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MEMORANDUM
&
ARTICLES
OF
ASSOCIATION
OF

TRISHAKTI INDUSTRIES LIMITED

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सत्यमेव जयते

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Office of the Registrar of Companies

2nd Floor, 2ND MSO BUILDING, Kolkata, Nizam Palace 2nd MSO Building, 2nd Floor, West Bengal, 700020, India

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **L31909WB1985PLC039462**

I hereby certify that the name of the company has been changed from TRISHAKTI ELECTRONICS AND INDUSTRIES LTD to TRISHAKTI INDUSTRIES LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name TRISHAKTI ELECTRONICS AND INDUSTRIES LTD

Given under my hand at Kolkata this TWENTY SECOND day of AUGUST TWO THOUSAND TWENTY THREE

Signature Not Verified

Digitally signed by
*.mca.gov.in

Date: 2023.08.22 19:08:37 IST

Ananta Sethi

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

ROC Kolkata

Note: The corresponding form has been approved by Ananta Sethi, Registrar of Companies, ROC Kolkata and this order has been digitally signed by the Registrar of Companies through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.

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

TRISHAKTI INDUSTRIES LIMITED

GODREJ GENESIS, SALT LAKE CITY, SECTOR-V 10TH FLOOR, UNIT NO-1007, NA, KOLKATA, Kolkata-700091, West Bengal, India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affect the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry www.mca.gov.in/MCA21





Certificate of Commencement of Business

Pursuant of Section 149(3) of the Companies Act, 1956



No. 39462

I hereby certify that the **TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED** which was incorporated under the Companies Act, 1956, on the Ninth day of September, 1985 and which has this day filed a duly verified declaration in this prescribed form that the conditions of Section 149(1) (a) to (d) / 149(2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

Given under my hand at **Calcutta** this **First** day of **October**, one thousand nine hundred and **Eighty Five**.

SEAL

K. K. DHAR
Registrar of Companies
W. B.



CERTIFICATE OF INCORPORATION

No. 39462 of 1985

I hereby certify that **TRISHAKTI ELECTRONICS & INDUSTRIES LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at **Calcutta** this **Ninth** day of **September**, one thousand nine hundred and **Eighty Five**.

SEAL

K. K. DHAR
Registrar of Companies
W. B.

The Companies Act, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TRISHAKTI INDUSTRIES LIMITED

- I. The name of the Company is TRISHAKTI INDUSTRIES LIMITED.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III.(A) The main objects to be pursued by the Company on its incorporation are :-
 1. To carry on all or any of the business of the manufacturers of importers , exporters , traders and dealers in , hirers , maintenance and repairers of electrical , electronics machinery , equipment , components , electronic goods , clocks , appliances of all kinds and description including amplitude modulated , frequency modulated , phase modulated , single side Band Receivers , T.V . , Radio , Transistors , Tape recorders , two in one , Public Address System , Intercom , Stereo system , Video cassette recorders , Monitor , Stabilisers , Magnetisers , Printed Circuit Board , Loud , Speakers , Band Switches , Capacitors , Gang , plastic films , Ceramic , I.F.T . , Transformer Main , Driver , output impedance matching , chokes , coils resistance Carbon -Film , Wire-wound variable , Tune Control, Volume Control , On and Off switches , Toggle switches , Electronic , Mechanical Tuhers -Deflection Components , Yoke , Line Diver transformer, E.H.T. transformer , Line set , Connectors , Leads , aerials , feeders , transistors Valves , Chips , Dynamos , conductors , Insulators , Converters , Domestic Appliances , Gramophones, tapes , telephone equipment and their components , Soldering Irons, basket and hardwares of loud Speakers and electrical wires .
 2. To finance the Industrial Enterprises by way of lending and advancing money , machinery , land , building , shed and such other things as may be required by such Industrial Enterprises either without security and upon such terms and conditions as the Company may think fit and to guarantee or become sureties for the performance of any agreement or contract entered into by any Industrial Enterprise with any Financial Institution , Banks or other parties for obtaining finance whether for its long term capital , working capital or for any deferred payment finance , act as brokers and negotiators with banks financial institutions and others for arranging loans etc , provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act , 1949.
 3. To invest in and acquire , sell , transfer , subscribe , hold dispose of and otherwise deal Portfolio Management Service / Trading in shares , Equity and Derivative stocks , debenture stock , Bonds obligations and securities issued or guaranteed by any company constituted or carrying on business India or elsewhere and Equity & debentures , Equity & Debenture stocks , bonds . Obligation and securities issued or guaranteed by any Government , State , dominion , sovereign , ruler , commissioner ,public body or authority , supreme , municipal , local or otherwise , whether in India or elsewhere to carry on the Business of Financing Industrial enterprise .
 4. To prepare , manufacture , market , trade , import , export ,improve , process , sell & Purchase and carry on the business of spices , preservers growers of fresh and /or preservable products of spices , agro commodities , vegetables , fruits , herbs , flowers , medicines , drinks , fluids and others and generally to carry on the manufacturing of pickles , chutney , masalas , mixtures , vinegars , ketchups , juices , custard powder , powder (edible) drinks , beverages , gelatins , essences , ice creams , milk preparations , table delicacies and to establish to own brand and state supplying to develop buying lead throughout futuristic experience in the industry .

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(B) The objects incidental or ancillary to the attainment of the above main objects are :-

1. To buy , sell , process, engineer , manufacture , repair , alter , improve , remodel , clean , renovate , convert , manipulate , exchange , import , export , act as agents , do hire purchase and deal in all plantations , factories , works , plant , machinery , tools , utensils, appliances , apparatus , products , materials , substances , articles and things capable of being used products , materials , substances , articles and things capable of being used in any business which this Company is competent to carry on or commonly dealt in by persons engaged in any such business or incidental to the foregoing business or any of them or likely to be required by customers of any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture , experiment with , render marketable and deal in all products of residual and by-products incidental to or obtained in any of the business carried on by the Company .
2. Subject to the provisions of the Act , and directions issued by the Reserve Bank of India to advance , deposit or lend money , securities and property (not amounting to the business of banking as defined under the Banking Regulation Act , 1949) to or with such persons , firms , or body corporates as the Company thinks fit and in particular to customers and others having dealings with the Company and on such terms as may seem expedient , and to discount buy , sale and deal in bills , notes , warrants , coupons and other negotiable or , transferable securities or documents and to guarantee the performance of any contract by any such person .
3. Subject to the provisions of the Act, and directions issued by R.B.I. to receive money , securities , valuables of all kinds on loan or deposit or sale custody not amounting to the business of banking or (as defined under the Banking Regulation Act , 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debentures or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed , raised or owing by mortgage , charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and also by a similar mortgage , charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligation undertaken by the Company or any other person or Company , as the case may be .
4. To guarantee the payment of money secured by or payable under or in respect of bonds, debenture- stock , contracts , mortgages , charges obligations , and other securities of any company or of any authority , central , state , municipal , local or otherwise , or any person however , whether incorporated or not incorporated for the purpose of the business of the company .
5. To purchase or otherwise acquire and to sell , exchange , surrender , lease , mortgage , charge , convert , hold , turn to account , dispose of real and personal property and rights of all kinds , and in particular lands , buildings , hereditaments ,business concerns and undertakings , debenture-stocks ,mortgages , debenture, produce , concessions , options contracts , patents , annuities , licences stocks , shares , securities , bonds , policies , book debts and claims , privileges and choses in action of all kinds , including any interest in real or personal property and any claim against such property or against any person in respect of any of the business carried on by the company.

6. To draw , make , accept , endorse , discount , execute and issue promissory notes , hundies , bills of exchange , bills of lading , warrants , debentures and other negotiable or transferable instruments.
7. To acquire from time to time and to manufacture and deal in all such stock-in-trade, plant and machinery , goods , chattels , and effects as may be necessary or convenient for any business for the time being carried on by the Company .
8. To lend and advance money , either with or without security and give credit to such persons on such terms and conditions as the Company may think fit not amounting to the business of the banking as defined under the banking regulation Act 1949.
9. To undertake financial and commercial obligations , transactions and operation of all kinds for the purpose of attainment of main objects.
10. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of or dividends or interest or any stocks, shares or securities of any corporation , firm or person as the Company may think fit for the purpose of the business of the Company .
11. To communicate with Chamber of Commerce and others mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade , industry and persons engaged therein.
12. To subscribe to , become a member of , subsidise and co-operate with , any other association , whether incorporated or not , whose objects are altogether or in part similar to those of the Company , and to procure from and communicate to any such association , such information as may be likely to forward the objects of the Company .
13. To build , construct , alter , enlarge , remove , pull down , replace , maintain , improve , develop , work , control and/or manage any building , offices , factories , mills , ships , machinery, engines , water-work , gasworks , bridges , wharves , reservoirs , roads , tramways , railways branches or sidings , electric power , heat and light , supply works , telephone , works , hotels , clubs , restaurants , baths , places of worship , places of amusement , pleasure grounds , gardens , reading rooms , stops , dairies , and others works and conveniences which the Company may think directly or indirectly conducive to its objects or which may advance the interests of the Company and to contribute assist or take part in the construction , maintenance , development , working , control and management thereof and to join with any other person or company in doing any of these things .
14. To improve , manage , develop , grant rights , or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company .
15. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company .
16. To purchase , take on lease , exchange , hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business .

17. To apply for , purchase or otherwise acquire any patents , inventions , licenses , concessions , and the like , conferring any exclusive or non-exclusive or limited right to use , or secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit to Company and to use , exercise develop or grant or licences in respect of or otherwise turn to account the property , rights or information so acquired .
18. To set-up , operate , maintain and promote research & development laboratories , projects , experimental plants , test houses and to carry out research and development assignments and to promote research projects through other persons of institutions .
19. To acquire and undertake the whole or any part of the business, property or liabilities of any person firm or body corporate , carrying on or proposing to carry on any business which the Company is authorised to carry on , or having property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company .
20. To enter into any arrangements with any Government or any authority , superme , municipal , local or otherwise that may seem beneficial to any of the Company's objects and to apply for , procure and obtain any Act of parliament , privilege , concessions , licence or authorisation of the Government or any other authority local or otherwise for enabling the Company to carry any of its objects into effect or for extending any of the power of the Company and to carry out , exercise and comply with any such Act , privilege , concession , licence or authorisation and to carry out and implement the provisions of the Foreign Exchange Regulation Act , 1973.
21. To pay for any rights or property acquired by the Company and to remunerate any person , company or public bodies whether by cash payment or by allotment of shares , debentures or other securities of the Company credited as paid up on full or in part or otherwise .
22. To amalgamate , enter into partnership or into any arrangement for sharing profits , union of interest , co-operation , joint venture or reciprocal concession or for limiting competition with any person , firm or body corporate whether in India or outside carrying on or engaged in , or about to carry on or engage in , any business or transaction which the Company is authorised to carry on or engage in , or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person , association or body corporate whether in India or outside , for such other purposes that seem calculated beneficial and conducive to the objects of Company .
23. To establish , promote , or concur in establishing or promoting any company or companies for purpose of acquiring all or any of the rights , liberties and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of , underwrite , subscribe for or otherwise acquire all or any part of the shares , debentures or other securities of any such other company or companies .

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24. To lease, to let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit, particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
25. To procure the registration or recognition of the Company in or under the laws of any place outside India.
26. (a) To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company for the purpose of the business of the company.
(b) To accept gifts and donations, to create trusts for the employees, members, directors and/or their dependents, heirs and children and for any deserving object and for other persons also and to act as trustees.
(c) To carry on all or any of the business of traders, dealers, growers, processors, bleachers, blenders, manufacturers, exporters, importers of Textile, Jute, Cotton, Flex, Hemp, Tea, Coffee, Rubber, Bamboo and other produce of the soil.
27. To subscribe or guarantee money for national, charitable, religious, educational, benevolent or other institutions, societies, clubs, funds, associations, public, general or useful objects or for any exhibition but not intended to serve any political cause or purpose.
28. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how processes, engineering, manufacturing and operating data plans, lay outs and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.³
29. To pay any premium or salaries and to pay for any property, right or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation or the business of the Company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing any of the shares of the Company or any debentures, debenture-stocks, or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company, and to issue any such shares either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and to charge any such bonds, debentures or other securities upon all or any part of the Company.
30. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
31. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to

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enter into any arrangement, agreement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.

32. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonuses, benefits or any other payment to any persons who are or were at any time in the employment or service of the Company or its successors in business or of any company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors of the Company or any such other, Company as aforesaid and the wives, widows, other Company as aforesaid and the wives, widows, families, dependent or connections of any such person, and to provide for the welfare of all or any other aforesaid persons from time to time by subscribing, subsidising, or contributing to any institution, association, funds, clubs, trusts, profit sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries medical and other attendances, and to make payments to or towards the insurance of any such person as aforesaid and to do any or the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
33. To set up power plant for own use and to purchase, generate, accumulate, supply and distribute electric energy, gas, steam, heat and motive power, manufacture, and deal in all kinds of apparatus or articles which are required for or capable of being used in connection with the generation, accumulation, distribution, consumption, employment, display and supply of electric energy, steam, heat and motive power and to generate, produce, distribute and supply electrical and other energy to buildings, towns, places, theatres, exhibitions, cinemas, undertakings, factories, workshops, streets and others and to use such energy for the Company's business.
34. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the upliftment of the public in any rural area and incur any expenditure on any programme of rural development and to assist execution and promotion thereof directly or through an independent agency or in any other manner without prejudice to the generality of the foregoing "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the public in any rural area which the Board of Directors of the Company (the Board) consider it likely to promote and assist rural development, and that the words 'rural area' shall include such areas as may be regarded as rural area under section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Board as rural areas and the Board may at its discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration, or at such fair or concessional value as the Board may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds as the Board may approve.

35. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Board of Directors of the Company (the Board) may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Board consider likely to promote national welfare or social, economic or moral upliftment of the public or section of the public and in such manner and by such means as the Board may think fit and the Board may without prejudice to the generality of the foregoing undertakes, carry out promote and sponsor any activity for publication of any books, literature, newspapers etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any Institution, fund, trust etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner as the Board may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Board may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds as the Board may approve.
36. In the event of winding-up to distribute all or any of the property of the Company amongst the members in specie or kind and/or proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
37. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through trustee, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.
38. To appoint Secretaries, Managers, Agents, Promoters, Selling Representatives, Commission Agents and to engage Lawyers and Solicitors and to grant them or any of them necessary power of attorney.
39. To provide technical know-how in India and abroad which is likely to assist in the manufacture of goods or the processing of materials or in the installation or erection of plant or machinery for such manufacture or processing inclusive of providing technological design, installation and erection information and to render engineering, technical, management and various types of skilled and other services to all types of business and industry or other organisation.
40. To do all such other things as may be deemed incidental or conducive to

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the attainment of the above objects or any of them.

(C) Other objects for which the Company is established are :

1. To carry on, in any mode, the business of store keepers in all its branches and in particular to buy, sell, manufacture and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail.
2. To manufacture, produce, buy, sell, Import, export, stock, deal in machine tools, grinding machines, automatic lathes, drilling machines, planogrinders, machineries of every description, precision tools, cutting and small tools, electric motors, electrical equipments, cables, wires, switch-gears, flame and drip proof machines, electrical fans, regulators of all types, electric kilowatt hour meters, magnets, industrial jewels, meters, voltmeters and other types of measuring instruments, electrical, non-electrical magnetic, galvanic and other instruments, die castings, screws, nuts and bolts, transformers of all types, circuit breakers, hoists, elevators, gears, trolleys and coaches, winches, air-compressors, power plants, welders, refrigerators, domestic washing machines, motors, fans, insulations, television and wireless apparatus including radio receivers and transmitters, micro wave components, radar equipments, valves, resistors, electronic instruments, conductors, materials transistors & allied items, sewing machines, watches and clocks, tape recorders, household appliances and components and parts thereof.
3. To carry on all or any of the business of manufactures, installers, maintainers, repairers of and dealers in electricals and electronic appliances and apparatus of every description, and of and in radio, television and telecommunication requisites and supplies, and electrical and electronic apparatus, appliances, equipment and other articles, instruments and things required for or capable of being used for or in connection with the generation, transformation, propagation, radiation, distribution, supply, accumulation and employment or application of electricity for radiating wires for wireless, signalling, lighting, hearing, motive power, X-ray, medical and other purposes whatsoever, and to manufacture construct, maintain, carry out, repair, alter, work, buy, sell, let on hire and otherwise deal in works, plant, machinery, apparatus, fittings, furnishings, tools materials, products, conveniences and things of all kinds capable of being used in connection with such purposes of any kinds, including cables, wires, lines, stations, exchanges accumulators, dynamo motors, batteries, switching, regulating, controlling, signalling and redical apparatus, lamps, meters and engines.
4. To carry on business as manufacturers, producers, dealers, purchasers, sellers, processors, importers, exporters, stockists, agents, brokers, traders and retailers of all kinds of paper and boards and articles and from paper or pulp (mechanical or wood) and materials used in manufacture of, treatment of paper including writing, printing, wrapping and tissues, news print, paper for packing including corrugated and craft paper, synthetic

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paper, paper board hard board, straw board, card boards, cardboard boxes, leather board, mill boards, paste boards, pulp boards etc. and all kinds of pulp whether mechanical or chemical including dissolving pulp.

5. To carry on all or any of the business following namely cotton spinners and doublers, flax, hemp and jute spinners, linen and rayon synthetic fibres, yarn manufacturers, flax, hemp, jute and wool merchants, wool combers, worsted spinners, woolen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers and makers of vitriol, bleaching and dyeing materials, and to purchase, prepare, comb, spin, dye and deal in flax, hemp, jute, wool, cotton, rayon, waste, droppings, silk and other fibrous substances and to weave or otherwise manufacture, buy, sell and deal in linen cloth, oil cloths, rubber cloths, waterproofs of all kinds, and other goods and fabrics, whether textile, felted, netted or looped.
 6.
 - (a) To purchase, manufacture produce, refine, prepare, import, export, sell and to generally deal in sugar, sugar-beets, sugar-cane, molasses, syrups, jaggery, melada and all products or by-products thereof and food products, generally and in connection therewith to acquire, construct and operate sugar or other refineries, buildings, mills, factories and other works.
 - (b) To establish, own, erect, acquire, work and manage veneer mills, plywood factories and similar mills and factories and to peel, produce, manufacture and prepare for market, store, stock, buy sell, export, import, distribute, deal in and carry on business in timber, wood of all kinds and all articles where timber assorted veneers, veneer products, veneer for tea-chests, packing cases and commercial boards, decorative veneers, veneers for furniture and cabinet making and other purposes, tea chests, commercial plywood, plywood for cabinet making, coach building, ship building, aeroplanes, partitions, panellings, doors, windows and other construction purposes, decorative veneer, boards, laminated boards, block-boards, composite boards, compressed board, pressed boards, hard boards, chip boards, bent wood, moulded wood and any other articles of like nature.
 7.
 - (a) To carry on the business or businesses whether together or separately as proprietors managers, renters and lessors, of studios, theatres, discotheques, cinemas, picture places, music halls, concert and dance halls and other places of amusement and entertainment of every kind of film producing, studios, recording studios and radio and television studios and to provide for the production and exhibition of pictures, transmission of pictures, movements, music and songs and for the reception, transmission of news and business of production management performance and representation of entertainments of all kinds, musicals, dramas, shows, radio and television, entertainments and other amusements and entertainment.
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- (b) To carry on the business of refreshment caterers and contractors, ice merchants, wharfingers, dock-owners, ferrymen, warehousemen, carriers of goods and passengers and over any railway, road, tramway, ropeway, bridge, ferry, river or canal and manufacturers of and dealers in railway and tramway, carriages, trucks, locomotive and other engines and other chattels and effects required for the making, maintenance, equipment and working of railways and tramways.
 - (c) To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and for these purposes or as independent undertaking to purchase, take in exchange, charter, hire build, construct or otherwise acquire and to own, work, manage, and trade with steam, sailing motor and other ships, trawlers, drifts, tugs and vessels, aircrafts and motor and other vehicles with all necessary and convenient equipments, engines, tackle, gear, furniture and stores or any shares or interests in ships, vessels, aircrafts, motor and other vehicles, including shares, stocks or securities of Companies, possessed or interested in any ships, aircraft or vehicle, and to maintain, repair, fit out refit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with and dispose of any of the ships, vessels, aircrafts, motor and other vehicles, shares, stock and securities or any of the engines, tackles, gear, furniture, equipment and stores of the Company and to carry the business of travel agents.
 - (d) To carry on the business of hotel, tourist, hostels, restaurant, cafe, refreshment room and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, importers and manufactures of aerated minerals and artificial waters and other drinks, purveyors, caterers for the public generally, carriage, taxi, motor car and motor lorry proprietors, dairy men, improters and broker of goods, live and dead stock and foreign produce of all descriptions hair-dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, hair-dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and place of amusement, recreation, sport entertainment and instruction of all kinds, tobacco, cigar, and cigarette merchants, agents for railway and shipping and airlines companies and carriers, theatrical and opera box office proprietors and general agents and others business which can conveniently be carried on in connection therewith.
8. To produce, manufacture, refine, prepare, import, export, purchase, sell, treat and generally to deal in all kinds of glass ceramics, sanitaryware, earthenware, stonewares china, terracotta, porcelain products, bricks, fire bricks, fire clay, insulation bricks, silica bricks, tiles, pottery, pipes, insulators, refractories of all description and/or by products thereof and

building materials general, and in connection therewith either as principal or agents, either solely or in partnership with others to take on lease or acquire, erect, construct, establish, operate and maintain, ceramics pottery industries, factories, quarries, mines, collieries, workshops and other works.

9. To produce, manufacture, refine, prepare, import, export, purchase, sell and generally to deal in all kinds of cement (ordinary, white, coloured, portland, alumina, blast furnace, silica etc), cement products of any description (pipes, poles, asbestos sheets, blocks, tiles, garden-wares, etc.), lime, limestone and/or by-products thereof, and in connection therewith to take on lease or acquire, erect, construct, establish, operate and maintain cement factories, quarries and collieries, workshops and other works.
10. To carry on business of manufacturers or dealers in, hirers (letting out on hire or hire purchase system, or taking on hire), repairers, cleaners, storers, ware-housers, importers, exporters or agents of motor vehicles, motor cycles, cycles, cars, motors, scooters, bicycles, air conditioners, refrigerators, carriages, gramophones, radios, radiograms, electric fans, all kinds of other machineries, component, parts, accessories, apparatus and fittings, fireworks and other explosive products and water works minerals and mineral oils, chemicals and synthetic products or any other kind of merchandise commodities and products.
11. To supply and to provide, maintain and operate services facilities, conveniences, bureaux and the like for the benefit of any person, company, corporate body, firm, trust, association, society or organisation whatsoever and generally to act as buying, selling, warehousing, handling agents, consultants and act as service organisation or for providing general administrative, secretarial, registrar, advisory, commercial, financial, Management Consultancy, technical, accountancy, quality control, legal, labour and other services to persons, companies, corporate bodies, firms, trusts, associations or organisations whatsoever.
12. To carry on the business as dealers, owners and investors in land, building, factories for which purpose to acquire and purchase, take on lease tenancy or in exchange, hire or by other means obtain ownership and/or options over any freehold or other property for the said estate or interest thereof any rights, privileges or easements over or in respect of any property, land or any building and to turn into account, develop the same and dispose of or maintain the same and to build township, markets or other buildings or conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences, drainage facility, electric, air-conditioning, telegraphic, telephonic, television installations and to deal with the same in any manner whatsoever and to build, take on lease and/or on rent, purchase or acquire in any manner whatsoever any departments, houses, flats, rooms, floors, huts or other accommodation and to let or dispose of the same on instalment basis, hire purchase basis or by outright sale

(12)

whether by private treaty or by auction or in any other mode of disposition all or any intergral part thereof.

13. To carry on all or any of the business of financiers of industrial, commercial and other enterprises and general financiers, film financiers, producers and distributors and exhibitors, money-lenders, sahu-kars, trustees, underwriters, guarantors, hire-purchase dealers, investors, promoters, securities, bonds, obligations, claims, licences and charges and land, buildings, houses, easements, negotiable instruments, decrees, book debts, patents, factories, mines, industrial undertaking, business concerns, warehouses, property and rights of all kinds, agricultural units, shops and godowns, business of insurance agents, trust company, safe deposit company and such other business and acts required in connection therewith, to receive on deposit or borrow and raise money and to lend or deal with the money either with or without interest or security provided the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
14. (a) To purchase, prospect, explore, pump, refine, dig, take on lease, or otherwise acquire freehold and other lands, properties, mines and mineral properties, and also grants, concessions, leases, claims licences of or other interests in mines, mining rights, oil fields, offshore oil drilling, lands, mineral properties, water rights, and either absolutely or conditionally, and either solely or jointly with others.
(b) To search, wind, get, quarry, reduce, smelt, calcine, refine, dress amalgamate, manipulate and prepare for market ferrous and non-ferrous metal, ore, quartz, and mineral substance of all kinds including oil and to carry on any other prospecting mining and metallurgical operations and to work mines or quarries, and to search, form, getwork, process, calcine, raise, smelt manufacture, make merchantable, sell or otherwise deal in iron, coal, coal tar, stone, lime, lime stone, chalk, clay, bauxite, soapstone, ores, metals, mineral oil, gold, silver, diamond precious and other stones, deposits, products and all other kinds of by-products thereof and generally to carry on the business of mining in all its branches.
15. To manufacture, produce, refine, prepare, purchase, store, sell and generally to trade and deal in batteries, toys, drugs, medicines, natural plants, mixtures, powder, tablets, capsules, injections, oils, compounds, toilet goods, pigment and all kinds of pharmaceutical, cosmetic and medicinal preparations required or used for beauty aid or personal hygien or in allopathy, ayurvedic, unani, homeopathic or nature cure methods or any system of treatment, bandages, cotton gauzes, crutches and all kinds of anatomical, orthopaedic and surgical appliances, stores and requisites for hospitals, laboratories, patients and invalids and to run hospitals, clinics, nursing homes etc.
16. To manufacture, produce, buy, sell, import and deal in boots, shoes, and

footwear of all kinds of leather, rubber, canvas, plastic or any other synthetic or natural products, water proof cloths or compound leather, hides, skins, rexine, rubber, plastic or synthetic cloths, compounds or granules, lasts, trees, buckles, legging, heels, laces, bests, polishes, protectors, accessories and fittings used in or required for footwears.

17. To manufacture, brew, distill, process, dehydrate, can, package, buy, sell and deal in confectionery, dry and preserved fruits, juices, vegetables, pickles, beer, wines, molasses, soft drinks, processed food products, ice, ice cream, ice candy, milk and milk products, sweets, and all other eatables and by-products including fish, prawns, and other produce of water and to carry on the business of manufacturers and dealers in and operators of vessels, siphons, gas filters, bottlers, apparatus, appliances and receptacles of all kinds for manufacturing, improving, treating, preserving, aerating, mineralising, bottling and discharging any liquid whatsoever.
18. To carry on business as manufacturers, producers, dealers, traders, importers, exporters, stockists, distributors or agents of GLS lamps, electric bulbs, miniature bulbs, lights, flood lights, flash lights, mercury vapour bulbs, and other type or types of bulbs, lamps or tubes required or used for lighting for industrial domestic, electronics, transport vehicles for commercial purposes & glass shells fittings, tubes, filaments tungsten and molybdenum wires, caps and other materials, machineries, accessories & spares required or used for manufacture of bulbs, lamps or tubes.
19. To acquire, carry on business as manufactures, processors, re-rollers, refiners, smelters, converters, fabricators, producers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants of ferrous and nonferrous metals alloys, iron castings, steel, tools, shaftings, bars, rods, flats, squares, angles, channels, plates, sheets, strips, hoops, rounds, circles, utensils, wires, wire nails, wire products, screws, expanded metal, hinges, foundry products, pillar-proof caps, drums, barrels, tank and all other like commodities and by-products thereof.
20. To carry on and undertake the business of hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring, or letting on hire all kinds of plant, machinery, equipment and vehicles and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including land and building, plant and machinery, equipment, ships, aircraft, automobiles, computers, electronic data processors, tabulators, air conditioners, medical equipment, domestic equipment/appliances and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/ or used and from India or from any part of the world

and to provide leasing advisory/ counselling services.

21. To carry on the business of manufacture, makers, improters, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of and dealers of writing pen, pencils, fountain pen, ball point pen, sign pen, colour pencils, tubes and tablets, pins, erasers, ink clips, rules, paper, pulp, newsprint, board, envelopes, cards, dies, letter-heads, forms, files, stamps, books, bags, cases, cover, racks, cabinets, numerical printers, adhesiv tapes, gums, duplicators, zerox and photo copiers, carbon paper, ribbon, typewriters, computers, calculators, accounting and Inter-communication machines and all kinds of office, domestic, industrial and educational stationery, equipments, appliances, furniture, instruments, gadgets, devices and stores.
22. To carry on business of manufacturing, producing, processing, treating, making, taking on hire or otherwise acquiring, blending, formulating, packaging, finishing, distributing, selling marketing, wholeselling, retalling, importing, exporting, buying, fabricating, assembling, servicing, repairing, maintaining, of all types, grades, kinds, sizes and descriptions of photographic films, papers, chemicals, reagents, substances, equipments, instruments, accessories, machineries, raw materials and things, tools, apparatus, products, supplies for audio-visual communication films and products, image and document production and coping and information gathering, recording, handing, storing retrieval products; to carry on business by making or providing applications for such equipments, apparatus, accessories, products, machineries, supplies and by providing services and processes relating to photography, audio-visual communication, image and document production and copying and information gathering, recording, handling, storing and retrieval.
23. To carry out investigation, basic and fundamental resarch, applied research, design, development, experimental work, pilot plant work, commercial work, scale-up works and every description in all branches of science, engineering and technology for producing, discovering, inventing, making improvements in, modifications to, effecting cost reduction or energy savings in all forms of energy including sloar energy, nuclear energy, thermal energy, hydro-electric energy, energy from gases, minerals, chemicals, elements and compounds of every description.
24. To carry on the business of investment Company and to invest in and acquire, hold and deal in shares, stock, Debentures, Debenture-stock, bond, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and Debentures, Debenture- stocks, bonds, obligations and securities, issued or guaranteed by any Government, State, Dominion, Sovereign, ruler, commissioners, public body or authority, Supreme, Municipal, local or otherwise, whether in India or elsewhere.

(Special Resolution passed on 31.05.1990 for commencement of Business.)

25. To carry on business as producers , manufacturer, processors , converters , refines , makers , bottlers , stockists , dealers , importers , exporters , traders , retailers , agents sellers of oxygen , acetylene , ammonia , nitrogen , hydrogen , coal gas , natural gas , helium and other types and kinds of gases , mineral oil , motor and aviation spirit , diesel oil , kerosene , diverse , hydrocarbon oils and their blends including synthetic fuels and lubricating oils required for or used in industries , agriculture , clinics , hospitals , refrigeration , aviation, transport vehicles , space rockets and crafts communication , objects and media reactors , power plants , domestic or public lighting , heating , cooling or cooking purposes , plants producing water , chemical or fuels , pesticides , defence or warfare establishments , horticulture , forest , or plant-protection and growth and other allied purposes and to service , repair , manufacture , market or deal in machinery , plant , spares , cylinder , welding machines , containers , gadgets , appliances and accessories for working or using or producing any of such gases , oils and products .
26. To carry on all or any of the business of traders , dealers growers , processors , bleachers , blenders , manufacturers , exporters , importers of textile , jute , cotton , flex , hemp , tea , coffee , rubber , bamboo and other produce of the soil .

(IV) The liability of the members in limited .

(V)* "The Authorized share Capital of the company is Rs. 15,00,00,000/- (Rupees Fifteen crore) divided into 7,50,00,000(Seven Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each with such right, privileges and conditions attached thereto as may be determined by the Company in General Meeting at the time of issue. The Company has and shall always have power to divide the share capital for the time being into several classes and to increase or reduce its capital from time to time and vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may for the time being provided by the regulations of the Company.

- " Resolved that in Clause V of Memorandum of Association of the Company , The amount of Rs . 25,00,000/- (Rupees Twenty Five Lakh) appearing therein be substituted by the amount of Rs . 2,00,00,000/- (Rupees Two Crore) and the number 2,50,000 Equity Shares appearing therein be substituted by the number 20,00,000 Equity Share appearing therein be substituted by the number 20,00,000equity share (Amended vide special resolution passed at extra ordinary General Meeting of the Company held on 11th July 1994.)"
- " Resolved that in Clause V of Memorandum of Association of the Company ,be altered by substituting the words Rs. 2,00,00,00/- (Rupees two crore) by Rs . 3,10,00,000/- (Rupees three crore ten lakh) and number of equity shares 20,00,000 by the number of Equity shares 31,00,000(Amended vide special resolution passed at Extra Ordinary General Meeting of the Company held on 17th October 1994.)"
 - " Resolved that in Clause V of Memorandum of Association of the Company ,be altered by substituting the words Rs. 11,90,00000/- (Rupees eleven crore ninty lakh) by Rs . 1500,00,000/- (Rupees fifteen crore) and number of equity shares 1,19,00,000 by the number of Equity shares 150,00,000(Amended vide special resolution passed at Extra Ordinary General Meeting of the Company held on 6th July 2007.)"
 - "Resolved That in Clause V of Memorandum of Association of the Company the number of Equity shares 150,00,000 appearing therein be substituted by the number 7,50,00,000 Equity shares and approval of the Members of the Company be and is hereby accorded for subdivision / split of the existing equity shares of the Company, such that 1 (One) equity share having face value of ₹ 10/- (Rupees Ten Only) each fully paid up, be sub-divided / split into 5 equity shares having face value of Rs. 2/- each fully paid up (Amended vide special resolution passed by the members of the Company through postal ballot, the e-voting period which starts from Thursday, 30th November 2023 and ended on Friday, 29th December 2023.Approved by Board of Directors on the Board Meeting held on 14th November,2023.)"

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

Names, Addresses, Descriptions and Occupations of Subscribers	Number of Equity Shares taken by each Subscriber	Name, Addresses, Descriptions and Occupations of Witnesses
SAGARMAL JHANWAR S/o Sri Gorbhan Das Jhanwar 28/2, Shakespeare Sarani, Calcutta – 700017 BUSINESS	100 (One Hundred)	Witness to all the Signatories : SUDARSHAN KUMAR DANGI S/o Late Sultan Singh Dangi Dangi Jain & Co. 2, Indian Exchange Place Room No. 1, 1 st Floor, Calcutta – 700001 Chartered Accountant
DINESH JAJODIA S/o Sri Brahma Nand Jajodia 2, India Exchange Place, Calcutta – 700001 SERVICE	100 (One Hundred)	
NARESH CHAND MAHAWAR S/o Sri Ram Mahawar 2, India Exchange Place, Calcutta – 700001 SERVICE	100 (One Hundred)	
BANWARI LAL MOHTA S/o Sri Shankar Lal Mohta 2, Clive Ghat Street Calcutta – 700001 BUSINESS	100 (One Hundred)	
RADHEY SHYAM LAKHOTIA S/o Sri Sita Ramji Lakhotia 207, Maharshi Devendra Road, Calcutta- 700070 BUSINESS	100 (One Hundred)	
OM PRAKASH CHANDAK S/o Sri Ram Prasad Chandak 2, Clive Ghat Street, Calcutta – 700001	100 (One Hundred)	
JAGADISH PRASAD MOHTA S/o Sri Shankar Lal Mohta 16, Jamuna Lal Bazaz Street, Calcutta – 700007 SERVICE	100 (One Hundred)	
	700 (Seven Hundred)	

Dated the 31st day of July, 1985

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(INCORPORATE UNDER THE COMPANIES ACT, 1956)

ARTICLES OF ASSOCIATION
OF
TRISHAKTI INDUSTRIES LIMITED

Note: By a Special Resolution passed through Postal Ballot on 21st March, 2025, this Articles were adopted as the new set of Articles of Association of the company in substitution for and to the exclusion of all the existing Articles thereof.

1. CONSTITUTION

- a. The regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 ("Table F"), are applicable to a public company limited by shares so far as they are not inconsistent with any of the provisions contained in these Articles or modifications thereof and only to the extent that there is no specific provision in these Articles. In case of any conflict between the provisions of these Articles and Table 'F', the provisions of these Articles shall prevail.
- 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 subject to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto as prescribed by the Companies Act, 2013.

2. DEFINITIONS AND INTERPRETATION

- A. In these regulations --

"Act" means "The Companies Act, 2013" or any other statutory modification or re-enactment thereof for the time being in force including any circulars, notifications and clarifications issued by the relevant authority under the Companies Act, 2013.

"Articles" means these Articles of Association as adopted or as from time to time altered by Special Resolution in accordance with the provisions of the Act.

"Annual General Meeting" means a general meeting of the members held annually in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof.

"Auditors" means and include those persons appointed as such for the time being by the Company or, where so permitted by Applicable Law, by its Board.

"Applicable Law" shall mean any applicable law, by-law, rule, regulation, guideline, circular, order, notification, regulatory policy (including any requirement under, or notice of, any governmental, statutory, regulatory body or stock exchange), equity listing agreements when entered into with each of the stock exchanges, compulsory guidance, rule, order or decree of any court or any arbitral authority, or directive, delegated or subordinate legislation in any applicable jurisdiction, inside or outside India, including any applicable foreign investment, securities law in any relevant jurisdiction, including the Companies Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, other Regulations issued by SEBI from time to time, applicable Secretarial Standards, the Foreign Exchange Management Act, 1999 and rules, notifications, circulars and regulations thereunder, and the guidelines, instructions, rules, communications, notifications, circulars and regulations issued by any governmental, statutory or regulatory authority.

"Beneficial Owner" means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable.

"Board Meeting" means a meeting of the Board, as convened from time to time and any adjournment thereof in accordance with the provisions of the Act.

"Board" or "Board of Directors" means the collective body of the directors as duly constituted from time to time in accordance with the provisions of the Act.

"Capital" or "Share Capital" means the authorised share capital of the Company, raised from time to time.

"Chairman" means the Chairman for the time being in force of the Board of Directors of the Company.

"Committee" means any committee of the Board of Directors of the Company formed as per the requirements of Act or for any other purpose as the Board may deem fit.

"Company" or "This Company" means TRISHAKTI INDUSTRIES LIMITED.

"Chief Executive Officer" means an officer of a Company, who has been designated as such, by the Company.

"Chief Financial Officer" means a person appointed as the Chief Financial Officer of a Company.

"Company Secretary" or "Secretary" means a company secretary as defined in clause (c) of sub-Section (1) of section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by the Company to perform the functions of a company secretary under the Act from time to time.

"Debenture" means and includes debenture-stock, bonds and any other debt securities of the Company, whether constituting a charge on the assets of the Company or not.

"Debenture holder(s) or Security holder(s)" means the duly registered holders, from time to time, of the debenture(s) or securities issued by the Company.

"Depositories Act" means the Depositories Act, 1996 and shall include any statutory modification(s) or re-enactment thereof for the time being in force.

"Depository" means a Depository as defined in Clause (e) of Sub Section (1) of Section 2 of the Depositories Act, 1996.

"Director" means a director appointed by the Board of the Company including alternate directors, independent directors, nominee directors appointed in accordance with the provisions of the Act.

"Dividend" includes interim Dividend.

"Equity Share Capital" shall mean the total issued and paid-up equity share capital of the Company, calculated on a fully diluted basis

"Equity Shares" shall mean fully paid-up equity shares of the Company or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares of the Company.

"Extraordinary General Meeting" means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof.

"Financial Year" means the period beginning on 1st April of every year and ending on the 31st day of March of every year.

"Financial Statement" means financial statement as defined in Section 2(40) of the Act.

"Independent Director" means a Director fulfilling the criteria of independence and duly appointed as per Applicable Law.

"In Writing" and "Written" includes printing, lithography, and other modes of representing or reproducing words in a visible form.

"Key Managerial Personnel" mean such persons as defined in Section 2(51) of Act.

"Manager" means a manager as defined under Section 2(53) of the Act.

"Managing Director" means a Director who, by virtue of the articles of the Company or an agreement with the company or a resolution passed in its General Meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a Director occupying the position of managing Director, by whatever name called.

"Members" in relation to a company, means- (a) the subscribers to the Memorandum of Association of the Company who shall be deemed to have agreed to become members of the company, and on its registration, shall be entered as member in its register of members, (b) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company; (c) every person holding shares in the company and whose name is entered in Register of Beneficial Owners as Beneficial Owner.

"Memorandum" shall mean the memorandum of association of the Company, as amended from time to time.

"Month" means a calendar month.

"Office", in relation to the Company, means the registered office of the Company.

"Officer" includes any director, manager, Key Managerial Personnel or any person in accordance with whose instructions or directions the Board of Directors or any one or more of the Directors of the company is or are accustomed to act.

"Ordinary Resolution" means a resolution referred to in Section 114 of the Act.

"Paid up" means the Capital which is paid up presently.

"Person" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality). "Postal Ballot" means voting by post through any electronic mode as permitted under Applicable Law.

"Public Company" is a company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly which:-

(a) is not a Private Company;

(b) has a minimum paid-up share capital as may be prescribed;

Provide that a company which is subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act, even where such subsidiary company continues to be private company in its articles.

"Register of Beneficial Owners" means the register of members in case of shares held with a Depository in any media as may be permitted by law, including in any form of Electronic Mode.

"Register of Members" means the register of Members, including any foreign register which the Company may maintain pursuant to the Act and includes Register of Beneficial Owners.

"Registrar" means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated.

"Rules" shall mean the rules made under the Act and as notified from time to time.

"Seal" means the common seal of the Company, if any.

"Security" means shares, Debentures and/or such other securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.

"Shareholder(s)" or "Members" means duly registered holder(s) from time to time of the Share(s) of the Company and includes the subscriber(s) to the Memorandum of the Company and also every person holding equity shares(s) and/or preference share(s) of the Company as also one whose name is entered as the Beneficial Owner in the records of a Depository.

"Shareholders' Meeting" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings of the Company, convened from time to time in accordance with law and the provisions of these Articles.

"Shares" means the shares into which the Capital of the Company is divided whether held in tangible or fungible form.

"Small Shareholder" means a shareholder holding shares of the nominal value of not more than twenty thousand rupees or such other sum as may be prescribed under Applicable Law.

"Special Resolution" means a resolution referred to in Section 114 of the Act.

"Stock Exchanges" shall mean any stock exchange in India where the Securities of the Company are listed.

"Whole-time director" includes a director in the whole-time employment of the Company.

B. In these Articles unless the context otherwise requires:

Words and Expressions shall have the same meaning as defined herein above unless repugnant to the subject or context.

References to a person shall, where the context permits, include such person's respective successors, legal heirs and permitted assigns.

The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings;

Unless the context thereof otherwise requires, reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions;

Reference to days, months and years are to Gregorian calendar days, months and years respectively;

Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation;"

The terms "hereof," "herein," "hereto," "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise; and

In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

Provided that the words and expressions used in these Articles and not defined in the Act but defined in the Depositories Act, or SEBI Regulations shall have the same meaning respectively assigned to them in that Act or Regulations.

3. SHARE CAPITAL AND VARIATION OF RIGHTS

- i. The Authorised Share Capital of the Company shall be such amount as may from time to time be authorised by Clause V of its Memorandum of Association.
- ii. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- iii. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
 - a. Equity share capital:
 - i. with voting rights; and / or
 - ii. with differential rights as to dividend, voting or otherwise in accordance with the

Rules; and

- b. Preference share capital Issue of certificate
- iv. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide
 - a. one certificate for all his shares without payment of any charges; or
 - b. several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first. Certificate to bear seal
- v. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- vi. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- vii. Where the shares of the Company have been dematerialized, a person subscribing to shares of the Company shall hold the shares in a dematerialized state with a depository. The Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
- viii. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
- ix. The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company. Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.
- x. The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
- xi. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules. Rate of commission in accordance with Rules.
- xii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- xiii. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that

class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

- xiv. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.
- xv. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
- xvi. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
- xvii. Where the share capital is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of the Act and Applicable Laws, and whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is effected with consent in writing and by way of a resolution passed at a separate meeting of the holders of the issued shares of that class. Subject to provisions of the Act and Applicable Laws, all provisions hereafter contained as to General Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.
- xviii. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to
 - a. persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
 - b. employees under any scheme of employees' stock option; or
 - c. any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
- xix. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
- xx. Subject to the applicable provisions of the Act and other Applicable Laws, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

4. LEIN

- i. The company shall have a first and paramount lien
 - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

- b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- ii. The company's lien, if any, on a share shall extend to all dividends payable or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares.
- iii. Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.
- iv. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made

- a. unless a sum in respect of which the lien exists is presently payable; or

- b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.

- v. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
- vi. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- vii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- viii. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- ix. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
- x. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
- xi. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities.

5. CALLS ON SHARES

- i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- iii. A call may be revoked or postponed at the discretion of the Board.
- iv. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
- v. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
- vi. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
 - a. 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 such rate as may be fixed by the Board.
 - b. The Board shall be at liberty to waive payment of any such interest wholly or in part.
- vii. 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.
- viii. 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.
- ix. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
- x. All calls shall be made on a uniform basis on all shares falling under the same class.
- xi. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

- xii. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.
- xiii. The Board –
 - a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and
 - b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

6. TRANSFER OF SHARES

- i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- iii. The Board may, subject to the right of appeal conferred by section 58 decline to register
 - i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - ii. any transfer of shares on which the company has a lien.
- iv. The Board may decline to recognise any instrument of transfer unless
 - a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - a. the instrument of transfer is in respect of only one class of shares.
- v. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- vi. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
- vii. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
- viii. Where the shares of the Company are held in dematerialized form, the transfer of shares shall take place in accordance with the relevant provisions.

7. TRANSMISSION OF SHARES

- i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares
- ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- iii. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either
 - a. to be registered himself as holder of the share; or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
- iv. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- v. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- vi. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- vii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- viii. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

- ix. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.
- x. Where the shares of the Company are held in dematerialized form, the Company transfer of shares shall take place in accordance with the relevant provisions.

8. FORFEITURE OF SHARES

- i. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
- ii. The notice aforesaid shall
 - i. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- iii. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- iv. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- v. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- vi. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- vii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
- viii. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- ix. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- x. The transferee shall thereupon be registered as the holder of the share; and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share
- xi. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account

of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

- xii. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

9. ALTERATION OF CAPITAL

- i. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- ii. Subject to the provisions of section 61, the company may, by ordinary resolution:
 - i. increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
 - ii. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - iii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - iv. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - v. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- iii. Where shares are converted into stock,
 - a. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - b. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
 - c. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
- iv. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,
 - a. its share capital;

- b. any capital redemption reserve account; or
- c. any share premium account.
- d. any other reserve in the nature of share capital.

10. JOINT HOLDERS

- i. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
 - i. The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
 - ii. On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and 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.
 - iii. Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
 - iv. Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
 - v. Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint- holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
 - vi. Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
 - vii. The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

11. CAPITALISATION OF PROFITS

- i. The company in general meeting may, upon the recommendation of the Board, resolve
 - a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account,or otherwise available for distribution; and

- b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards
 - a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b. 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;
 - c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
- iii. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- iv. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
- v. Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 - a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - b. generally do all acts and things required to give effect thereto.
- vi. The Board shall have power
 - a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- vii. Any agreement made under such authority shall be effective and binding on such members

12. BUY-BACK OF SHARES

Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act and SEBI Regulations or any other law for the time being in force, the company may purchase its own shares or other specified securities.

13. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time to time by a Special Resolution, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

14. GENERAL MEETINGS

In accordance with the provisions of Section 96 of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, subject to the provisions of the Act, not more than 15 (fifteen) months' gap shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 (1) of the Act to extend the time within which any Annual General Meeting may be held.

All general meetings other than annual general meeting shall be called extraordinary general meeting.

- i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
- ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
- iii. The Company shall, hold general meetings of the Company within such intervals as specified under the Act, at such times and places and/or through audio visual means (as permitted by Applicable Laws), as may be determined by the Board. Each such general meeting shall be called an "Annual General Meeting" and shall be specified as such in the notice convening the meeting.

Each Member shall be entitled to attend, either in person or by Proxy, or through audio-visual means (if the same is permitted or required by Applicable Laws), and vote in person or by way of a postal ballot or by e-voting (including remote e-voting) whenever and in the manner as may permitted or prescribed under the provisions of the Act.

At every Annual General Meeting of the Company, there shall be laid, on the table, the audited Financial Statement Auditors' Report, the Proxy Register with forms of proxies, as received by the Company, and the Register of Directors and Key Managerial Personnel details and share holdings, which Register shall remain open and accessible during the continuance of the meeting.

- iv. The Board may, whenever it thinks fit, call an Extraordinary General Meeting. However, it shall do so upon a requisition made in writing, by any Member or Members holding, in aggregate not less than one-tenth or such other proportion or value, as may be prescribed, from time to time, under the Act, of such of the paid-up capital as at that date carrying the right of voting.
- v. Any valid requisition so made by the Members shall set out the matters for the consideration of which the meeting is to be called and must be signed by the requisitionists and be deposited at the Registered Office of the Company.
- vi. The Board shall within 21 (twenty-one) days or such other lesser period, as may be prescribed, from time to time, under the Act, from the date of receipt of a valid requisition, call any general

meeting for the consideration of that matter on a day not later than 45 (forty-five) days or such other lesser period, as may be prescribed, from time to time, under the Act, from the date of receipt of a valid requisition. If the Board does not within the specified time period call for a meeting, then the requisitionists, may themselves call the meeting, within 3 (three) Months or such other period, as may be prescribed, from time to time, under the Act, from the date of the requisition as aforesaid.

- vii. 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 such meetings are to be called by the Board.
- viii. Any reasonable expenses incurred by the requisitionists in calling a meeting under sub-section shall be reimbursed to the requisitionists by the Company and the sums so paid shall be deducted from any fee or other remuneration payable to such of the Directors under the Act who were in default in calling the meeting.
- ix. Save as provided in the Act, not less than clear 21 (twenty one) days' notice or by giving a shorter notice, if consent is given by not less than 95 (ninety five) per cent of the Members entitled to vote at such meeting, in accordance with the Act, either in writing or through electronic mode, shall be given of every general meeting of the Company. Every notice of a general meeting shall specify the day, place, meeting link (as applicable) and the hour of meeting, and contain a statement of the business to be transacted thereat. If any special business is to be transacted at the meeting, an explanatory statement shall be annexed to the notice.
- x. Notice of every meeting of the Company shall be given to every Member or Security holder of the Company, legal representative of any deceased Member or the assignee of an insolvent Member, the Auditors of the Company and to every Director of the Company.
- xi. 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.
- xii. No general meeting, whether Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.

15. PROCEEDINGS AT GENERAL MEETINGS

- i. The ordinary business of an Annual General Meeting shall be to receive and consider the Financial Statements, the reports of the Board of Directors and the Auditors, to elect Directors in place of those retiring by rotation, to appoint Auditors and fix their remuneration and to declare Dividend. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special business.
- ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act. A body corporate, being a Member, shall be deemed to be personally present, if it is represented in accordance with and in the manner as may be prescribed by the applicable provisions of the Act.
- iii. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- iv. If, within half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, then the meeting, if convened by or upon the requisition of Members, shall

stand dissolved, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and, if at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the Members present shall be a quorum, and may transact the business for which the meeting was called.

- v. Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in a general meeting, shall be sufficiently so done or passed if effected by an ordinary resolution as defined in the Act or these Articles specifically require such act to be done or resolution to be passed as a Special Resolution as defined in the Act.
- vi. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- vii. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- viii. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- ix. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
- x. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
- xi. Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the provisions of the Act and the Rules framed thereunder, as amended from time and Applicable Laws.

16. MINUTES

- i. The Board shall, in accordance with the provisions of the Act, cause minutes of the proceedings of every General Meeting, and every resolution passed by postal ballot and every meeting of the Board or of every Committee of the Board, to be kept in compliance with the requirements of the provisions of the Act.
- ii. Any such minutes of any meeting of the Board or of any Committee of the Board or of the Company in General Meetings, if kept in accordance with the provisions of the Act, shall be evidence of the matters stated in such minutes. The minute books of General Meetings of the Company shall be kept at the Office and shall be open to inspection by Members during the hours of 11 AM and 1 PM on working days of the Company and any Member shall be entitled to be furnished within 7 (seven) working days after he has made a request in that behalf to the Company, with a copy of any minutes of any general meeting, on payment of such sum as may be determined by the Board from time to time, in accordance with Applicable Laws.
- iii. The Company shall observe Secretarial Standards with respect to General and Board Meetings issued by the Institute of Company Secretaries of India constituted under Section 3 of the Company Secretaries Act, 1980.

- iv. The Company shall be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

17. ADJOURNMENT OF MEETINGS

- i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. VOTING RIGHTS

- i. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
 - a. on a show of hands, every member present in person shall have one vote; and
 - b. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

- i. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- ii. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

- iii. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- iv. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
- v. Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.

- vi. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- vii. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- viii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
- ix. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

19. PROXY

- i. Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
- ii. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- iii. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
 - i. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
 - ii. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

20. BOARD OF DIRECTORS

Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

- i. The Company may increase or reduce the number of Directors. The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period

of office and appoint another Director.

- ii. The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
- iii. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- iv. Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.
- v. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid for all travelling, hotel and other expenses incurred by them.
 - a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - b. in connection with the business of the company.
- vi. If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.
- vii. Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
- viii. The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- ix. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
- x. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

- xi. A person shall not be eligible for appointment as a Director of the Company if he incurs any of the disqualifications as set out in section 164 and other relevant provisions of the Act. Further, on and after being appointed as a Director, the office of a Director shall ipso facto be vacated on the occurrence of any of the circumstances under section 167 and other relevant provisions of the Act.
- xii. Subject to the applicable provisions of the Act, the resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later.

21. CHAIRMAN OF THE BOARD OF DIRECTORS

- a. The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.
- b. If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

22. POWERS OF BOARD

- i. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers and to do all such acts and things as may be exercised or done by the Company and are not hereby or by law expressly required or directed to be exercised or done by the Company in a General Meeting but subject nevertheless to provisions of any law and of these presents, from time to time, made by the Company in the General Meeting, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- ii. Without prejudice to the general powers conferred by the preceding Articles, the Board may, from time to time and at any time, subject to the restrictions contained in the Act, delegate to one or more of the Directors, managers, secretaries, officers, assistants and other employees or other Persons (including any firm or body corporate) any of the powers authorized and discretions for the time being vested in the Board.
- iii. The Board may authorize any such delegate or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

23. BORROWING POWERS

- i. The Board may from time to time at its discretion, subject to the provisions of the Act, raise or borrow from any source and secure payment of any sum or sums of money for the purpose of the Company.
- ii. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, notes, convertible redeemable or otherwise, perpetual or redeemable debentures or debenture-stock or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

- iii. Any debentures, debenture-stock, bonds and other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of Shares, or conversion, appointment of Directors or otherwise, subject to Applicable Laws. Debentures, debenture-stock, bonds and other securities may be made assignable free from any equity between the Company and the person to whom the same may be issued. Provided that debenture-stock or bonds, with the right of allotment of or conversion into Shares shall not be issued except with the sanction of the Company by a resolution passed in the general meeting.
- iv. The Board may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon, and shall be entitled to receive such payment as consideration for the giving of any such guarantee as may be determined by the Board with power to them to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property or assets or otherwise. If the Board or any of one of the Directors or any other persons shall become personally liable for the payment or any sum primarily due from the Company the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Board or the Director or such other persons, as the case maybe, so becoming liable as aforesaid from any loss in respect of such liability.

24. PROCEEDINGS OF THE BOARD

- ii. The Company shall hold a minimum number of 4 (four) meetings of its Board of Directors each year in such manner that not more than 120 (one hundred and twenty) days shall intervene between two consecutive meetings of the Board, or such other period as may be prescribed under Applicable Laws, shall intervene between two consecutive meetings of the Board. A meeting of the Board shall be called by giving not less than 7 (seven) days' notice in writing to every Director at his address last registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A Meeting may, however, in case of urgent necessity be held at a shorter notice by providing a notice to all Directors or their Alternate Directors, in accordance with Applicable Laws.
- iii. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- iv. The quorum for a Board meeting shall be as provided in the Act. If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to such other time as may be fixed by the Chairman.
- v. The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- vi. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- vii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- viii. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the

continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

- ix. The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his/her absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- x. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- xi. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- xii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- xiii. The Chairperson of the Committee shall be the Chairperson at Committee meetings. In his/her absence, a committee may elect a Chairperson of its meetings.
- xiv. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- xv. A committee may meet and adjourn as it thinks fit.
- xvi. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- xvii. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- xviii. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

25. PASSING OF RESOLUTION BY CIRCULATION

- a. 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 form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution

to be decided at a meeting of the Board.

- b. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting

26. MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND KEY MANAGERIAL PERSONNEL

- i. Subject to the provisions of the Act, the Board may from time to time appoint any one or more of its Directors to be the Managing Director(s), whole-time Director(s) of the Company for such term not exceeding 5 (five) years at a time and upon such terms and conditions as it may deem fit and proper and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.
- ii. Subject to the provisions of the Act and of these Articles, Directors appointed under preceding Article shall not, while he/ they continue(s) to hold that office, be subject to retirement by rotation but subject to terms of any contract between him/them and the Company, he/they shall be subject to the same provisions as to qualification, resignation and removal as the other Directors of the Company, and he/they shall ipso facto and immediately cease to be Managing, or whole-time Director, if he/they cease to hold the office of a Director for any cause whatsoever.
- iii. Subject to any contract between the Company and Managing Director(s), whole-time Director(s), the remuneration of such Managing Director(s), whole-time Director(s) shall from time to time be fixed with the approval of the Company in a general meeting and in accordance with the provisions of the Act and may be paid by way of fixed salary or as a specified percentage of the net profits of the Company or partly by one way and partly by the other.
- iv. Subject to the provisions of the Act and specially to those of the Act, the Board may from time to time entrust to and confer upon Managing Director for the time being, such of the powers exercisable under these Articles by the Board as they think fit and may confer such powers for such time and for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of or in the substitution for all or any of the powers of the Board in that behalf, and may from time-to-time revoke, withdraw, alter or vary all or any of such powers. The Board of Directors may, whenever there are more than one Managing Director, decide whether they should act jointly or severally and may, if think fit, delegate powers separately to one or more Managing Directors.
- v. Notwithstanding what is stated in this Article, the Company shall comply with the provisions of the Act and other applicable provisions of law for and in connection with the appointment of any managing or whole-time Director or a manager.
- vi. Subject to the provisions of the Act,
 - a. Key Managerial Personnel may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Key Managerial Personnel so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more Chief Executive Officers for its multiple businesses, if any.

- b. A Director may also be appointed as a Key Managerial Personnel.
- vii. Subject to the provisions of the Act and other Applicable Laws, the following regulations shall have effect:
 - a. The Board may, from time to time, subject to Applicable Laws, provide for the management of the affairs of the Company outside India (or in any specified locality in India) in such manner as it shall think fit and the provisions contained in these Articles.
 - b. The Board may, from time to time, and at any time, establish any local directorates or agencies for managing any of the affairs of the Company outside India, or in any specified locality in India, and may appoint any persons to be members of such local directorate or any managers or agents and fix their remuneration and, save as provided in the Act, the Board may, from time to time and at any time, delegate to any persons so appointed any of the powers, authorities and discretions for the time being vested in the Board and may authorise the members for the time being of any such local directorate or any of them to fill up any vacancies therein and to act notwithstanding vacancies; and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit and the Board may at any time remove any person so appointed and may annul or vary any such delegation.
- viii. The Board may, subject to Applicable Laws, at any time and from time to time, by powers of attorney, appoint any persons to be the attorneys of the Company for such purposes and with such powers, authorities and discretions (not, exceeding those which may be delegated by the Board under the Act) and for such period and subject to such conditions as the Board may from time to time think fit; any such appointment may, if the Board thinks fit, be made in favour of the member or any of the members of any local directorate or agencies established as aforesaid, or in favour of any company or the members, directors, nominees, or officers of any company or firm, or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board; and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such Attorneys as the Board thinks fit.
- ix. Any such delegates or attorneys as aforesaid may be authorised sub - delegation by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

27. MINUTES OF THE PROCEEDING OF THE MEETING OF THE BOARD

- a. The Company shall prepare, circulate and maintain minutes of each Board Meeting in accordance with the Act and Rules and such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.
- b. The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 1 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

28. THE SECRETARY

Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

29. THE SEAL

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 if the Seal is provided for, the Board shall provide for the safe custody of the Seal for the time being.

- i. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

30. REGISTERS

- i. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
- ii. The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- iii. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

31. DIVIDENDS AND RESERVES

- i. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- ii. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- iii. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- iv. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- v. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- vi. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- vii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- viii. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- ix. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- x. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- xi. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- xii. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

xiii. No dividend shall bear interest against the company.

32. BOOKS OF ACCOUNTS AND BOARD'S REPORT

- i. Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision or such other timeline as may be prescribed under Applicable Laws file with the Registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in the Act and the rules framed thereunder.
- ii. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. Subject to provisions of the Act and these Articles. Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business, affairs and financial position of the Company as any Director may reasonably require.
- iii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
- iv. The books of account of the Company relating to a period of not less than 8 (eight) financial years immediately preceding the current year shall be preserved in good order unless mentioned otherwise in any law of the land.
- v. At every Annual General Meeting of the Company, the Board of Directors of the Company shall lay before the meeting, the Financial Statement for the financial year made up in accordance with the provisions of the Act and such Financial Statement shall comply with the requirements of the provisions of the Act so far as they are applicable to the Company but, save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient.
- vi. There shall be attached to the Financial Statements laid before the Company in general meeting, a report by its Board of Directors complying with the provisions of the Act and rules made thereunder.
- vii. The Company shall comply with the provisions of the Act as to filing copies of Financial Statement, including consolidated Financial Statement, if any, along with all the documents which are required to be annexed or attached thereto with the Registrar.

33. AUDITORS AND AUDIT

- i. The Auditors of the Company shall be appointed, their remuneration shall be fixed, and their rights, duties and liabilities shall be regulated in accordance with the provisions of the Act.
- ii. Every balance sheet and profit and loss account forming part of the audited financial statements shall be audited by one or more Auditors to be appointed as hereinafter set out insofar as such financial statements are required to be audited under Applicable Laws. Further the Auditors may carry out limited review of the financials of the Company as may be required from time to time as per Applicable Laws.
- iii. The Company shall appoint an Auditor or Auditors at an Annual General Meeting to hold office up to such time as permitted under the Act and Applicable Laws and every Auditor so appointed shall be duly intimated of his appointment.
- iv. A person, other than a retiring Auditor may be appointed at an Annual General Meeting subject to the provisions of the Act and Applicable Law. The provisions of this sub-clause shall also apply to a resolution that a retiring Auditor shall not be re-appointed.
- v. The persons qualified for appointment as Auditors shall be those referred to in the Act and Applicable Law.
- vi. The Company shall appoint an internal auditor to conduct internal audit of the functions and activities of the Company in accordance with the provisions of the Act.
- vii. The remuneration of the Auditors shall be fixed by the Company as authorized in an Annual General Meeting from time to time in accordance with the provisions of the Act.

34. SERVICE OF NOTICES AND DOCUMENTS

The service of notices and documents by the Company to its Members or otherwise shall be in accordance with the Act and other Applicable Laws.

35. SIGNING OF CHEQUES

Subject to applicable Law, all cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid by the company, shall be signed, drawn, accepted or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine.

36. INSPECTION BY SHAREHOLDERS

The register of charges, register of investments, Register of Members, books of accounts and the minutes of the meeting of the shareholders shall be kept at the office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

37. DIRECTORS, ETC. NOT LIABLE FOR CERTAIN ACTS

Subject to the provision of the Act, no Director, Manager or Officer of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager or Officer or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by order of the directors or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof, unless the same shall happen through the negligence, default, misfeasance, breach of duty or breach of trust of the relevant Director, Manager or Officer.

38. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company may amend its Memorandum of Association and Articles of Association subject to Sections 13, 14 and 15 of the Act and such other provisions of Law, as may be applicable from time-to-time.

39. WINDING UP

- i. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable) and/or other Applicable Laws.
- ii. 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 Shareholders, 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.
- iii. 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 Shareholders or different classes of Shareholders.
- iv. 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

40. INDEMNITY AND INSURANCE

- i. Subject to the provisions of the Act, every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified against, and it shall be the duty of the Board to pay out from the funds of the Company all costs, losses and expenses (including travelling expenses) which any such Director, manager or Secretary or other officer or employee may incur or become liable to by reason of any contract entered into or any way in the discharge of his or their duties and in particular, and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him or them as such Director, Manager, Secretary, officer or employee in defending any proceedings whether civil or criminal, in which judgement is given in his or their favour or he or they is or are acquitted, or in connection with any application under applicable provisions of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Members over all other claims.

- ii. Subject to the provisions of the Act and so far as such provisions permit, no Director, Auditor or other officer of the Company shall be liable for acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or act or conformity, or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property required by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss occasioned by any error of judgement, omission, default or oversight on his part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto; unless the same happens through his own dishonesty.
- iii. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

41. SECRECY

- a. Every Director, Member, Secretary, manager, auditor, treasurer, trustee, member of any committee, officer, servant, agent, accountant or other Person employed in the business of the Company or having access to the information of the Company shall, if so required by the Directors, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company and the state of the accounts with any Person and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge except when required so to do by the Directors or by Applicable Laws and except so far as may be necessary in order to comply with any of the provisions in these Articles.
- b. Subject to the provisions of these Articles and the Act, no Member or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Company to communicate.

42. AUTHORIZATIONS

- a. Wherever in the Act it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company or the Board is so authorized by its Articles, then and in that case these Articles hereby authorize and empower the Company and/ or the Board (as the case may be) to have all such rights, privileges, authorities and to carry out all such transactions as have been permitted by the Act without there being any specific regulation to that effect in these Articles save and except to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein).

- b. If pursuant to the approval of these Articles, if the Act requires any matter previously requiring a special resolution is, pursuant to such amendment, required to be approved by an ordinary resolution, then in such a case these Articles hereby authorize and empower the Company and its Shareholders to approve such matter by an ordinary resolution without having to give effect to the specific provision in these Articles requiring a special resolution to be passed for such matter.

We, the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Articles of Association.

Names, Addresses, Descriptions and Occupations of Subscribers	Names, Addresses, Descriptions and Occupations of Witnesses
<p>SAGARMAL JHANWAR S/o Sri Gordhan Das Jhanwar 28/2, Shakespeare Sarani, Calcutta - 700 017 BUSINESS</p> <p>DINESH JAJODIA S/o Sri Brahma Nand Jajodia 2, India Exchange Place, Calcutta - 700 001 SERVICE</p> <p>NARESH CHAND MAHAWAR S/o Sri Ram Mahawar 2, India Exchange Place, Calcutta - 700 001 SERVICE</p> <p>BANWARI LAL MOHTA S/o Sri Shankar Lal Mohta 2, Clive Ghat Street, Calcutta - 700 001 BUSINESS</p> <p>RADHEY SHYAM LAKHOTIA S/o Sri Silta Ramji Lakhota 207, Maharshi Devendra Road, Calcutta - 700 070 BUSINESS</p> <p>OM PRAKASH CHANDAK S/o Sri Ram Prasad Chandak 2, Clive Ghat Street, Calcutta - 700 001 SERVICE</p> <p>JAGADISH PRASAD MOHTA S/o Sri Shankar Lal Mohta 16, Jamuna Lal Bazaz Street, Calcutta - 700 007 SERVICE</p>	<p>Witness to all the Signatories :</p> <p>SUDARSHAN KUMAR DANGI S/o Late Sultan Singh Dangi Dangi Jain & Co. 2, India Exchange Place, Room No. 1, 1st Floor, Calcutta - 700 001 Chartered Accountant</p>

Dated the 31st day of July, 1985