

**MEMORANDUM OF ASSOCIATION
OF
SAFECURE SERVICES LIMITED**



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U93030MH2012PTC237385

2012 - 2013

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

SAFECURE SERVICES PRIVATE LIMITED

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

यह निगमन-पत्र आज दिनांक इकतीस अक्टूबर दो हजार बारह को मुंबई में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U93030MH2012PTC237385

2012 - 2013

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

Given at Mumbai this Thirty First day of October Two Thousand Twelve.

Signature Not Verified
Digitally signed by Rajender Singh Meena, Deputy Registrar of Companies
Date: 2012.10.31 16:55:38
GMT+05:30

Registrar of Companies, Maharashtra, Mumbai

कम्पनी रजिस्ट्रार, महाराष्ट्र, मुंबई

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

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

SAFECURE SERVICES PRIVATE LIMITED
302 GAURAV KISHAN II, GAURAV SANKLP MIRA ROAD (E),
THANE - 401107,
Maharashtra, INDIA





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

ROC Mumbai
100 Everest Building, Mumbai, Everest 100, Marine Drive, Maharashtra, 400002, India

Certificate of Incorporation Consequent upon conversion to public company

Corporate Identity Number: U93030MH2012PLC237385

IN THE MATTER OF SAFECURE SERVICES PRIVATE LIMITED

I hereby certify that SAFECURE SERVICES PRIVATE LIMITED which was originally incorporated on THIRTY FIRST day of OCTOBER TWO THOUSAND TWELVE under Companies Act, 2013 as SAFECURE SERVICES PRIVATE LIMITED and upon an intimation made for conversion into public company Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC Mumbai vide SRN AA3023003 dated 21/07/2023 the name of the said company is this day changed to SAFECURE SERVICES LIMITED

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

Document certified by DS MINISTRY OF CORPORATE
AFFAIRS 4 <Alpesh.maniya@mca.gov.in>

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS 4
Date: 2023.08.10 15:52:47 IST

Alpesh Maniya

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

Registrar of Companies

ROC Mumbai

Note: The corresponding form has been approved by Alpesh Maniya, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar 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:

SAFECURE SERVICES LIMITED

1st Floor, 101, C R Arcade, Plot C-2, MIDC, Mira Road Ind, Opp Delta Garden, NA, Mira Road, Maharashtra, India, 401107.



(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
SAFECURE SERVICES LIMITED⁵

- I. The Name of the Company is **SAFECURE SERVICES LIMITED⁵**
- II. The Registered Office of the Company will be situated in the State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra, at Mumbai
- III. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—**
1. To carry on the business of providing security services, facility management services, human resources consultancy, event management, manpower outsourcing and consultancy services, investigations and antecedent verification, cash services, beat petrol, hospitality services, tourism and travel services, risk analysis and outsourced safety and security related training services in and outside India. To manage clubs, supply consumables to gym and Swimming Pool Management⁴.
 2. To provide or to design the customized security solutions by conducting security review, risk analysis, loss prevention and to provide security consultancy and To provide services relating to Cash Carrying, comprising of cash carrying vans with armed guard and radio communication, with the backup support of special security guard / force⁴.
 3. To provide all types surveillance, monitoring, QRT and investigation services including but not restricted to Matrimonial Investigation, Insurance claim related Investigations, Missing Persons Investigations, Patent / Trade Mark Infringement investigation, both pre-employment and post-employment verifications, address verification services, due diligence of creditworthiness, frauds, cheating, embezzlements, industrial espionage and counter espionage and others⁴.

⁵ Altered in the Extra-Ordinary General Meeting held on May 18 2023.

4. To install, repair and maintain the electronic security systems comprising of automated gates, access control systems, electronic fencing, Intruder Alarm System and Infra Red Motion Detection and Alarm, close circuit television cameras and to provide customized software solutions for security and surveillance, to provide gate security systems consisting of boom barriers, turnstile, flap gates, metal detectors, scanners, Radio Frequency ID tags, Video Door Phones and to provide trained personnel for handling / monitoring the security systems.⁴
5. To enter Into any arrangement involving supply of technical, civil, financial, administrative persons, plant, machinery and merchandise, information, knowledge and experience and as such undertake and set up any plant or project in or outside India. To undertake turnkey projects and/or enter into joint ventures for sharing profits, union of interest, co-operation or reciprocal concession with - any person or persons or company or companies both within and outside India for any type of business or industry.⁴
6. To carry on the business of developing, promoting, marketing, organizing and managing artists and celebrity management national as well as international events, product brands, corporate and business themes, evenings, launches, ideas, managing public and media relations, press & publicity, concept designing and management for promotion of products, building of brands through promotions and events for corporate, other business and professional entities, institutions, other groups, individuals of its own or in tie up or partnership with other agencies, service providers including international agencies involved in providing similar type of services and to promote, produce, organize and manage international and local music events, to provide complete technical and infrastructure support, including staging, lighting and sound for concerts, venue, on stage & back stage management, to do creative integration of sponsor banding & innovative sponsor entitlements of events, have coverage of live music events, television specials & music videos, merchandising, procurement of governmental permission & licenses for events, travel management, freight logistics & hospitality.⁴

(B)⁶ MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:—

1. To do the business of developing web sites and e – commerce related Software.
2. To establish and carry on in India/ and or aboard the business of buying, Selling importing, exporting, wholesaling, retailing, preparing for the market otherwise

⁴ Altered vide Special resolution passed at the Extra Ordinary General Meeting held on April 15, 2023

⁶ Renumbered vide Special resolution passed at the Extra Ordinary General Meeting held on December 7, 2023

dealing in computer software, hardware and products as required for the Purpose of business of the Company.

3. To act as consultants, advisors, and agents in India and/ or abroad for the acquisition supply of computer software and hardware products as required for the purpose of business of the company.
4. To acquire by purchase or otherwise on such terms and conditions as may be thought fit and undertake the whole or any part of the business, properties and liabilities of any person, firm, branch, corporation or company carrying on or proposing to carry on any business in India or abroad which this Company is authorized to carry on or which can be conveniently carried on by the Company in connection with its own business or which is deemed suitable for the purposes of this Company or which is capable of being conducted so as directly or indirectly to benefit the company.
5. To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or Company carrying on or engaged in, or about to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
6. To pay for any property or rights acquired by the Company, either in cash or in fully paid or partly paid shares of the Company and that either with or without preferred or deferred rights in respect of dividend or repayments of capital or otherwise, or by any stock, debentures, debenture- stock, or other securities which the Company has the power to grant or issue, or partly in one mode and partly in another, and generally on such terms as the Company may approve.
7. To sell, let on rent, royalty, share of profit or otherwise, surrender, grant licences, easements and other rights in or and over and / or in any other manner deal with or dispose of the whole or any part of undertaking, property, assets, rights and effects of the Company, either together or in portions for such consideration as may be thought fit, and in particular for fully paid or partly paid shares, stocks, debentures, debenture – stock or securities of any other company.
8. To enter into any contract, agreement, arrangement or other dealings in the nature of technical collaboration or otherwise for the efficient conduct of the company or any part thereof and also arrange by purchase or otherwise the supply of machinery from any part of the world on credit or for cash or on deferred payment terms.

9. To invest and deal with the moneys of the company not immediately required upon such securities and in such manner as may from time to time seem expedient and be determined.
10. To land money either with or without security and generally to such person on such terms as may seem expedient and in particular to customers and others having dealing with the Company and to guarantee the performance of any contracts by any such persons, and to receive money on deposit at interest or otherwise on such terms as may seem expedient provided that the Company shall not carry on the business of banking as defined by the Reserve Bank of India or any other regulator for the time being in force.⁶
11. To borrow or raise money other than public deposits or secure the payment of money in such manner as the Company shall think fit and in particular, but without prejudice to the said generality, by the issue of mortgages, charges, pledges, debentures, debenture – stock, bonds or obligations of the company, and as security for the moneys so borrowed to mortgage, pledge or charge the whole or any part of the property and rights, both present and future, of the Company or to transfer or convey the same absolutely or in trust, and as incidental thereto, to confer powers of sale and other powers as may be required.
12. To draw, make, accept, endorse, discount, negotiate, execute and issue And to buy, sell and deal in, bills of exchange, promissory notes, cheques, hundies, and bills of lading, shipping documents, dock warrants, warehouse warrants and other negotiable or transferable instruments.
13. To establish or promote, or concur in establishing or promoting any other Company or companies, whether in India or abroad or which are likely directly or indirectly, to assist or benefit, or enhance the value of any property or business of the Company and to take or otherwise acquire and hold share, stock, debentures, debenture – stock or other securities, in or of any such Company, and to subsidise or otherwise assist any such Company, and to sell, hold, re– issue, with or without guarantee, or otherwise deal with such shares, stock, debentures stock or other securities and to guarantee or underwrite subscriptions for any shares, stock, debentures, debentures – stock or other securities of any such Company, and to subscribe for the same or any part thereof.

⁶ Altered vide Special Resolution passed at the Extra Ordinary General Meeting held on December 7, 2023.

14. To establish branches or agencies, whether by means of local boards, or otherwise, anywhere in India or abroad at any place or places throughout the world. For the purpose of enabling the Company to carry on its business more efficiently and discontinue and constitute any such branches or agencies.
15. To procure the recognition of the Company in any foreign state or place And to make all deposits of money or securities, and do all things necessary for compliance with the laws or regulations of India or of any foreign, colonial municipal or other Government, in places, where the Company may be desirous of transacting its business.
16. To apply for purchase or otherwise acquire and protect and renew in any part of the world any patents, patent-rights, brevet, invention trademarks, designs, licences, concessions and the like conferring any exclusive or nonexclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of Company, any to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights, or information so acquired and to expend money in experimenting upon testing or improving any such patents, inventions or rights.
17. To amalgamate with any Company or Companies having objects altogether or in part similar to those of Company.
18. To enter into any arrangements with any Government or authorities (Central, State, Municipal, Local or otherwise) or any Corporations, Companies or persons that may seem conducive to the Company's objects or any of team and to obtain from any such Government authority, Corporation, Company or person any Charters, contracts, decrees, rights, privileges and to carry out exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
19. To pay commission to any person, firm or Company in consideration of his or their subscribing or agreeing to subscribe whether absolutely or conditionally for any shares in or debentures of the Company.
20. To give to any person, firm or Company subscribing or procuring or contracting to procure subscriptions for the capital or debentures of or rendering financial or other assistance to this Company or any Company, corporation or other assistance to this Company or any Company, corporation or undertaking in which this Company may be interested, in substitution of or in addition to any other form or remuneration the right to subscribe for and receive an allotment of any of the share or other securities for the time being unissued of this Company, upon such terms as the Company may think expedient or the right to under write at a specified commission any shares or debentures to be offered at any time by the Company for subscription, whether within a specified time or generally.

21. To pay all expenses of and incidental to or connected with the formation and registration of the Company any of this objects into effect and to make all proper payments and allowances in relation thereto, and adopt all acts preliminary arrangements in reference to same.
22. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical researches, experiments and tests of all kinds and generally to encourage, promote and reward studies, researches, investigation, experiment, tests, discoveries and invention of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
23. To create any depreciation fund, reserve fund, sinking fund, insurance Fund, or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or and other purposes whatsoever.
24. To appoint and remunerate experts, scientists, engineers, technicians, Mechanics, managers, contractors, brokers, canvassers, agents, artisans, officers, staff, workmen, artificers and other persons.
25. To grant donations, pensions, allowance, gratuities, benefits, emoluments, and bonuses and bonuses and provident fund, to persons employed by or formerly employed by or having dealings with the Company or of any Company which is or has been subsidiary of the Company, including the Directors of the company or such other companies, and the widows and children of such person and other dependent upon them or connected with them; and to provide schools, Reading rooms, places of recreation and to subscribe to any institutions, clubs or societies, or funds, or otherwise as the Company shall think fit, for the benefit of such persons ; and to establish and support or aid in the establishment or support of associations, institutions, funds trusts and conveniences calculated to benefit any such person, and to grant pensions and allowances and to make payments towards insurance and to make donations to such persons and in such cases as may seem expedient.
26. To adopt such means of making known the products, of the company as May seem expedient, and in particular by advertising in the press, by circulars, by purchase and periodicals and by granting prizes, rewards, and donations, subject to provisions of the Companies Act, 2013

27. To insure any of the properties, undertakings, contracts, guarantees or Obligations of the company of every nature and kind in any manner whatsoever.
28. To apply for and become member of any company, association, society, or Body corporate having objects altogether or in part similar to those of the Company or carrying on any business capable conducted so as directly or in directly to benefit this company.
29. To subscribe or guarantee money for any national, charitable, benevolent, public, local, general or useful object, purpose or institution, or for any exhibition or any research or other scientific laboratory or institution or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interest of its members.
30. To aid, peculiarity or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labor problems or troubles or the promotion of industry or trade.
31. To enter into any trade or other combinations or agreements with any other persons, firms or companies and to subscribe to any trade or other associations during the course of business.
32. To refer or agree to refer any claims, demands, disputes or any other question by or against the "Company" or in which the company is interested or concerned, and whether between the Company and the member or members or his or their representatives or between the Company and a third party, to arbitration in or at any place outside India, and to observe and perform and to do all acts, deeds and things to carry out or enforce the award.
33. To distribute among members, in specie or kind any of the property of the Company, but so that no distribution amounting to a reeducation to capital shall be made except in conformity with the requirements of law for the time being in force.
34. To act as agents or brokers and as trustees for any person, firm or Company and to undertake and perform sub-contracts.
35. To undertake and execute any trust, the undertaking where of may seem Desirable, either gratuitously or otherwise.
36. To do all or any of the above mentioned things either by themselves or Through the agency or medium of any company, corporation, firm on person and at any place or places whether in India or abroad.
37. To act as agents, contractors, or otherwise and by or through agents, subcontractors,

managers, corporations, contractors, or otherwise and either alone or in conjunction with any other or others.^{6,7}

38. To give all type of guarantees (including third party guarantee) and to give guarantee for the performance or discharge of money by any persons, firms, and Companies or Governments of the state and to give indemnities. To guarantee the payment of money unsecured or secured by or payable under or in respect of money unsecured or secured by or payable under or in respect of promissory notes, obligations, instruments, stock and securities of any company or of any such authorities, supreme, municipal, local, or otherwise or of any person whomsoever, supreme, municipal, local, or otherwise or of any person whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
39. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country any where in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, malls, Trade Centres, cold storages, warehouses, cinema houses, markets, public and other buildings and Interior Designing of shopping malls, trade centers and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.²
40. To carry on the business of consultancy in and act as travel agents and Tourist agents and contractors for every mode of travel.
41. To manufacture, fabricate, process, buy, sell, import, export, to act as stockiest, agents, contractors, distributors, dealers, designers of Modular Furniture, Aluminum & Mild Steel Sections & Channels, to carry on business as metallurgists, machinists, jobbers, anteaters, welders, and metal workers, surface coaters, painters and merchants generally and to buy, sell, manufacture, repair, convert, alter, let & hire and deal in machinery, implements, metal furniture fittings, utensils, goods, hardware of all kinds of smoke extractors, air curtains, blowers, Clean Room Systems, HVAC Systems,

² Altered in the EGM held on December 26, 2019

⁶ Altered vide Special Resolution passed at the Extra Ordinary General Meeting held on December 7, 2023.

⁷ Altered vide Special Resolution passed at the Extra Ordinary General Meeting held on June 4, 2024.

Dehumidifiers, and Decorative items of ferrous & nonferrous materials.

42. To carry on business as manufacturers, fabricators, processors, dealers, importers, exporters, stockers, agents, contractor, distributors, buyers of all type of Drying, filtering, and Cooling Equipments of compressed air & gas system and all types of Industrial & Automotive filters, separators for liquid, gas air & oil.
43. To carry on the business of manufacturing, marketing, trading, distribution, marketing (including providing distribution and marketing services of all kinds and manner in respect of), import, export and otherwise dealing in any manner of all kinds of consumer durables, thermoware (including insulated water jugs, ice boxes, casseroles, tiffins, etc.), all kinds of household articles, cookware, dinnerware, crockery.
- IV.** The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V.** The Authorised Share Capital of the company is Rs. 11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each^{1,3,6}.

¹ Altered vide resolution passed in the EGM held on 01st January 2014.

³ Altered vide resolution passed in the EGM held on 01st August 2020

⁶ Altered vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on December 7, 2023.

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

Name, Address and Occupation of the Subscribers	Signature of the Subscribers	Number of Shares taken by each Subscriber	Witness
<p>① <u>SHAIKENDRA - M - PANDEY</u> <u>SON OF - MAHESH PANDEY</u> ADDRESS:- 302, GOURAV KIRTAN-2, MANGAL NAGAR, NEAR 15 BUS LAST STOP, MIIRA ROAD, THANE - 401107</p> <p>Piyush Chauhan s/o Rakesh Chauhan Address:- 1391/23, Hoshiyaz Singh Basti Nangal Raza Village Delhi. OCC - Business</p>	<p><i>Shailendra</i></p> <p><i>Piyush</i></p>	<p>5000 (Five Thousand)</p> <p>(5000) (Five Thousand)</p> <p><u>10,000/-</u> (Ten thousand)</p>	<p><i>Rakesh Jain</i></p> <p>WITNESS TO ALL MR. HITESH JAIN [C.A.] SON OF INDERCHAND JAIN Add: C-610, RAJ CRESENT, ROYAL COMPLEX, EKSHAR RD. BORIVALI - W. MUMBAI - 92 OCC: - CHARTERED ACCOUNTANT</p>

Dated: 20/10/2012
 Place: MUMBAI

ARTICLES OF ASSOCIATION

OF

SAFECURE SERVICES LIMITED

The Companies Act, 2013
(COMPANY LIMITED BY SHARES)

ARTICLE OF ASSOCIATION

OF

***SAFECURE SERVICES LIMITED**

The regulations contained in table "F" of the first Schedule to the Companies Act, 2013 shall not apply to the Company, except in so far as they are embodied in the following Articles, which shall be regulations for the management of the Company

Interpretation

I. (1) In these regulations –

(a) "the Act" means the Companies Act, 2013,

(b) "Articles" means these Articles of Association of the Company or as altered from time to time. "Associate Company", in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company. Explanation.—For the purposes of this clause, "significant influence" means control of at least twenty per cent of total share capital, or of business decisions under an agreement;

(c) "Board of Directors" or "Board", means the collective body of the directors of the Company and shall include a Committee thereof.

(d) "Company" means "SAFECURE SERVICES LIMITED."

(e) "Control" shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

**Altered in the Extra-Ordinary General Meeting Held on 18th May, 2023.*

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

(h) "Depository" means a depository as defined under Section 2(1)(e) of the Depositories Act.

(i) "Director" means a member of the Board appointed in accordance with these Articles, including any additional and/or alternate director.

(j) "Debenture" includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.

(k) "Document" includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

(l) "General Meeting" means a general meeting of the Shareholders of the Company, whether an annual general meeting or an extraordinary general meeting.

(m) "Independent Director" shall have the meaning ascribed to it in the Act.

(n) "Key Managerial Personnel" means the Chief Executive officer or the managing director or the manager; the company secretary; whole time director; Chief Financial Officer; and such other officer as may be notified from time to time in the Rules.

(o) "Ordinary & Special Resolution" shall have the meanings assigned to these terms by Section 114 of the Act.

(p) "Promoter" means a person –

(a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in Section 92; or

(b) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, director or otherwise; or

(c) in accordance with whose advice, directions or instructions the Board of Directors of the Company is accustomed to act: Provided that nothing in sub clause (c) shall apply to a person who is acting merely in a professional capacity;

(q) "Rules" means the applicable rules for the time being in force as prescribed under relevant Sections of the Act.

(r) "Seal" means the Common Seal of the Company.

(s) "Secretary" is a Key Managerial Person appointed by the Directors to perform any of the duties of a Company Secretary.

(t) "The office" means the Registered Office for the time being of the Company. Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender. "Public Company" As per Section 2 (71) of the Companies Act, 2013, public company is a company which (a) is not a private company, (b) has minimum capital of Rs. 5 lakh or such higher paid-up capital as may be prescribed, and (c) is a private company which is a subsidiary public company. Reference in these articles to any provision of the Act shall, where the context so admits, be construed as a reference by any statute for the time being in force. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or Rules, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Share capital and variation of rights

- II. 1. 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. 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.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,
 - (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 twenty rupees for each certificate after the first.
 - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- 3.
 - (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 - (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
- 4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- 5.
 - (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

The commission may be satisfied by the payment of cash or the
 - (iii) allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien—
 - on every share (not being a fully paid share), for all monies
 - (a) (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - on all shares (not being fully paid shares) standing registered in
 - (b) 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 and bonuses declared from time to time in respect of such shares.
10. 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.
11. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (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.
14. A call shall be deemed to have been made at the time when the resolution of

- the Board authorizing the call was passed and may be required to be paid by installments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
 16.
 - (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
 - (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
 17.
 - (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
 18. 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.

Transfer of shares

19.
 - (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
 - (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register –
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.
21. The Board may decline to recognize 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
 - (c) The instrument of transfer is in respect of only one class of shares.
22. 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:

Provided that such registration shall not be suspended for more than thirty days at anyone time or for more than forty-five days in the aggregate in any year. On giving not less than seven days' previous notice or such lesser period in accordance with the Act 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. 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. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized 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.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
- (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.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. 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.

Forfeiture of shares

27. 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.
28. The notice aforesaid shall –
 - (a) 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
 - (b) 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.
29. 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.
30.
 - (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31.
 - (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
 - (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32.
 - (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
 - (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share

in favour of the person to whom the share is sold or disposed of;

- (iii) The transferee shall thereupon be registered as the holder of the share.
 - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.

Alteration of capital

34. 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.
35. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) 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.
36. 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.
37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law' –
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account. (d) other reserve in the nature of share capital.

Capitalization of profits

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve –
- (a) that it is desirable to capitalize 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).
 - (D) 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.
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. (i) 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 capitalized 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.
- (ii) 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 authorize 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 capitalization, 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 capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

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

General meetings

41. Annual General Meeting of Company will be as per Section 96 of Companies Act, 2013. All general meetings other than annual general meeting shall be called extraordinary general meeting.
Extra Ordinary General Meeting of the Company will be as per Section 100 of the Companies Act, 2013. Notice calling a General Meeting will be as per Section 101 of the Companies Act, 2013 and in case of special business to be transacted at General Meeting Statement to be annexed to notice as provided in Section 102 of the Act,2013.
42. (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. General Meeting of the Company may be called by giving at least clear twenty one day's notice in writing or through electronic mode but a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting. The accidental omission to give notice to or the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

Proceedings at general meetings

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the company.
45. 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.
46. 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.

Adjournment of meeting

47. (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.

Voting rights

48. 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.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. 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.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
 53. 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.
 54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. 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:

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.

Board of Directors

58. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than

15 (Fifteen).b. Subject to the provisions of Section 149 of the Act, the Company may from time to time by Special Resolution increase or reduce the number of Directors within the limits fixed by these Articles, and may also determine in what rotation the increased or reduced number is to vacate the office. A person appointed as a Director shall not act as a Director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as prescribed in the relevant Rules. The Directors shall appoint one women director as per the requirements of section 149 of the Act.(i) The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for reappointment on passing of Special Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors. (ii) Not less than two-thirds of the total number of Directors of the Company shall: (a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and(b) save as otherwise expressly provided in the said Act; be appointed by the Company in General Meeting.

Explanation:- for the purposes of this Article "total number of Directors" shall not include Independent Directors appointed on the Board of the Company. The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.(iii) The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.(iv) Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.(v) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for reelection.(vi) At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto. (vii) If the place of the retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the meeting shall stand

adjourned till the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a holiday, at the same time and place.(viii) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not Expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting unless :- (a) at the meeting or at the previous meeting a Resolution for the reappointment of such Director has been put to the meeting and lost; (b) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed; (c) he is not qualified or is disqualified for appointment; (d) a resolution, whether special or ordinary, is required for his appointment or reappointment by virtue of any provisions of the said Act; or (ix) The Whole-time Directors shall not be liable to retire by rotation

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-
- (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.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
63. 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.

64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) 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.

Proceedings of the Board

65. (i) A minimum number of four meetings of the Directors shall Have been held in every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meeting and proceedings, as they think fit. The Chairperson may at any time summon a meeting of the Board and the Chairperson or a Secretary, on the requisition of a Director, shall at any time summon a meeting of the Board. Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the company and shall be sent by hand delivery or by post or through electronic means. The meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director. The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other audiovisual means shall also be counted for the purposes of quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time.

Explanation: The expressions “interested Director” shall have the meanings given in Section184(2) of the said Act and the expression “total

strength” shall have the meaning as given in Section 174 of the Act. With regard to every meeting conducted through video conferencing or other permitted means, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.
67. 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.
68. (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be Chairperson of the meeting.
69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
70. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the

meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72. 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.
73. 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.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

74. Subject to the provisions of the Act,—
 - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
75. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

76. (i) The Board shall provide for the safe custody of the seal. The seal Of the company shall not be affixed to any instrument except by The authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of anyone Director or the Secretary or such other person as the Board/Committee may appoint for the purpose shall sign Every instrument to which the seal of the company is so affixed in Their presence.

Dividends and Reserve

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. 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.
79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
80. (i) 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.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or

portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

81. 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.
82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
83. 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.
84. 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.
85. No dividend shall bear interest against the company.

Accounts

86. 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. 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. Subject to Section 129 of the Act at every Annual General Meeting of the Company the Directors shall lay before the Company a Financial Statements for each financial year. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. Every account when audited and approved by a General Meeting shall be conclusive.

Winding up

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder –

- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) 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.

Indemnity

89. Subject to the provisions of the Act, the Managing Director And every Director, Manager, Company Secretary and other officer or Employee of the Company shall be indemnified by the Company against any liability, and it shall be the duty of Directors out of the funds of the Company to pay, all costs and losses and expenses(including travelling expenses) which any such Director, Officer or employee may incur or become liable to by reason of any Contract entered into or act or deed done by him as such Managing Director, Director, Company Secretary, Officer or Employee or in any way in the discharge of his duties. ii. Subject as aforesaid the Managing Director and every Director, Manager, Company Secretary, or other officer or employee of the Company shall be indemnified against any liability incurred by them or him in defending any proceedings, whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court .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. iv. Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the act, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the company, or for the insufficiency or deficiency of title to any property acquired 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 or the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his officer or in relation thereto unless the same happen through his own willful act or default.

Registers

90. 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.

ii. (a) 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. (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

AUDIT

i. Accounts to be Audited Every Balance Sheet and Profit and Loss Account shall be audited by one or more Auditors to be appointed as hereinafter set out.

ii. Remuneration of Auditors The remuneration of the Auditors shall be fixed by the Board as authorised in a General Meeting from time to time

We, the several persons whose names, addresses and description are hereunder subscribed are desirous of being formed into a company in pursuance to this ARTICLE OF ASSOCIATION.

Name, address, description and occupation of each subscriber	Signature of subscriber	Signature of witness his name, address, description and occupation
1. SHAILENDRA M PANDEY <u>SON OF MAHESH PANDEY</u> Address: 302, COURAV KIRTAN - 2, 15 No. BUS LAST STOP, MIRA ROAD, THANE - 401107	<i>Shaileendra</i>	<i>Hitesh Jain</i>
2. Piyush Jais S/o Rakesh Jais <u>Address:</u> 1391/23, Hoshiyar Singh Basti, Mangal Raya Village, Delhi. OCC - Business	<i>Piyush</i>	WITNESS TO ALL MR. HITESH JAIN [C.A.] SON OF INDERCHAND JAIN Add: C-610, RAJ CRESENT, ROYAL COMPLEX, EKSAR RD. BORI VALL - W. MUMBAI - 400 092 OCC :- CHARTERED ACCOUNTANT

Date: 20/10/2012

Place: MUMBAI.