

**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

AFCOM HOLDINGS LIMITED

Check if not applicable	Check if altered	Article No.	Description
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<b>Interpretation</b>
			<ul style="list-style-type: none"> <li>(a) The regulations contained in Table F in Schedule I to the Companies Act 2013 as amended from time to time shall apply to the Company and constitute its regulations to the extent that they are applicable to public companies save and except in so far as they are inconsistent or specifically excluded hereunder or modified or altered by these Articles of Association</li> <li>(b) The regulations for the management of the Company and for the observance of the Members thereof and their representatives shall be such as are contained in these Articles of Association subject however to the exercise of the statutory powers of the Company in respect of repeal additions alterations substitution modifications and variations thereto by Special Resolution as prescribed by the Companies Act 2013.</li> </ul> <p><b>Interpretation Clause.</b> In the interpretation of these Articles the following words and expressions shall have the meanings unless repugnant to the subject or context (a) The Act means the Companies Act 2013 as modified from time to time and shall include the Rules (c) Articles or these presents means these Articles of Association as originally formed or as altered from time to time (d) Beneficial Owner means a person or persons whose name(s) are recorded as such with a depository (e) Board or Board of Directors the board of Directors of the Company for the time being and shall include committee thereof (f) Body Corporate or Corporation includes a company incorporated outside India but does not include (i) a co-operative society registered under any law relating to co-operative societies and (ii) any other body corporate which the Central Government may by notification in the Official Gazette specify in this behalf (g) The Company or this Company means Afcom Holdings Limited (h) Chairperson includes Chairman (i) Company Secretary or Secretary shall have the meaning assigned thereto by</p>

		<p>theAct (j) Debenture includes debenture stock bonds or any other instrument of a Company evidencing a debt whether constituting a charge on the assets of the company or not (k) Depositories Act means the Depository Act 1996 and includes any statutory modification or re-enactment thereof from time to time (l) Depository means a company formed and registered under the Act and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act 1992 (m) Directors means Director appointed to the Board of the Company (n) Dividend includes interim dividend (o) Document includes summons notice requisition order declaration form and register whether issued sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise maintained on paper or in electronic form (p) Financial Statements shall have the meaning ascribed to it in Section 2(40) of the Act (q) Financial Year means the period ending on the 31st March of every year (r) General Meeting shall mean a meeting of the members including an Annual General Meeting or an Extra ordinary general meeting as the context may require at the intervals and accordance with the provisions of the Act (s) Independent Director shall have the meaning as ascribed to it in the Act (t) Key Managerial Personnel shall have the meaning ascribed to it in the Act (u) Lien includes any right title or interest existing or created or purporting to exist or to be created by way of or in the nature of pledge hypothecation license hire-purchase lease mortgage charge co-ownership attachment claim security interest mortgage security agreement option encumbrance or restriction on voting or the process of any court tribunal or other authority or any statutory liabilities which are recoverable by sale of property or any other third party rights or encumbrances generally (v) Manager shall have the meaning assigned thereto by the Act (w) Managing Director shall have the meaning assigned thereto by the Act (x) Member means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the memorandum of the Company or a Beneficial Owner and in case of shares held in a Depository the beneficial owners whose names are recorded with such Depository. (y) National Holiday means and includes a day declared as National Holiday by the Central Government (z) Officer shall have the meaning assigned thereto by the Act (za) Ordinary or Special Resolution shall have the meaning assigned thereto under Section 114 of the Act (zb) Register or Register of Member means the register of members of the Company to be kept pursuant to Section 88 of the Act including the Register of member Beneficial Owner maintained by the depositories for shares held in demat mode (zc) Registered Office or Office means the registered office of the Company for the time being (zd) Registrar means the Registrar of Companies having jurisdiction over the Company pursuant to the Act (ze) Seal means the common seal of the Company for the time being (zf) Securities means the securities as defined in clause (h) of section 2 of the Securities Contract (Regulation) Act 1956 (zg) Written or In writing shall include e-mail and any other form of electronic transmission (zh) Words and expressions defined in the Companies Act 2013 Subject as aforesaid any words and</p>
--	--	---

			<p>expressions defined in the said Act as modified upto the date on which these Articles become binding on the Company shall except where the subject or context otherwise requires bear the same meanings in these Articles</p>
			<p><b>Share Capital and Variation of rights</b></p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>11</p>	<ul style="list-style-type: none"> <li>3) <b>AUTHORISED SHARE CAPITAL.</b> The authorised share capital of the Company shall be such amount as set out in Clause V of the Memorandum of Association of the Company with power to Board of Directors to reclassify subdivide consolidate and increase and with power from time to time to issue any shares of the original capital or any new 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 to apportion the right to participate in profits in any manner as between the shares resulting from sub-division.4) <b>INCREASE OF CAPITAL.</b> The Company in General Meeting may from time to time increase the capital by the creation of new shares such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine and in particular such shares may be issued with a preferential qualified or variable right to dividends distribution of assets and or voting rights at General Meetings of the Company in conformity with the provisions of the Act.5) <b>PREFERENCE SHARES.</b> Subject to the provisions of the Act the Company shall have power to issue any kind of preference shares with a right to vary modify and alter thereafter on such terms and conditions and be redeemed in such manner including by conversion into shares as provided under the Act6) <b>REDUCTION OF CAPITAL.</b> The Company may (subject to the provisions of the Act) from time to time reduce its Capital or Capital Redemption Reserve Account or Securities Premium Account in any manner for the time being authorised by Law and in particular Capital maybe paid off on the footing that it may be called up again or otherwise. This Article is not to derogate any power that the Company would have but for this Article. The Company shall also have the power to utilize the general and such other reserves permitted by the Act at the time of reduction of Capital in such manner as it deems fit.7) <b>SUBDIVISION CONSOLIDATION RECLASSIFICATION AND CANCELLATION OF SHARES.</b> Subject to the provisions of the Act the Company in General Meeting may from time to time sub-divide or consolidate or reclassify its Shares or any of them convert all or any of its fully paidup Shares into stock and reconvert that stock into fully paidup Shares of any denomination and the resolution whereby any Share is subdivided 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 advantage as regards dividend Capital or otherwise over or as compared with others or other subject as aforesaid the Company in General Meeting may also cancel Shares which have not been</li> </ul>

		<p>taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled.8) MODIFICATION OF RIGHTS. Whenever the Capital is divided into different classes of Shares all or any of the rights and privileges attached to each class may be modified commuted effected or abrogated or dealt with in accordance with the provisions of the Act.9) ISSUE OF ADRS OR GDRS. The Company shall subject to the applicable provisions of the Act and in compliance with all the applicable Laws and consent of the shareholderBoard have the power to issue American Depository Receipts (ADRs) or Global Depository Receipts (GDRs) on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board limitations on voting by holders of ADRs or GDRs including without limitation exercise of voting rights in accordance with the directions of the Board and applicable Laws.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<ul style="list-style-type: none"> <li>10) DEMATERIALISATION OF SECURITIES. The Company shall be entitled to dematerialise its Securities pursuant to the Depositories Act 1996 and to offer its Securities for issue in dematerialised form.11) SECURITIES TO BE NUMBERED PROGRESSIVELY. All the Securities in the capital of the Company other than those held in dematerialised form shall be numbered consecutively in the respective class of Securities.12) FURTHER ISSUE OF SECURITIES (a)Where at any time the Company has proposed to increase the subscribed capital by allotment of further Securities whether out of unissued share capital or out of increased share capital then such further Securities shall be offered in compliance with the provisions of the Act and any other Law for the time being in force.(b)The Company shall subject to the applicable provisions of the Act compliance with applicable provisions of other Laws for the time being in force and with the consent of the shareholdersBoard as the case may be have the power to issue securities on such terms and in such manner as the shareholdersBoard deems fit.13) SECURITIES UNDER CONTROL OF DIRECTORS. Subject to the provisions of the Act and these Articles the Securities shall be under the control of the Board of Directors who may issue allot or otherwise dispose off the same or any of them to such persons in such proportion and on such terms and conditions and at such times as the Board thinks fit and with full power to give any person the option to call or be allotted Securities of the Company of any class either at a premium or at par and for such time and for such consideration as the Board of Directors think fit provided that option or right to call of Securities shall not be given to any person except with the sanction of the Company in General Meeting.13a) The Board may grant permission for Sub-DivisionConsolidation of Share Certificates.14) CERTIFICATE OF SECURITIES. Subject to the restriction on issue holdingtransfer of Securities in physical form by Securities Exchange Board of India (SEBI) or any other regulator or any other Law for the time being in force every Member or allottee of Securities shall be entitled(a) to receive one certificate for all of his Securities within one month from the date of application for registration of transfer or two months from the date of allotment (or within such other period as the conditions of issue shall provide) without payment or(b)(i) to receive several</li> </ul>

certificates each for market lots of Securities held by any Member specifying the name of the person in whose favour it is issued the Securities to which it relates and the amount paid-up thereon upon payment of hundred rupees for each certificate after the first such certificate which shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of the letter of allotment or the fractional coupons of requisite value save in cases of issues against letter of acceptance or of renunciation or in case of issue of bonus shares. Every such certificate shall be signed as per the provisions of the Act. Particulars of every certificate issued shall be entered in the respective statutory Register against the name of the person to whom it has been issued indicating the date of issue.(ii) Any two or more joint allottee of Security shall for the purpose of this Article be treated as single Member and the certificate of any Security which may be the subject of joint ownership may be delivered to anyone of such joint owners on behalf of all of them.(c) A Director may sign a security certificate by affixing his signature thereon by means of any machine equipment or other mechanical means such as engraving in metal but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine equipment or other material used for the purpose.15) RENEWAL OF SHARE CERTIFICATE. Subject to the restriction on issue holdingtransfer of Shares in physical form by SEBI or any other regulator or any other Law for the time being in force .(a) No certificate of any Shares shall be issued either in exchange for those which are sub-divided or consolidated into marketable lots or in replacement of those which are defaced torn or old decrepit worn out or whether the cages on the reverse for recording transfers have been fully utilised unless the certificate in lieu of which it is issued is surrendered to the Company. (b) When a new share certificate is issued in pursuance of clause (a) of this Article it shall state on the face of it and against the stub or counterfoil that it is issued in lieu of shares certificate no. sub-divided replaced or consolidation of Shares.(c) If a share certificate is lost or destroyed a new certificate in lieu thereof shall be issued only with the prior consent of the Board and on such terms if any as to evidence and indemnity as to the payment of out of pocket expenses incurred by the Company in investigating evidence as the Board thinks fit and on payment of a fee of twenty rupees for each of such certificates.(d) When a new share certificate is issued in pursuance of clause (c) of this Article it shall state on the face of it and against the stub or counterfoil that it is a duplicate issued in lieu of share certificate no. The word Duplicate shall be stamped or punched in bold letters across the face of the share certificate.(e) Where a new share certificate is issued pursuance of clause (a) or clause (c) of this Article particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against the names of the persons to whom the certificate is issued the number and date of issue of the share certificate in lieu of which the new certificate is issued and the necessary changes indicated in the Register of Members by suitable cross reference in the Remarks column.(f) All blank forms to be issued for issue of share certificates shall be printed

2

		<p>and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine numbered and the forms and the blocks engravings facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may appoint for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.(g) The Company Secretary or a Director specifically authorised for this purpose shall be responsible for maintaining all books and documents relating to issue of share certificates including blank forms as referred to in sub-clause (f) above.(h) All books referred to in sub-clause (g) shall be preserved in line with requirement of the Act.16) THE FIRST NAMED OF JOINT HOLDERS DEEMED SOLE HOLDER. If any Security stands in the names of two or more persons the person first named shall as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except for transfer of the Securities be deemed the sole holder thereof but the joint holders of a Securities shall severally as well as jointly be liable for the payment of all instalments and calls due in respect of such Securities and for all incidents thereof according to the companies regulations in these Articles.17) COMPANY NOT BOUND TO RECOGNIZE ANY INTEREST IN SECURITIES OTHER THAN THAT OF REGISTERED HOLDER. Except as ordered by a court of competent jurisdiction or as required by Law required the Company shall not be bound to recognise any equitable contingent future or partial interest in any Share or (except only as is by these Articles otherwise expressly provided) any right in respect of a Security other than an absolute right thereto in accordance with these Articles in the person from time to time registered as the holder thereof but the Board shall be at liberty at their sole discretion to register any Security in the joint names of any two or more persons or the survivor or survivors of them.18) RIGHT OF NOMINATION. Subject to the provisions of Section 72 of the Act every holder of Securities the Company may at any time nominate a person to whom his Securities of the Company shall vest in the event of his death.19) LIMITATION OF TIME FOR ISSUE OF CERTIFICATES. The Company shall deliver the certificates of all Securities within(a) two months from the date of allotment of shares (b) one month after the application for transfer of registration is received by the Company.(c) six months from the date of allotment of any Debenture.Where the Securities are dealt with in a Depository the Company shall intimate the details of allotment of Securities to Depository immediately on allotment of such Securities.</p>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	3	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	4	<ul style="list-style-type: none"> <li>• PAYMENT OF COMMISSION 21) UNDERWRITING AND BROKERAGE Subject to the provisions of the Act the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any securities of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any securities of the Company.22) BROKERAGE. The Company may pay a reasonable sum for brokerage as may be determined by the Board.</li> </ul>

<input type="checkbox"/>	<input checked="" type="checkbox"/>	5	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	6	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	7	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	8	•
			<b>Lien</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	9	<ul style="list-style-type: none"> <li>• 24) COMPANY TO HAVE LIEN ON SHARES. The Company shall have a first and paramount lien upon all the Shares (other than fully paid up Shares) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares and no equitable interest in any Shares shall be created except upon the footing and upon the condition that this Article will have full effect. And such lien shall extend to all dividends payable and bonuses declared from time to time in respect of such Shares and shall operate as a waiver of the Companys lien if any on such Shares. The Board may however at any time declare any Share to be exempt wholly or partially from the provisions of this Article.24a) The fully paid shares shall be free from all lien and that in case of partly paid up shares the issuers lien shall be restricted to moneys called or payable at a fixed time in respect of such shares</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	10	<ul style="list-style-type: none"> <li>• 25) AS TO ENFORCING LIEN BY SALE. For the purpose of enforcing such lien the Board may sell the Share in such manner as they shall think fit and for that purpose may cause to be issued a duplicate certificate in respect of such Shares and may authorise one of their member to execute a transfer thereof on behalf of and in the name of such Member. No sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such Member or his representatives and default shall have been made by him or them in payment fulfilment or discharge of such debts liabilities or engagements for fourteen days after such notice.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	11	<ul style="list-style-type: none"> <li>• 26) APPLICATION OF PROCEEDS OF SALE. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and 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 persons entitled to the Shares at the date of the sale.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	12	•
			<b>Calls on shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>• 23) POWER TO MAKE CALLS (a)(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 the call money and intervals between calls shall be at the discretion of the Board or a Committee of the Board.(ii) Each Member</li> </ul>

		13	<p>shall subject to receiving at least fourteen days notice specifying the time place and mode of payment pay to the Company as specified the amount called on his Shares.(iii) A call may be revoked or postponed at the discretion of the Board.(b) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.(c) The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.(d)(i) 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.(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.(e)(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.(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.(f) The Board 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.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	14	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	15	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	17	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	18	•
			<b>Transfer of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	19	<ul style="list-style-type: none"> <li>38) TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED Pursuant to provisions of the Act the Board shall have the power after giving not less than seven days previous notice by advertisement in the principal vernacular language in a vernacular newspaper and in English language in atleast one English newspaper circulating in the district in which the Office of the Company is situated to close the Register of Members or Register of Debenture holders at such times and for such period or periods not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year.38a) The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the issuer on any account whatsoever.38b) A common form of transfer shall be used</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	20	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	21	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	22	•

			<b>Transmission of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	23	<ul style="list-style-type: none"> <li>39) DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES. In the case of the death of any one or more of the joint holders of any Share the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such Share but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him jointly with any other person.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	24	<ul style="list-style-type: none"> <li>40) TITLE OF SHARES OF DECEASED MEMBERS. In case where nominee is not appointed by a Member under the provisions of the Act then the executors or administrators or holders of a succession certificate or the legal representatives of a deceased Member (not being one or two or more joint holders) shall be the only persons recognised by the Company as having any title to the Shares registered in the name of such Member and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate as the case may be from a duly constituted Court in the Union of India</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	25	<ul style="list-style-type: none"> <li>41) REGISTRATION OF PERSONS ENTITLED TO SHARES OTHERWISE THAN BY TRANSFER. Subject to the provisions of the Act and the provisions of this Articles any person becoming entitled to Shares in consequence of the death lunacy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles 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-(a) To be registered himself as holder of the Share or(b) To make such transfer of the Share as the deceased lunatic or insolvent Member could have made.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	26	<ul style="list-style-type: none"> <li>42) The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased lunatic or insolvent Member had transferred the Share before his death lunacy or insolvency.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	27	<ul style="list-style-type: none"> <li>43) PERSONS ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS MEMBER. A person entitled to a Share by transmission shall subject to the right of the Board to retain such dividends or money be entitled to receive and may give discharge for any dividends or other monies payable in respect of the Shares.</li> </ul>
			<b>Forfeiture of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	28	<ul style="list-style-type: none"> <li>27) IF MONEY PAYABLE ON SHARES NOT PAID NOTICE TO BE GIVEN TO MEMBER. If any Member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid the Board may at any time thereafter during such time as the call of instalment remains unpaid give notice to him requiring him to pay the same together with any interest that may have</li> </ul>

		accrued and all expenses that may have been incurred by the Company by reason of such non-payment.	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	29	<ul style="list-style-type: none"> <li>28) FORM OF NOTICE. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or instalment and such interest thereon at such rate as the Directors shall determine from the day on which such call or instalment ought to have been paid and expenses aforesaid is to be paid. The notice shall also state that in the event of the non- payment at or before the time and at the place appointed the Shares in respect of which the call was made or instalment is payable will be liable to be forfeited.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	30	<ul style="list-style-type: none"> <li>29) IN DEFAULT OF PAYMENT SHARES TO BE FORFEITED. If the requirements of any such notice as aforesaid shall not be complied with every or any Share in respect of which such notice has been given may at any time thereafter before payment of all calls or instalments 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 or any other moneys payable in respect of the forfeited Share and not actually paid before the forfeiture.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	31	<ul style="list-style-type: none"> <li>30) NOTICE OF FORFEITURE TO A MEMBER. When any Share shall have been so forfeited notice of the 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 of Members but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	32	<ul style="list-style-type: none"> <li>31) FORFEITED SHARE TO BE PROPERTY OF THE COMPANY AND MAY BE SOLD ETC. Any Share so forfeited shall be deemed to be the property of the Company and may be sold re-allotted or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	33	<ul style="list-style-type: none"> <li>32) MEMBER STILL LIABLE TO PAY MONEY OWING AT THE TIME OF FORFEITURE AND INTEREST. Any Member whose Shares have been forfeited shall notwithstanding the forfeiture be liable to pay and shall forthwith pay to the Company on demand all calls instalments interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce the payment thereof as it thinks fit.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>33) EFFECT OF FORFEITURE. The forfeiture of a Share shall involve extinction at the time of the forfeiture of all interest in and all claims and demands against the Company in respect of the Share and all other rights incidental to the Share.34) EVIDENCE OF FORFEITURE. A declaration in writing that the declarant is a director the manager or Secretary of the Company and that a Share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration shall be conclusive evidence of the facts therein stated</li> </ul>

		34	<p>as against all persons claiming to be entitled to the Share.35) VALIDITY OF SALE UNDER ARTICLES 24 AND 30. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given the Board may appoint some person to execute any instrument of transfer of the Shares sold and cause the purchasers name to be entered in the Register of Member in respect of the Shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase proceedings or to the application of the purchase money and after his name has been entered in the Register of Member in respect of such Shares the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.36) CANCELLATION OF SHARE CERTIFICATES IN RESPECT OF FORFEITED SHARES. Upon any sale re-allotment or other disposal under the provisions of the preceding Articles the certificate or certificates originally issued in respect of the relative Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said Shares to the person or persons entitled thereto.37) 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.</p>
--	--	----	---

			<b>Alteration of capital</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	35	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	36	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	37	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	38	•
			<b>Capitalisation of profits</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>134) CAPITALISATION (a) The Company in General Meeting may upon the recommendation of the Board resolve(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Companys reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and(ii) that such sum be accordingly set free for distribution in the manner specified in this Articles amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.(b) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in the Articles either in or towards(i) paying up any amounts for the time being unpaid on any Shares held by such Members respectively(ii) 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(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii) Securities premium account and Capital Redemption Reserve account may for the purposes of this regulation be applied in the paying up of unissued</li> </ul>

		39	<p>Shares to be issued to Members of the Company as fully paid bonus shares(c)A General Meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company or any investment representing the same or any other undistributed profits of the Company not subject to charge for income-tax to be distributed among the Members on the footing that they receive the same as Capital.(d) Whenever such a resolution as aforesaid shall have been passed the Board shall(i) 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(ii) generally do all acts and things required to give effect thereto.(e) The Board shall have power(i) 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(ii) 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(f) Any agreement made under such authority shall be effective and binding on such Members.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	40	•
			<b>Buy-back of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	41	<ul style="list-style-type: none"> <li>• 20) BUY-BACK OF SHARES (a) The Company may buy-back its own Shares or other specified securities subject to the approval of the shareholders in a General Meeting by a Special Resolution and in accordance with the provisions of the Act and the regulations framed in this regard by the SEBI and in accordance with any other applicable Law or regulation for the time being in force(b) The Shares or other specified securities so bought shall be dealt with in such manner as may be decided by the Board subject to the regulations made by SEBI or such other regulatory authorities.</li> </ul>
			<b>General meetings</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	42	<ul style="list-style-type: none"> <li>• 49) ANNUAL GENERAL MEETING. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. Annual General Meeting of the Company shall be held within six months after the expiry of each financial year provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall apply in case the registrar of companies extends the time period for holding the Annual General Meeting under the Act.50) EXTRA-ORDINARY GENERAL MEETING The Board may whenever it thinks fit call an Extraordinary General Meeting or it shall do so upon a requisition in writing by any Member or Members holding in the aggregate not less than one-tenth of the Paid-Up Capital as at that date carries the right of voting in regard to the</li> </ul>

			<p>matter in respect of which the requisition has been made.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>43</p>	<ul style="list-style-type: none"> <li>51) REQUISITION OF MEMBERS TO STATE OBJECT OF MEETING Any valid requisition so made by Members must state the object or objects of the meeting proposed to be called and must be signed by the requisitionists and be deposited at the Office provided that such requisition may consist of several documents in like form each signed by the requisitionists.52) ON RECEIPT OF REQUISITION DIRECTORS TO CALL MEETING AND IN DEFAULT REQUISITIONISTS MAY DO SO Upon the receipt of any such requisition the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within twenty-one days from the date of the valid requisition being deposited at the Office to cause a meeting to be called on a day not later than forty-five days from the date of deposit of the requisition the requisitionists may themselves call the meeting in accordance with the Act and the meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.53) MEETING CALLED BY REQUISITIONISTS Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner as nearly as possible as that in which meetings are to be called by the Board. The meeting called by requisitionists cannot be held on a national holiday.54) TWENTY-ONE DAYS NOTICE OF MEETINGS TO BE GIVEN General meeting of a Company may be called by giving not less than twenty-one days notice either in writing or through electronic mode in accordance with the provisions of the Act. Provided that a General Meeting may also be called by giving shorter notice if the consent of the Members either in writing or in electronic mode is obtained as per the provisions of the Act.55) OMISSION TO GIVE NOTICE NOT TO INVALIDATE A RESOLUTION PASSED The accidental omission to give any such notice as aforesaid to any of the Members or the non-receipt thereof shall not invalidate any resolution passed at any such meeting.56) MEETING NOT TO TRANSACT BUSINESS NOT MENTIONED IN NOTICE No General Meeting Annual or Extraordinary shall be competent to discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.57) QUORUM AT GENERAL MEETING The quorum for any of the General Meetings shall be as specified in the Act.58) BODY CORPORATE DEEMED TO BE PERSONALLY PRESENT A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with the provisions of the Act.59) IF QUORUM NOT PRESENT MEETING TO BE DISSOLVED OR ADJOURNED If the requisite quorum in conformity with Article 57 is not present within half an hour from the time appointed for holding a meeting of the Company then(a)(i) the meeting shall stand adjourned to the same day next week at the same time and same place or to such other date and such other time and place as the board may determine or(ii) the meeting if called by the requisitionists shall stand cancelled.(b) If at the adjourned meeting also the quorum is not present within half an hour from the time appointed for holding meeting then the Members present shall be the quorum for the purpose of conducting the meeting.60) CHAIRMAN OF GENERAL MEETING The Chairman (if any) of the Board shall be entitled to take</li> </ul>

			<p>the chair at every General Meeting whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair then the Managing Director Whole-Time Director shall be entitled to take the chair and failing him the Directors present may choose one of their Member to be the Chairman of the Meeting. If no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of their number to be the Chairman by way of show of handspoll (in compliance with the relevant provisions of the Act) as the case may be.61) BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT No business shall be discussed at any General Meeting except the election of a chairman while the chair is vacant.62) CHAIRMAN WITH CONSENT MAY ADJOURN MEETING The Chairman with the consent of the Members may adjourn any meeting 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.63) QUESTIONS AT GENERAL MEETING HOW DECIDED The resolutions proposed to the Members for their approval will be voted upon as per the provisions prescribed for voting under the Act.Election of Chairman at the meeting or adjournment of meeting as allowed in the Act shall be voted upon as per the provisions of the Act.64) CHAIRMANS CASTING VOTE Chairmans vote if he is also a Member shall be construed as casting vote in case of equality of votes in respect of any business transacted at a General Meeting as per the provisions of the Act.</p>
			<b>Proceedings at general meetings</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	44	<ul style="list-style-type: none"> <li>65) MEMBERS IN ARREARS NOT TO VOTE Chairmans vote if he is also a Member shall be construed as casting vote in case of equality of votes in respect of any business transacted at a General Meeting as per the provisions of the Act.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	45	<ul style="list-style-type: none"> <li>66) ELECTRONIC VOTING The Company shall provide electronic voting facility for the shareholders in terms of the Act and rules with respect to all the General Meetings and voting by postal ballot. A Member may exercise his vote at a meeting by electronic means in accordance with applicable provisions of the Act.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	46	<ul style="list-style-type: none"> <li>67) NUMBER OF VOTES TO WHICH MEMBER ENTITLED Subject to the provisions of these Articles and without prejudice to any special privileges or restrictions on voting for the time being attached to any class of Shares for the time being forming part of the Capital of the Company every Member not disqualified by Article 65 shall be entitled to be present in person and the voting right of every Member present in person or by proxy shall be in proportion to his Share of the Paid-Up equity share capital of the Company which is each share shall carry one vote.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	47	<ul style="list-style-type: none"> <li>68) CASTING OF VOTES BY A MEMBER ENTITLED TO MORE THAN ONE VOTE A Member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not if he votes use all his</li> </ul>

			<p>votes or cast in the same way all the votes he uses. The right to exercise such voting shall be subject to the facility of the e-voting agency (that the company appoints for the General Meeting) providing the facility for electronic voting.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>48</p>	<ul style="list-style-type: none"> <li>69) VOTES OF JOINT MEMBERS If there be joint registered holders of any Shares any one of such persons may vote at any meeting or may appoint another person (whether a Member or not) as his proxy in respect of such Shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting or appointing any proxy that one of the said persons so present appointing any proxy whose name stands higher on the Register of Member shall alone be entitled to speak and to vote or to appoint proxy in respect of such Shares but the other or others of the joint holders shall be entitled to be present at the meeting. In the case of appointment of Proxy if the person whose name stands higher on Register of Members does not appoint proxy then the proxy appointed by the second joint holder will be considered. Several executors or administrators of a deceased Member in whose name the Shares stand shall for the purpose of these Articles be deemed joint holders thereof.70) VOTING IN PERSON OR BY PROXY Subject to the provisions of these Articles votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorised in accordance with the provisions of the Act and such representative shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member.71) APPOINTMENT OF PROXY Every proxy (whether a Member or not) shall be appointed in writing under the hand of the appointer or be signed by an Officer or any attorney duly authorised by it and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings.72) PROXY EITHER FOR SPECIFIED MEETING OR FOR A PERIOD An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.73) PROXY TO VOTE AS PER ACT A Member present by proxy shall be entitled to vote as allowed under the relevant provisions of the Act. 74) DEPOSIT OF INSTRUMENT OF APPOINTMENT The instrument appointing a proxy 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 Office not less than forty eight hours before the time for holding the meeting or the adjourned meeting at which the person named in instrument proposes to vote and in default the instrument or proxy shall not be treated as valid.75) FORM OF PROXY Every instrument appointing proxy shall be in such form as prescribed in the Act.76) VALIDITY OF VOTES GIVEN BY PROXY NOTWITHSTANDING DEATH OF MEMBER 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 a revocation of the proxy or</li> </ul>

			any authority under which the proxy was executed or transfer of Shares in respect of which the proxy is given77) TIME FOR OBJECTIONS OF VOTES No objection shall be made to the validity of any vote except at any meeting at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such meeting shall be deemed valid for all purposes of such meeting whatsoever.78) MINUTES OF GENERAL MEETING AND INSPECTION THEREOF BY MEMBERS(a) The Company shall cause minutes of all proceedings of every General Meeting to be kept in accordance with the provisions of the Act.(b) Any such minutes shall be evidence of the proceedings recorded therein.(c) The book containing the minutes of proceedings of General Meetings shall be kept at the Office of the Company and can be inspected as per the provisions of the Act.
			<b>Adjournment of meeting</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	49	•
			<b>Voting rights</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	50	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	51	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	52	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	53	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	54	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	55	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	56	•
			<b>Proxy</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	57	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	58	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	59	•
			<b>Board of Directors</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	60	<ul style="list-style-type: none"> <li>84) NUMBER OF DIRECTORS(a) Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Act the number of Directors (including the Managing Director and Nominee Director but excluding Debenture and Alternate Directors) shall not be less than three and not more than fifteen.(b) The first Directors of the company shall be 1. Shri Tiruvasanallur Parasuraman Deepak2. Shri S.R. Ramkrushna Sastri</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>85) APPOINTMENT OF NOMINEE DIRECTOR (a) Board may appoint any individual as a Director nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or State Government by virtue of its shareholding in the Company. Such nominee Director shall not be liable to retirement by rotation and shall hold office so long as the conditions specified in the agreement remain in force. Notwithstanding anything to the contrary contained in these Articles so long as any moneys remain owing by the Company to any financial</li> </ul>

61

institution out of any loans Debenture assistance granted by them to the Company or so long as the financial institution holds or continues to hold Debentures Shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished by the financial institution on behalf of the Company remains outstanding the financial institution shall have a right to appoint from time to time any person or persons as a Director or Directors whole-time or nonwhole-time which Director or Directors isare hereinafter referred to as Nominee Director(s) on the Board of 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).(b) The Board of Directors of the Company shall have no power to remove from office the nominee Director(s). At the option of the financial institution such nominee Director(s) shall not be required to hold any share qualification in the Company.. Subject as aforesaid the nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.(c) The nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the financial institution or so long as the financial institution holds or continues to hold DebentureShares in the Company as a result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the guarantee is outstanding and the nominee Director(s) so appointed in exercise of the said power shall ipso facto vacate such office immediately upon the moneys owing by the Company to the financial institution are paid off or on the financial institution ceasing to hold Debentures Shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the financial institution.(d) The nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings Board Meetings and of the Meetings of the Committee of which the nominee director(s) isare member(s) as also the minutes of such meetings. The financial institution shall also be entitled to receive all such notice and minutes.(e) The Company shall pay to the nominee Director(s) sitting fees and expenses to which the such 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 financial institution and the same shall accordingly be paid by the Company directly to the financial institution. Any expenses that may be incurred by the financial institution or such nominee Director(s) in connection with their appointment of directorship shall also be paid or reimbursed by the Company to the financial institution or as the case may be to such nominee Director(s).(f) Provided that any such nominee Director(s) is an officer of the financial institution the sitting fees in relation to such nominee Director(s) shall also accrue to the financial institution and the same shall accordingly be paid by the Company directly to the financial institution. (g) Provided also that in the event of the nominee Directors being appointed as whole time Directors such

		nominee Directors shall exercise such powers and duties as may be approved by the financial institution 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 whole time Director(s) shall be entitled to receive such remuneration fees commission and monies as may be approved by the financial institution	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	62	<ul style="list-style-type: none"> <li>86) DEBENTURE DIRECTORS If it is provided by the trust deed securing or otherwise in connection with any issue of Debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in the case of any and every such issue of Debentures the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as Debenture Director. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested with the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be liable to retire by rotation.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	63	<ul style="list-style-type: none"> <li>87) APPOINTMENT OF ALTERNATE DIRECTOR The Board may subject to the provisions of the Act appoint a person (not being a person holding any alternate directorship for any other Director in the Company) to act as an Alternate Director for the Original Director during his absence for a period of not less than three Months from India.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	64	<ul style="list-style-type: none"> <li>88) DIRECTORS POWER TO ADD TO THE BOARD Subject to the provisions of the Act the Board shall have power at any time to appoint any person to be an additional Director but so that the total number of Director shall not at any time exceed the maximum number fixed under these Articles. Any such additional Director shall hold office only up to the date of the immediately ensuing Annual General Meeting.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	65	<ul style="list-style-type: none"> <li>89) DIRECTORS POWER TO FILL CASUAL VACANCY Subject to the provisions of the Act the Board shall have power at any time to appoint any other person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office if it had not been vacated by him.90) INDEPENDENT DIRECTOR The Company shall have such number of Independent Directors on the Board as may be required in terms of and in compliance with the provisions of the Act or any other Law as may be applicable.91) QUALIFICATION SHARES OF DIRECTORS A Director shall not be required to hold any share qualification.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>92) REMUNERATION OF DIRECTORS MANAGER ETC.(a) Subject to the provisions of the Act a Managing Director or a Whole Time Director or a Manager of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other. (b) Subject to the provisions of the Act a Director who is neither a Whole Time Director nor a Managing Director may be paid remuneration either by way of Monthly quarterly or annual payment or by way of commission.(c) The fee payable to a Director for attending a meeting of a</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		

	66	<p>Board or a Committee thereof shall be fixed by the Board of Directors within the maximum permissible amount under the Act.93) DIRECTOR MAY ACT NOTWITHSTANDING ANY VACANCY The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the minimum number required for quorum thereof the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting but for no other purpose.94) WHEN OFFICE OF A DIRECTOR TO BECOME VACANT The office of a Director shall become vacant as per the provisions of the Act. 95) DISCLOSURE OF INTEREST A Director of the Company shall make disclosure of concern or interest as specified under the Act at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made then at the first Board meeting held after such change. A Director 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 shall give declaration of interest specific to a contract or arrangement in accordance with the provisions of the Act.96) INTERESTED DIRECTORS PARTICIPATION OR VOTING IN BOARD PROCEEDINGS Participation and voting by any interested Director in any meeting of Board or Committee or through circular resolutions shall be in compliance with the provisions of the Act.97) RETIREMENT AND ROTATION OF DIRECTORS At every Annual General Meeting of the Company one third of such Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three the number nearest to one third shall retire from office.98) ASCERTAINMENT OF DIRECTORS RETIRING BY ROTATION AND FILLING OF VACANCIES Subject to the provisions of the Act the Directors to retire by rotation under the Articles at every Annual General Meeting shall be those who have been longest in office since their last appointment but as between persons who became Directors on the same day those who are to retire shall in default of and subject to any agreement among themselves be determined by lot.99) ELIGIBILITY OF RE-ELECTION Subject to the provisions of the Act and these Articles a retiring Director shall be eligible for re-election100) COMPANY TO FILL VACANCY IN BOARD Subject to the provisions of the Act the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto.101) PROVISION IN DEFAULT OF APPOINTMENT If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy the meeting shall stand adjourned until the same day in the next week at the same time and place or if that day is a national holiday till the next succeeding day which is not a holiday at the same time and place. If at the adjourned meeting also the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been reappointed at the adjourned meeting unless(a) at the meeting or at the previous meeting the resolution for the reappointment of such Director has been put to the</p>
--	----	--

			<p>meeting and lost or(b) the retiring Director has by a notice in writing addressed to the Company or its Board expressed his unwillingness to be so reappointed or(c) he is not qualified or disqualified for appointment or(d) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any provisions of the Act or(e) Section 162 is applicable to the case.102) MODE OF APPOINTMENT AND REMOVAL OF DIRECTORS Save as expressly provided under the Act every Director shall be appointed by the shareholders in a General Meeting. The Company may subject to the provisions of the Act remove any Director before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.103) NOTICE OF CANDIDATE FOR OFFICE OF DIRECTOR EXCEPT IN CERTAIN CASES Subject to the provisions of the Act any person not being a Director liable to retire by rotation can be proposed for appointment as Director by himself or by any Member and such candidate shall give his consent to act as Director. Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice as required under the relevant provisions of the Act 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 the consent in writing to act as a Director if appointed.104) GENERAL AUTHORITY Wherever in the Act it has been provided that the Company shall have any right privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles then and in that case this regulation hereby authorises and empowers the Company to have such right privilege or authority and to carry out such transactions as have been permitted by the Act without there being any specific Article in that behalf herein provided.105) SIGNING OF DOCUMENTS All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments 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.</p>
			<b>Proceedings of the Board</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	67	<ul style="list-style-type: none"> <li>• 108) MEETINGS OF DIRECTORS The Directors may meet together as a Board for the despatch of business from time to time and at least four such meetings shall be held in every year in such manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	68	<ul style="list-style-type: none"> <li>• 109) NOTICE OF MEETING Notice of the Board meeting shall be sent at least seven (7) days in advance of the date of board meeting. Agenda and the notes on agenda shall be sent as per the provisions of the Act.110) QUORUM Quorum for the meeting of the Board of Directors and committee shall be as per the provisions of the Act and regulations prescribed by SEBI from time to time.The participation of the Directors by video</li> </ul>

		conferencing or by other audio-visual means shall also be counted for the purpose of quorum.	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	69	<ul style="list-style-type: none"> <li>• 111) ADJOURNMENT OF MEETING FOR WANT OF QUORUM If a meeting of the Board is not held for want of quorum then the meeting shall automatically stand adjourned to such other date and time (if any) as may be fixed by the Board. The adjourned meeting cannot be held on a national holiday.112) WHEN MEETING TO BE CONVENED A Director may at any time andor the Secretary shall as and when directed by the Directors to do so convene a meeting of the Board by giving notice in writing to every Director at his address registered with the Company. Such notice can be sent by hand delivery or by post or by electronic means</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	70	<ul style="list-style-type: none"> <li>• 113) CHAIRMAN OF THE BOARD The Chairman of the Board shall be entitled to occupy the chair at every meeting of the Board. If no Chairman is appointed in pursuance of this Article or if at any meeting of the Board he shall not be present within 30 (thirty) minutes of the time appointed for holding such a meeting or if he shall be unable or unwilling to take the chair then the Managing Director shall be entitled to take the chair and failing him the Directors present may choose one amongst themselves to be the Chairman of the meeting.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	71	<ul style="list-style-type: none"> <li>• 114) QUESTIONS AT BOARD MEETINGS HOW DECIDED Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	72	<ul style="list-style-type: none"> <li>• 115) POWERS OF BOARD MEETING A meeting of the Board for the time being 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 Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	73	<ul style="list-style-type: none"> <li>• 116) DIRECTORS MAY APPOINT COMMITTEES Subject to the restrictions contained in Section 179 of the Act the Board may delegate any of their powers to Committees of the Board consisting of such member or members of its body as it thinks fit and it may from time to time revoke modify or alter the powers or composition of the Committees but every Committee shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise shall have like force and effect as if done by the Board.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	74	<ul style="list-style-type: none"> <li>• 117) MEETING OF COMMITTEE HOW TO BE GOVERNED The Meetings and proceedings of any Committees of the Board shall be governed by the provisions of the Act regulation prescribed by SEBI applicable clauses contained in these Articles and any other terms prescribed by the Board.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>• 118) RESOLUTION BY CIRCULATION No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft together with the necessary</li> </ul>

			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 by post or by courier or through electronic means and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
		76	<ul style="list-style-type: none"> <li>119) MINUTES OF PROCEEDINGS OF THE MEETINGS OF THE BOARD(a) The Company shall cause minutes of all proceedings of every meeting of the Board and Committees thereof to be kept in accordance with the Act.(b) Minutes of the meeting kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.120) POWERS OF DIRECTORS The Board shall exercise generally all powers other than those which may be exercised only by the Company in the General Meeting to carry on and manage the business of the Company. The Board may also delegate any of its powers for the time being vested in the Board to any Director(s) Officers employee(s) or other person(s) other than those specifically prohibited by the Act and any such delegation may be made on such terms and subject to such conditions as the Board may think fit and the Board may annul any such delegation at any time</li> </ul>
			<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	77	•
<input type="checkbox"/>	<input checked="" type="checkbox"/>	78	•
			<b>The Seal</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
		79	<ul style="list-style-type: none"> <li>121) THE SEAL ITS CUSTODY AND USE(a) The Board may 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 Board 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 the Board or a Committee of the Board previously given.(b) The Company shall also be at liberty to have an official Seal in accordance with the relevant provisions of the Act for use in any territory district or place outside India.122) DEEDS DOCUMENTS HOW EXECUTED(a) Every deed shall be executed on behalf of the Company by its duly constituted attorney(s) by way of a general or specific authorisation under a resolution of the Board which shall be authenticated by two Directors or by a Director and Company Secretary.(b) Where the Board provides for a Seal any deed that requires affixation of the Seal shall be executed by any person(s) authorised under the Seal as Companys attorney(s) either generally or in respect of any specific matters. Any deed signed by such duly constituted attorney(s) under his seal shall be deemed to have been signed under the Seal of the Company. The Seal shall not be affixed on any instrument authorising such person(s) to be Companys duly constituted attorney(s) except under the authority of a resolution of the Board and such instrument of authorisation shall be signed in the presence of two Directors or a Director and the Company Secretary.(c) All other documents contracts etc. shall be executed as per the provisions of the Act.</li> </ul>
			<b>Dividends and Reserve</b>

<input type="checkbox"/>	<input checked="" type="checkbox"/>	80	<ul style="list-style-type: none"> <li>123) DIVISION OF PROFITS The profits of the Company subject to any special rights relating thereto created or authorised to be created by these Articles and subject to the provisions of these Articles shall be divisible among the Members in proportion to the amount of Capital Paid-up or credited as Paid-up on the Shares held by them respectively.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	81	<ul style="list-style-type: none"> <li>124) THE COMPANY IN GENERAL MEETING MAY DECLARE A DIVIDEND Subject to the provisions of the Act the Company may in General Meeting declare dividend out of the profits for the year andor previous years andor out of free reserves in case of inadequacy of profits.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	82	<ul style="list-style-type: none"> <li>125) INTERIM DIVIDEND The Board may from time to time pay the Members such interim dividend as in their judgement the position of Company justifies.126) CAPITAL PAID UP IN ADVANCE AT INTEREST NOT TO EARN DIVIDEND Where capital is paid in advance of calls such capital may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	83	<ul style="list-style-type: none"> <li>127) DIVIDENDS IN PROPORTION TO AMOUNT PAID-UP 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 it shall rank for dividend accordingly.128) RETENTION OF DIVIDENDS Subject to the provisions of the Act the Board shall have the power to retain the dividends under the circumstances mentioned in the Act.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	84	<ul style="list-style-type: none"> <li>129) RIGHT TO RIGHTS SHARES AND BONUS SHARES TO BE HELD IN ABEYANCE PENDING REGISTRATION OF TRANSFER OF SHARES Where any instrument of transfer of Shares has been delivered to the Company for registration and the transfer of such Shares has not been registered by the Company it shall(a) transfer the dividend in relation to such Shares to the unpaid dividend account as referred to in the Act unless the Company is authorised by the registered holder of such Shares in writing to pay such dividend to the transferee specified in such instrument of transfer and(b) II.keep in abeyance in relation to such Shares any offer of rights Shares under the relevant provisions of the Act and any issue of fully paid-up bonus shares.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	85	<ul style="list-style-type: none"> <li>130) DIVIDEND HOW REMITTED Dividend shall be remitted in accordance with the provisions of Act Regulations made by SEBI.131) UNCLAIMED DIVIDEND Dividends unclaimed will be dealt within the provisions of the Act as may be applicable from time to time.131a) There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	86	<ul style="list-style-type: none"> <li>132) NO INTEREST ON DIVIDEND Subject to the provisions of the Act no unpaid dividend shall bear interest as against the Company.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>133) DIVIDEND AND CALL TOGETHER Any General Meeting declaring a dividend may on the</li> </ul>

		87	<p>recommendation of the Directors make a call on the 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 be made payable at the same time as the dividend and the dividend may if so arranged between the Company and the Members be set off against the calls.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	88	•
			<b>Accounts</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	89	<ul style="list-style-type: none"> <li>135) DIRECTORS TO KEEP TRUE ACCOUNTS(a) Subject to the provisions of the Act the books of accounts of the Company shall be maintained at the Office of the Company or at such other place as the Board may determine.(b) The books of account shall give a true and fair view of the state of the affairs of the Company or branch office as the case may be and explain its transactions. The books of accounts and other books and papers shall be open to inspection by any Directors during business hours.136) AS TO INSPECTION OF BOOKS OF ACCOUNTS The books of accounts of the Company may be inspected by a director in person as per the provisions of the Act.</li> </ul>
			<b>Winding up</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	90	<ul style="list-style-type: none"> <li>144) LIQUIDATOR MAY DIVIDE ASSETS IN SPECIE Subject to the provisions of the Act and rules made thereunder(a) 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.(b) For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.(c) 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 checked="" type="checkbox"/>	91	<ul style="list-style-type: none"> <li>145) DIRECTORS AND OTHERS RIGHT OF INDEMNITY The Company shall Indemnify every Officer out of the assets of the Company against any liability incurred by him in any proceedings whether civil or criminal in connection with the discharge of his duties as an Officer except if such liability is caused due to his negligence or wilful contravention of any provisions of the Act.The Company may take and maintain any insurance as the Board may think fit on behalf of the aforesaid persons for indemnifying against any liability for their acts in relation to the Company for which they may be liable subject to such terms and conditions as the Board may specify.</li> </ul>
			<b>Others</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>44) POWER TO BORROW Subject to all the applicable provisions of the Act the Board may from time to time at its discretion by a resolution passed at a meeting of the Board accept deposits from Members either in advance</li> </ul>

of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Companys bankers in the ordinary course of business) exceed the aggregate of the Paid-up Capital of the Company and its free reserves (not being reserves set apart for any specific purpose) securities premium the Board shall not borrow such moneys without the consent of the Company in General Meeting.45) PAYMENT OR REPAYMENT OF MONEYS BORROWED Subject to the provisions of the Article 44 hereof the payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution shall prescribe including by the issue of Debentures Debenture-stock and other securities of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled Capital for the time-being and Debentures Debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.46) FORM OF ISSUE OF DEBENTURES Subject to the provisions of the Act and subject to approval of the shareholders by way of necessary resolution any Debentures Debenture-stock or other securities may be issued by the Company at a discount premium or otherwise and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption surrender drawings allotment of Shares and attending (but not voting) at General Meetings appointment of Directors and otherwise. 47) SHARE MAY BE CONVERTED INTO STOCK The Company in General Meeting may convert any Paid-up Shares into stock and when any Shares shall have been converted into stock the several holders of such stock may thenceforth transfer their respective interest therein or any part of such interest in the same manner and subject to the same regulations as and subject to which Shares from which the stock arise might have been transferred if no such conversion had taken place or as near thereto as circumstances will admit. The Company may at any time reconvert any stock into Paid-up Shares of any denomination.47A) ISSUANCE OF CONVERTIBLE WARRANTS CONVERTIBLE SECURITIES Notwithstanding anything contained in these Articles the Company shall be entitled to issue offer and allot Convertible warrants or Convertible Securities (including but not limited to fully or partly convertible debentures or any other instruments convertible into equity shares) whether by way of preferential allotment rights issue private placement or otherwise in accordance with the provisions of the Companies Act 2013 and the rules made thereunder SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions of law as may be applicable from time to time. Such convertible instruments may be issued on such terms and conditions including but not limited to the tenure of conversion conversion price or pricing formula payment terms entitlement ratio exercise period etc. as may be determined by the Board of

Directors or any committee thereof in accordance with the applicable laws

48) RIGHTS OF STOCK-HOLDERS 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 meeting of the Company and other matters as if they held the Shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets of winding-up) shall be conferred by an amount of stock which would not if existing in Shares have conferred that privilege or advantage.

79) REGISTERS AND RECORDS In compliance with the provisions of the Act the Company shall keep and maintain all statutory registers records at its Office or at such places as approved by the board.

80) INSPECTION (a) The records and registers shall be allowed for inspection by any Member or any other persons only if and to the extent permitted under the Act (b) The inspection of registers records will be subject to such amount of inspection fee as may be prescribed by the Board wherever the Act provides for such inspection fee. (c) (i) Wherever the Act provides that the time and manner of inspection of registers records shall be subject to conditions as may be specified by the Company such conditions may be prescribed by the Board. (ii) In all other cases the registers records can be inspected as per the provisions of the Act.

81) EXTRACTS AND COPIES (a) (i) Any person permitted by the Act may take extract of registers and records during inspection to the extent so permitted and subject to the terms and conditions as specified under the Act or by the Board wherever the Act permits the Company to specify such terms and conditions and subject to such fees as may be prescribed by the Board wherever such fees can be specified by the Company under the Act. (ii) Extracts may also be requested by any person permitted by the Act of such registers and records wherever it is permitted to the extent so permitted and subject to the terms and conditions as specified under the Act or by the Board wherever the Act permits the Company to specify such terms and conditions and subject to such fees as may be prescribed by the Board wherever such fees can be specified by the Company under the Act. (iii) Copies of such registers and records may be taken during inspection or requested in writing by any Member as permitted by the Act and to the extent permitted by the Act subject to such fees as may be prescribed by the Board wherever such fees can be specified by the Company under the Act. (b) On a request made in writing by any Member for an additional copy of the annual report the same will be provided on a payment of such fees as may be prescribed by the Board.

82) COPIES OF MEMORANDUM ETC. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in the Act shall be sent by the Company to every Member at his request within seven days of the request on payment of such fees as may be prescribed by the Board.

83) FORMAT OF REGISTERS AND RECORDS Registers records of the Company may be maintained in the formats prescribed under the Act and rules made thereunder in physical or electronic form as the Board of Directors of the Company may think fit.

106) MANAGING DIRECTOR WHOLE-TIME DIRECTOR MANAGER Subject to the applicable provisions of the

Act(a) the Board may from time to time appoint one of their body to the office of Managing Director or Whole-Time Director. The Board may also appoint a Manager who need not be a Director. In the event of any vacancy arising in the office of the Managing Director or Whole-Time Director the vacancy shall be filled by the Board and the Managing Director or Whole-Time Director so appointed shall hold the office for such period as determined by the Board of Directors.(b) The person appointed as Managing Director shall not be liable for retirement by rotation.(c) A Managing Director or Whole Time Director or Manager shall receive such remuneration (whether by way of salary commission or participation in profits or partly in one way and partly in another) as the Company in General Meeting may from time to time determine.(d) The Managing Director shall be entitled to exercise all such powers other than those powers which are exercisable only by the Board or Shareholders under the Act subject to the superintendence and control of the Board. Such powers may also be conferred on the Whole Time Director or Manager by the Board from time to time. Further the Managing Director or Whole-Time Director or Manager as the case may be may exercise all such powers that may be delegated by the Board subject to such terms and conditions as may be specified by the Board.(e) The re-appointment of a Whole-Time Director consequent to determination of their office by retirement by rotation shall not affect their current tenure of appointment and will not be treated as break in their respective office. The Company shall not appoint or employ at the same time the following categories of the managerial personnel namely a. Managing Director and b. Manager.107)

**CERTAIN PERSONS NOT TO BE APPOINTED MANAGING DIRECTOR WHOLE-TIME DIRECTOR MANAGERS** Subject to the provisions of the Act the Company shall not appoint or continue the employment of any person as Managing Director Whole-Time Director or Manager who (a) is an undischarged insolvent or has at any time been adjudged an insolvent (b) suspends or has at any time suspended payment to his creditors or makes or has at any time made a composition with them or (c) is or has at any time been convicted by a court of an offence involving moral turpitude (d) is below the age of twenty-one years or has attained the age of seventy years. Provided that appointment of a person who has attained the age of seventy years may be made by passing a Special Resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.137)

**SERVICE OF DOCUMENTS OR NOTICES TO MEMBERS**(a) Save as otherwise provided service of documents will be made in compliance with the provisions of the Act. The documents can also be served by way of a Uniform Resource Locator (URL) in the e-mail and document posted in the said URL.(b) Where a Member desires to receive documents through a particular mode as permitted under the Act he shall give a prior intimation to the Company regarding the same. The Company may serve such document in such mode subject to such sum as may be fixed by the Board to defray the expenses of doing so and such sum to be paid upfront before effecting such mode of service.138)

**ADVERTISEMENT A** document or notice advertised in a newspaper

circulating in the district of the Office shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every Member who has no registered address in India and has not supplied to the Company an address within India or an e-mail address for the serving of documents for sending of notices to him.139) ON JOINT HOLDERS A document or notice may be served or given by the Company on or to the joint holders of a Share by serving or giving the document or notice on or to the joint holders named first in the Register of Members in respect of the Shares.140) TO WHOM DOCUMENTS OR NOTICES TO BE SERVED OR GIVEN Documents or notices of every General Meeting shall be served or given in the same manner herein before authorised on or to (a) every Member (b) every person entitled to a Share in consequence of the death or lunacy or insolvency of a Member and (c) the Auditor or auditors for the time being of the Company and such other persons as entitled to receive the same as per the provisions of the Act.141) MEMBERS BOUND BY DOCUMENTS GIVEN TO BE SERVED ON OR GIVEN TO PREVIOUS HOLDERS Every person who by operation of Law transfer or other means whatsoever shall become entitled to any Share shall be bound by every document or notice in respect of such Share which previously to his name and address being entered on the Register of Members shall have been duly served on or given to the person from whom he derives his title to such Shares.142) DOCUMENT OR NOTICE BY COMPANY AND SIGNATURE THERETO Any document or notice to be served or given by the Company may be signed by a director or some person duly authorised by the Board for such purpose and the signature thereto may be written printed or lithographed or electronically including digital signature.143) SERVICE OF DOCUMENTS OR NOTICES BY MEMBERS A document may be served on a Company or an Officer thereof by sending it to the Company or the Officer at the Office of the Company by registered post by speed post by courier service or by leaving it at its registered Office (by hand delivery) or by means of such electronic or other mode as may be prescribed under the Act.146) SECRECY CLAUSE Every Officer auditor trustee agent or other persons employed or engaged for the business of the Company shall if so required by the Directors before entering upon duties sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company 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 to do so by the Directors or by Law or by the person to whom such matters relate except so far as may be necessary in order to comply with any of the provisions in these presents contained.147) No Member shall be entitled to visit any works of the Company without permission of the Directors or to require discovery of or any information respecting details of the Companys trading or any matter which is or may be in the nature of a trade secret mystery of trade secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors it would be in expedient in the interests of the Company to disclose.

**Attachments**

First Subscriber (s) sheet

Subscriber sheet.pdf

**Declaration**

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

Article 92(47A) ISSUANCE OF CONVERTIBLE WARRANTS/CONVERTIBLE SECURITIES Notwithstanding anything contained in these Articles, the Company shall be entitled to issue, offer and allot Convertible warrants or Convertible Securities (including but not limited to fully or partly convertible debentures or any other instruments convertible into equity shares), whether by way of preferential allotment, rights issue, private placement or otherwise, in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law as may be applicable from time to time. Such convertible instruments may be issued on such terms and conditions, including but not limited to the tenure of conversion, conversion price or pricing formula, payment terms, entitlement ratio, exercise period, etc., as may be determined by the Board of Directors or any committee thereof, in accordance with the applicable laws

**To be digitally signed by**

Name

Designation

DIN

DSC