividend shall be payable except in cash. However, the Company shall be authorized to capitalize its profits or reserves of the Company for the purpose of issuing fully Paid Up bonus shares or paying up an amount for the time being unpaid on the shares held by the members of the Company in terms of the provisions of the Act.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	84	<ul style="list-style-type: none"> <li>EFFECT OF TRANSFER OF SHARES ON DIVIDENDS: A transfer of shares shall not pass the rights to any dividend declared thereon before the registration of the transfer by the Company.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	85	<ul style="list-style-type: none"> <li>TO WHOM DIVIDENDS PAYABLE: No dividend shall be paid in respect of any share except to the registered holder of such share or to his order or to his bankers but nothing contained in this Article shall be deemed to require the bankers of a registered shareholders to make a separate application to the company for the payment of the dividend. Nothing in this Article shall be deemed to affect in any manner the operation of Article 86.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	86	<ul style="list-style-type: none"> <li>RECEIPTS BY JOINT HOLDERS: Anyone of several persons who are registered as the joint holders of any share may give effectual receipts for all dividends, bonuses and other payments in respect of such share.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>DIVIDENDS MAY BE PAID BY CHEQUE OR WARRANT: Unless otherwise provided in accordance with Section 123 of the Act, any dividend, interest or other moneys payable in cash in respect of share may be paid by cheque or in any electronic mode or warrant sent through the post to the registered address of the holder or, in</li> </ul>

		87	case of joint holders, to the registered address of that one of the joint-holders who is first named in the register in respect of the joint holding or to such persons and such address as the holder or joint-holders as the case may be, may direct, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	88	<ul style="list-style-type: none"> <li>EXCEPTIONS FOR PAYMENT OF DIVIDEND AND UNCLAIMED DIVIDENDS: 1) The Company shall pay the dividend or send the warrant in respect thereof to the shareholders entitled to the payment of the dividend, within 30 (Thirty) days from the date of declaration of the dividend except: (a) Where the dividend could not be paid by reason of the operation of any law; or (b) Where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or (c) Where there is a dispute regarding the right to receive the dividend; or (d) Where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholders; or (e) Where, for any other reason, the failure to pay the dividend, or to post the warrant or make payment through electronic mode within the period aforesaid was not due to any default on the part of the Company. 2) No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with all the provisions of Section 124 and 125 of the Act in respect of any unclaimed or unpaid dividends.</li> </ul>
			<b>Accounts</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1. BOOKS OF ACCOUNT TO BE KEPT: The Board shall cause to be kept of the proper books of account in accordance with Section 128 of the Act, with respect to: (a) all sums of money receipt and expended by the company and the matters in respect of which the receipt and expenditure takes place; (b) all sales and purchases of goods by the Company; (c) the assets and liabilities of the Company; and (d) the items of cost as may be prescribed under section 148 in the case of a company which belongs to any class of companies specified under that section. 2. FORM AND CONTENTS OF BALANCE SHEET AND PROFIT AND LOSS ACCOUNT.: Every Financial Statement of the Company ,shall give a true and fair view of the state of affairs of the Company as at the end of the Financial Year, and shall, subject to the provisions of Section 133 of the Act and Companies (Accounts) Rules, 2014, be in the applicable form set out in Schedule III as amended from time to time. Provided that the items contained in such Financial Statements shall be in accordance with the Accounting Standards. 3. WHERE TO BE KEPT: 1) The books of account shall be kept at the office or at such other place in India as the Board may decide and when the Board so decides, the Company shall, within 7 (seven) days of the decision, file with the Registrar a notice in writing giving the full address of that other places. 2) The books of account of the Company, together with the vouchers relevant to any entry in such books of account relating to a period of not less than 8 (eight) Financial Years immediately preceding the Financial Year shall be preserved in good order. 4. BALANCE SHEET AND PROFIT &amp; LOSS ACCOUNT: At every Annual General Meeting the Board shall lay before the company a Balance Sheet and Profit &amp; Loss Account made in accordance with the provisions of Section 129 of the Act and such Balance Sheet and Profit &amp; Loss Account shall comply with the requirements of Sections 129 and 134 of the Act and of Schedule III of the Act so far as they are applicable to the Company, but, save as</li> </ul>

aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company that it may deem expedient. 5. ANNUAL REPORT OF DIRECTORS: There shall be attached to every Balance Sheet laid before the Company a report by the Board complying with Section 134 of the Act. 6. COPIES TO BE SENT TO MEMBERS AND OTHERS: A copy of every Balance Sheet (including the Profit & Loss Account, the Auditors Report and every document required by the law to be annexed or attached or to the Balance Sheet, including the consolidated financial statement) shall, as provided by Section 136 of the Act, not less than 21 (twenty one) days before the meeting be sent to every such Member, to every trustee for the debenture holder of any debentures issued by the Company and other person to whom the same is required to be sent by the said Section. 7. COPIES OF BALANCE SHEET ETC., TO BE FILED: The Company shall comply with Section 137 of the Act as to filing copies of the Balance Sheet and Profit & Loss Account and documents required to be annexed or attached thereto with the Registrar. 8. ACCOUNTS TO BE AUDITED ANNUALLY: At least once in every year the books of account of the Company shall be examined by one or more Auditors. 9. APPOINTMENT AND REMUNERATION OF AUDITORS: The Company shall, at an Annual General Meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting. The eligibility, qualifications, disqualifications, powers, appointment, remuneration, rights, duties and removal of the Auditor or Auditors shall be regulated by Sections 139, 143, 144 and other applicable provisions of the Act and Companies (Audit and Auditors) Rules, 2014. 10. AUDIT OF ACCOUNTS OF BRANCH OFFICE OF THE COMPANY: Where the company has a branch office, the provision of Section 143(8) of the Act shall apply. 11. RIGHT OF AUDITOR TO ATTEND GENERAL MEETING: All notices of and other communications relating to any General Meeting of the Company which any member of the company is entitled to have sent to him shall also be forwarded to the Auditors of the Company, 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 or the business which concerns him as Auditor. 12. AUDITOR'S REPORT: The Auditor's Report separate, special or supplementary report, if any, shall be read before the Company in General Meeting and shall be open to inspection by any Member of the Company. 13. WHEN ACCOUNTS TO BE DEEMED FINALLY SETTLED: Every Balance Sheet and Profit & Loss Account of the Company, when audited and adopted by the Company in General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Wherever such error is discovered within that period, the accounts shall forthwith be corrected and henceforth shall subject to the approval of the Company in General Meeting be conclusive.

#### ***Winding up***

- 1. WINDING UP: If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the Paid Up capital, such assets shall be distributed so that nearly as possible the losses shall be borne by the Member in proportion to the capital Paid Up or which ought to have been Paid Up at the commencement of the winding up on the shares held by them. And if in a winding up, the assets

		90	<p>available for distribution among the members shall be more than sufficient to repay the whole of the capital Paid Up on the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital Paid Up or which ought to have been Paid Up at the commencement of the winding up Paid Up on the shares held by them respectively. But this Article is without prejudice to the rights of the holders of shares issued upon special terms and conditions. 2. DISTRIBUTION OF ASSETS IN SPECIE: Subject to the applicable law, if the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution, divide among the contributors, in specie or kind, any part of the assets of the Company and may, with the like sanction vest any part of the assets of the company in trustees upon such trusts for the benefit of the contributors, or any of them as the liquidators, with the like sanction, shall think fit.</p>
			<b>Indemnity</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	91	<ul style="list-style-type: none"> <li>• INDEMNITY Every Director, Secretary or Officer of the Company or any person (whether an officer of the company or not) employed by the Company and any person appointed Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary, Officer, Employee or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favor, or in which he is acquitted, or in connection with any application under Section 463 of the Act in which relief is granted to him by the court.</li> </ul>
			<b>Others</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>• 1. MODIFICATION OF RIGHTS: a. POWER TO VARY RIGHTS: 1) If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the share of that class) may, whether or not the Company is being wound up, 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 separate meeting of the holders of the issued shares of that class. To every such separate meeting the provisions of these Articles relating to General Meetings shall apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class but if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present shall be a quorum and any holder of shares of that class present in person or by proxy may demand a poll and, on a poll, shall have one vote for each share of the class of which he is the holder. 2) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu herewith. 2. BORROWING POWERS: a. POWER OF DIRECTORS TO BORROW MONEY: Subject to the provisions of Section 179 and 180 (1)(c) and other applicable provisions of the Act, the Directors may, from time to time, at their discretion, by a resolution passed at a meeting of the Board, raise or borrow or secure the payment of moneys for the purpose of the Company (in such manner and on such terms as the Board thinks fit, including by issuance of bonds and debentures and creation of mortgage, charge or other security interest on any part</li> </ul>

of the undertaking or property of the Company) not exceeding the aggregate of the Paid Up capital, free reserves (not being reserves set apart for any specific purposes) and securities premium. Provided, however, where the moneys to be borrowed, together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aforesaid aggregate, the Directors shall not borrow such moneys without the consent of the Company by special resolution in General Meeting.

b. POWERS TO ISSUE DEBENTURES AND OTHER SECURITIES: Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges, as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise. Debentures, debenture-stock, bonds and other securities may be made assignable, free from any equities between the Company and the persons to whom the same may be issued. Provided that debentures with the right to allotment of or conversion into shares shall not be issued except in conformity with provisions of Section 62 of the Act and subject to the provisions of Section 71 thereof.

c. INSTRUMENT OF TRANSFER: Save as provided in Section 56 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped, dated and executed by or on behalf of the transferor and transferee, has been delivered to the Company together with the certificates of the debentures.

d. NOTICE OF REFUSAL TO REGISTER TRANSFER: Subject to the provisions of Section 58 of the Act, the Board may, after giving reasons for refusal, refuse to register the transfer of any debentures and in such event, the Board shall, within 1 (one) month from the date on which the instrument of transfer was lodged with the Company, send a notice of such refusal to the transferee and the transferor.

3. SERVICE OF NOTICES AND DOCUMENTS: a. NOTICES TO BE GIVEN TO MEMBERS TO THEIR GIVEN ADDRESSES: A notice or other document may be given by the company to its members in accordance with Section 20 of the Act.

b. TRANSFEREE BOUND BY PRIOR NOTICE: Every person who by operation of law, transfer, or other means whatsoever, shall become entitled to any share shall be bound by every notice of such share which to his name and address being entered on the register shall have been duly given to the person from whom he derives his titles to such share.

c. SERVICE OF NOTICE TO REGISTERED ADDRESS SUFFICIENT: Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of the Article shall, notwithstanding such members then being deceased and whether or not the company has notice of his demise, 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 is registered in his stead as the holder or joint-holder thereof and such service shall for all purposes of these provisions be deemed as a sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such share.

4. INSPECTION: a. INSPECTION OF BOOKS: 1) The books of account and other books and papers shall be open to inspection by any Director during business hours, or by Registrar or any officer of the Government, authorised by the Central Government in this behalf. 2) The Board shall, from time to time, determine whether and to what extent, and at what places, under what conditions or regulations, the books of Account and books and documents of the company, other than those referred to in Article 89 (3) and any of them, shall be open to the inspection of the members not being Directors and no member (not being a Director) shall have any right of inspecting any books

		<p>of account or book or document of the Company in the General Meeting. b. WHEN INSPECTION WILL BE GIVEN: Subject to the provisions of Section 128(4) of the Act, where under any provision of the Act any person, whether a member of the Company or not, is entitled to inspect any register, return, certificate, deed, instrument or document required to be kept or maintained by the company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 11 A.M. to 1 P.M. on such business days as the Act requires them to be open for inspection. c. CLOSING OF REGISTERS OF MEMBERS AND DEBENTURE HOLDERS: The company, may, after giving not less than seven days previous notice by advertisement in some newspaper circulated in the district in which the Office is situated, close the register or the Register of Debenture holders, as the case may be for any periods not exceeding in the aggregate forty five days in each year but not exceeding thirty days at any one time. 5. RECONSTRUCTION: a. RECONSTRUCTION: 1) Subject to the relevant/ applicable provisions of Act and applicable law on any sale of the undertaking of the company the Board or the liquidators on a winding up may, if authorized by a special resolution, accept fully paid or partly Paid Up shares, debentures or securities of any other company, whether incorporated in India or not, either then existing or to be formed for the purchase in whole or in part of the property of the company, and the Board (if the profits of the company permits) or the liquidators, {in a winding up) may distribute such shares or securities or any other property of the company amongst the members in specie or vest the same in trustees for them, and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit, or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in case the company is proposed to be or is in the course of being wound up, such statutory rights (if any) under relevant/ applicable provisions of Act or other applicable laws are incapable of being varied or excluded by the Articles. 2) Further, any order(s) giving effect to any Mergers, Amalgamations, Demerger and/ or any other reconstruction, by whatever name called, as and when passed by the Hon'ble High Court/ tribunal and other Competent Authorities shall form integral part of these Articles. 6. SECRECY: a. SECRECY: Every Director, Secretary, Trustee for the company, its members or debenture holders, members of a Committee, officer, servant, agent, accountant, or other person employed in or about the business of the company shall, if so required by the Board before entering upon his duties, sign a declaration undertaking himself to observe a strict secrecy in respect of all transactions of the Company with its customers and the state of accounts with individuals 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 his duties except when required so to do by the Board or by any General Meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions of the Articles. b. NO SHAREHOLDER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION: No shareholder or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or, subject to Article</p>
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		92 (4) (c), to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a Trade Secret, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company or which in the opinion of the Board it will be inexpedient in the interest of the company to disclose, including contracts entered into by the Company with third parties for obtaining rights regarding their secret know how, process and other secret information.
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## Attachments

First Subscriber (s) sheet

Napino Subscriber Sheet AOA.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:

As per the attached special resolution passed by shareholder in EGM held on 10.06.2023

## To be digitally signed by

Name

VANDANA RAHEJA

Designation

Director

DIN

00053398

DSC

VANDANA  
RAHEJA  
Digitally signed by  
VANDANA RAHEJA  
Date: 2023.06.08 11:06:55 +05'30'

S. No.	Names, addresses, description and occupation of the subscribers	Signatures of the Subscriber	Signature of the witness and address description and occupation
1.	Vipin Raheja S/o Sh. O.P.Raheja 5/41 Punjabi Bagh, New Delhi-110026 (Business)	Sd/-	<p>I hereby witness the signatures of all the subscribers who have signed before me at Gurgaon</p> <p>Sd/- Naresh Tandon S/o Sh. B.K. Tandon Chartered Accountant M. No. 86090 39-C pocket B, Sidhartha Extension,</p>
2.	Navin Raheja S/o Sh. O.P.Raheja 5/41 Punjabi Bagh, New Delhi-110026 (Business)	Sd/-	
3.	Om Parkash Raheja S/o Late Dr. Balmukand Raheja 5/41 Punjabi Bagh, New Delhi-110026 (Business)	Sd/-	

Place : Gurgaon

Dated : 29th October, 1991