

THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

¹MEMORANDUM OF ASSOCIATION OF

VISHNU PRAKASH R PUNGLIA LIMITED

(A Joint Stock company under part IX of the Companies Act, 1956)

- I.** The name of the Company is **VISHNU PRAKASH R PUNGLIA LIMITED.**
- II.** The Registered office of the company will be situated in the **STATE OF MAHARASHTRA.**
- III. (a) The objects to be pursued by the company on its incorporation are:**
1. To carry on the business of contractors, sub-contractors, quasi contractors for Central government, any state government, semi government bodies, department of Military Engineer Services (MES), any corporation, autonomous body, company, society, body corporate, firms, individuals, schools, clubs and other bodies and private works and to undertake contracts and sub contracts relating to construction, modification, repairing, alteration, construction, removal, redecoration, redesigning, enlarging, improving and designing of civil works, electric works, public health works, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statues, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains, sewage light houses, towers, transmission towers, pipe lines, underground cables, railway tracks, railway siding, run ways ship yards, stock yards, culverts, channels whether or the turnkey basis or on labour contracts or otherwise.
 2. To carry on the business, as producers, makers, analysers, investigators and consultants in public health and environmental engineering, water, air and land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and or provide technical or industrial know how formula process and applied technology and to act as engineers, architects, planners, designers, technical advisers, analysers, investigators, consultants, contractors, builders, fabricators, founders, manufacturers and suppliers of all kinds of plants, machines, apparatus, implements, rolling founders, chemicals and their derivative products or substances necessary, allied, auxiliary or ancillary there to and to undertake and execute any contract in connection with the main objects and to buy, sell import, export, build, process, manufacture, fabricate, alter, repair, convert, let on hire and deal in all or

¹ Adoption of new set of Memorandum of Association of the Company in Place of Existing Memorandum by way of Passing Special Resolution in the Annual General Meeting of the Company held on September 30th, 2018.

any of them and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with all or any of the aforesaid business or is calculated directly or indirectly to the benefit the same.

3. ² To carry on in India or elsewhere either alone or jointly with one or more persons, companies, government, or other entities and bodies of any kind, the business of hotels, holiday resorts, adventure tours, motels, inns, holiday homes, lodging and boarding houses, guest houses, rooming houses, taverns, restaurants, eateries, food parlors, ice cream parlours, bakeries, flight kitchen, catering services, canteens, cafes, plazas, multiplexes, taverns, pubs, bars, beerhouses, business centres, refreshment rooms, lodging apartments, housekeepers, night clubs, discotheques, swimming pools, health clubs, spas, water park, children park, amusement park, dressing rooms, hostels and providing other boarding and amusement facilities, hospitality services and to do all the incidental acts and things necessary for the attainment of the foregoing objects.

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

1. To carry on the business of builders, contractors, erectors of buildings, houses, apartments, structures, or residential, office, industrial, institutional, or commercial, or developers of housing schemes, townships, holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, ware houses, buildings works, work shops, hospitals, nursing homes, clinics, godowns, and other commercial, educational purposes, and conveniences to purchases for development, investment or for resale lands, houses, building structures and other properties of any nature and any interest therein and purchase, sell and deal in free hold and lease hold land and to make advances upon the security of lands, houses and structures and house property whether real or personal and to turn the same into account as may seem expedient in any part of the world.
2. To carry on the business as professionals, consultants, developers of lands, residential plots, commercial plots, industrial plots, construction of colonies, houses, bungalows, hotel, residential & commercial complex, sheds, building structures, roads, bridges, dams, channels, culverts and to act as architect, designers, engineers, assessors, valuers, surveyors, contractors, sub-contractors, for all types of constructions and developments work for private sector, government departments, semi government departments and to develop the sites and plots and to carry on the business activities of acquirer, purchaser, lease, exchange, hire or otherwise all types of land, and properties of any tenure or any interest in the same or to erect and construct houses, building, multi-stories, or work for every descriptions on any land of the company or upon other land or property and to pull down re-build, enlarge, alter and improve, existing houses, buildings, or work thereon and to purchasing and selling of houses and plots free hold or other house property, building, or lands or interest, household articles and other products of other companies in the instalments, network scheme or otherwise and to act as commission agent and to offer various types of incentives, schemes from time to time either directly or in collaboration with and other

² Alteration in Object Clause by Insertion of new Sub-clause no. 3 by passing a Special resolution in the Annual General Meeting of the Members held on September 30th, 2018.

individuals, firms, bodies, corporate in India or elsewhere and to educate people for side work, entertainment and side work, personality development.

3. To lay out, develop, construct, build, erect, demolish re-erect, alter, re-model or do any other work in connection with any building schemes, roads, highways, docks, ships sewers, bridges, canals, wells, springs, multi-storeyed buildings, power plants, wharves, ports, reservoirs embankments, tramways, irrigation improvements, sanitary water, gas electric light, telephonic and power supply works or any other structural or architectural work of any kind whatsoever and for such purpose to prepare estimates designs, plants specifications, or models and do such other or any act that may be requisite thereof & to purchase, acquire, take on lease, or in exchanges or in any other lawful manner and other land, building multi-storied structures and to turn to the same into real estate account, develop the same and dispose of or to maintain the same and to build townships, markets, or other building or convenience there on and to equip the same or any part thereof with all any amenities or conveniences, drainage facility electric telegraphic, telephonic, televisions and to deal with same in any manner whatsoever.
4. To carry on the business of engineering contractors undertaking and executing contract works of construction of building, residential, commercial, or industrial or roads, bridges and other super structures and installation of all types of structures, foundations including piling on behalf of various organizations, contractors, engineers, architects, surveyors, designers, decorators and of government (state and central) government undertakings, local bodies in any part of India or of the world or otherwise assist or take part in construction, maintenance, development, working, control and management thereof.
5. To act as techno-consultants for client and to enter into any arrangement by way of a turn key project involving supply of technical, civil, financial, administrative, plant and merchandise, information knowledge and experience and as such undertake for and on behalf of a client to set up any plant or project in or out side India.
6. To carry on the business of interior furnishers and for the purpose to manufacture, process, produce, prepare, make, sell, purchase, importers, exporters, trade, market, items/products of interior decoration/furnishing, including (tiles made from granite, marble, ceramic) carpets, partitions, panel rods, laminates, and plywood doors, windows made from aluminum, PVC wood, Venetian blinds, grills, door closures and fittings glasses, mirrors, sun films, wall papers, leatherette cloth, sanitary fittings, geysers, water filters, water proofing, solar heaters, electric fittings and accessories, fans, lamps, coolers, security items, T.V., video, washing machines, electric remote belt, pest repellent, pollution control, cement items, plant holders and architectural work.
7. To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand, stone, marble, tiles, refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesive, sheets, roofing, glass furniture, fittings, electrical goods, water supply or storage equipment, floor polish, door closures, concrete mixtures, elevators, paints, hardware, pipe, fittings, lubricant oils, building materials, forest products, and any other building or decorative materials made of cement, stone, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.

8. To develop, produce, manufacture, treat, process, refine, export, import, purchase, sale and generally to deal in and to act as brokers, agents, stockiest, distributors, suppliers, commission agents of all kinds of cements (whether ordinary, white, coloured, Portland, pozzoolana, alumina, blast, furnaces, silica, sagol or otherwise) cement products of any description, such as asbestos cement, buildings pipes, irrigation pipes, reinforced cement, cement concrete spun pipes, asbestos cement pressure pipes, fittings, asbestos, cement sheets, poles, slabs, blocks, garden wears, cement boards, mosaic and terrazzo, tiles, ceramic products, allied products, goods, substance, material, articles, thing, chemicals, compounds, accessories and appliances connected with the aforesaid product and to install plant and machinery to manufacture, produce, buy and sell PVC poles and asbestos cement, pressure pipes, fittings and other allied products.
9. To manufacture purchase, sell import, export, manipulate, treat and otherwise deal in synthetic resin pipes and fittings, plastics, emulsions of formulations there of including of resins for surface coating and allied industries, adhesives, molding, insulations.
10. To carry on the business as manufactures, buyers, sellers, importers, exporters and agents, of lighting fittings, luminaries, chokes, starters, ignitions, lamp holders, rubber part and other accessories used in conjunction with electric lamps or lighting including parts, components and materials required for the manufacturer of any of the above.
11. To carry on the business as manufacturers, importers and exporters and dealers in sheet metal (ferrous and non-ferrous) and sheet metal articles of all kinds in particular (1) aluminum and steel doors, windows, lever and automatic door closer (2) galvanized buckets, fire buckets, bath tubs, mugs, drums, tanks, tin containers and other articles for carrying or storing water, oil and other solid or liquid material (3) all kinds of steel and metal furniture (4) chimneys copes, ridging, ventilators, roofing, dust bins, handcarts, municipal carts and all other such articles.
12. To carry on the India or elsewhere the business as importers, exporters, agents, brokers, stockists, distributors, processors, manufacturer or otherwise to prepare, produce, supply, alter, utilize, improve, manipulate, mixture blend, buy, sell, refine, exchange, barter and deal or traffic in all types of metals casting including aluminum, dye casting, pressure dye casting and casting in all other type of metal ferrous and non-ferrous or deal in all or any other component, articles or thing connected therewith.
13. To carry on the business of drawings and extrusion of wires, pipes and tubes of steel, iron, copper, bronze aluminum and other ferrous and non ferrous metals and or manufacture of finished products of ropes of ferrous and non ferrous metals cables of copper, iron, steel, bronze, aluminum and other ferrous and non – ferrous metals, trolley wires made of bronze, iron, steel, copper, brass, aluminum and other ferrous and non-ferrous metals, galvanized iron wires, wire fencing, wire netting, wire nails, wire clips and wire staples of all types of ferrous and non ferrous metals and or fabricators founders, smelters, engineers, converters, repairers, producers, importers, exporters, dealers, agents and suppliers of special steels, mild steel, bright bars sections, shafting and bright steel or its products or bye products of every description, nature or form in all its branches.
14. To carry on the business as fabricators, manufacturers buyers, sellers, stockists, importers, exporters, indentors, converters, processors, agents, intermediaries and otherwise dealers in plants machinery, equipment, instruments, accessories, apparatus, devices implements appliances,

articles, components, spares used in textile, electrical electronic, chemical, petrochemical, mechanical, engineering, fertilizer and other industries.

15. To carry on in India or elsewhere the business of the manufacturers of and dealers in alloys, ferrous and non-ferrous metallic and non-metallic including Ferro chromium, Ferro molybdenum, Ferro phosphorous, Ferro silicon, Ferro titanium, Ferro tungsten, Ferro vanadium, silicon manganese metal, manganese, dioxide chemicals containing manganese, pig iron, steel coke steel scrap, lead copper, nickel, aluminum, zinc, tin, titanium and other metals and to carry on the business of founders, moulders, casters, mechanical engineers and manufacturers of agriculture implements and other light and heavy machinery, tool makers, brass founders, metal workers, boilers makers, mill-wrights machinists, iron and steel converters, smiths, wood workers, builders, painters and metallurgists and to buy, sell manufacture, export import, repair, converts, alter, let on hire and deal in machinery, implements, rolling stock and hardware.
16. To carry on the business of manufacturing, producing, casting, procuring, buying, selling, converting and in any other way dealing in iron and steel and to manufacture, buy, sell, import, export steel, steel casting, pig iron, steel alloys, ingots, billets, slabs, sheets, strips, rounds, bars, flat sections and shapes, brass copper, aluminum, stainless steel and other non-ferrous metals and to carry on business as dealers, selling agents , marketing and distribution agents of the ferrous and non-ferrous and non-ferrous metals, process materials, steel products like M.S. rounds, ingots, billets, steel casting and to deal in all scraps i.e. mild steel, carbon steel, stainless and other alloy steel scraps and to establish steel foundry, mini steels plants, roller mills and to manufacture metallurgists, galvanizers, machinists, smiths, welders, and metal workers.
17. To manufacture produce buy, sell, import, export, and deal in electric switchgears, miniature circuit breakers, switches, conductors & contactors electrical appliances of all types, engineering goods.
18. To carry on the business of manufacturer and dealers in glazed tiles, building materials/ tiles of all descriptions, sanitary works, porcelain ware, earthen ware, earthen ware, porcelain, electric insulators, pottery articles and other allied articles and other allied activities of all types.
19. To carry on the business of designing, manufacturing, developing, fabrication, all kinds of improving, buying, selling, importing, exporting and dealing in machinery, machine tools, jigs, fixtures, dyes, moulds, cutters, saws, knives, implements, automotive parts, machinery spares and precision machine components of all types and in particular to manufacture machines, give heat treatment, produce, repair, alter convert recondition, prepare for sale, buy, distribute, sell, hire, import, export, let out on hire trade and deal and to take up job work in machine tools and implements, apparatus, appliances, precision instruments, components, parts accessories, fittings and things in any stage or degree of manufacture, process or refinement.
20. To carry on the business as manufacturers, processors, importers, exporters buyers, sellers, stockists, distributors and or to deal in all types of copper wires, electric insulating materials, super enamel wires and other ferrous and non-ferrous metals and allied goods.
21. To carry on in India and abroad the business as importer, exporter, manufacturer, distributors, seller, dealers, stockiest, C & F agents, sole selling agent, territory agent, commission agent, authorized service agent, service center, of spare parts of for all the range of products relating to Home Appliances, office & factory equipments, chemicals, dyes for industrial and other use,

electronic, manual and mechanical goods of Indian and multi national foreign companies viz. Computers, printers, fax machines, steel furniture, wooden furniture, partitions, sanitary wears, T.V., VCR, VCP, music system and washing machines, air conditioners, coolers, refrigerators, heaters, mixers, grinders, telephone and communication equipments, answering machines, scooter, bike and all types of two and four wheelers and all the range of products relating there to through shop, direct and indirect marketing net work, sky shopping, inter net marketing, E.com, super bazar.

22. To carry on the business of industrial, financial and investment advisors and to invest in, subscribe purchase or otherwise deal in shares, stocks, bond, debentures, debenture stock, public securities, mutual funds issued by any authority, Central, State, Municipal, local or otherwise and to carry on the business carried on by finance and investment companies, finance and investment advisors.
23. To carry on the business of finance consultant and to finance industrial, agriculture and other business enterprises and for that purpose lend and advance money to entrepreneurs, promoter, industrial and other business concerns on such terms and condition and with or without security as may be thought appropriate and also to act as a financial company.
24. To carry on the business of the lead finance company and to finance lease operation such as hiring, letting on hire equipments, plant and machinery and to assist or hire purchase or differed payments or to subsidise finance or assist in subsidizing or financing the sale and maintenance of goods or commodities upon terms and conditions and to undertake leasing finance for immovable properties including lands and buildings, plant and machinery, equipments and vehicles such as automobiles, ships, aircrafts, computers, commercial and industrial equipments.
25. To carry on the business as financial and investment consultant and act as issue manager, lead manager, underwriters, sub-underwriters, brokers, dealers, and agents of shares, debenture stocks and other securities.
26. To carry on the business of Wine, Spirit and Liquor merchants, Brewers, Distillers, Importers, Exporters and Manufacturers of Aerated Mineral and artificial waters or caterers for public amusement or entertainment.
27. To carry on the business of printers in all the branches, newspapers, journals, magazines, books and other literature, stationery and other articles to serve as stationers, lithographers, chromo lithographers, block makers, draftsman, envelope manufacturers, paper bag and account books makers, numerical printers, box makers and book sellers.
28. To carry on the business as Merchants and Agents for petrol, Oils, Lubricants, greases, spirit, Kerosene, gas, electrical and other motive powers.
29. To carry on the business of manufacturing, trading, dealing, marketing, importing, exporting, converting, synthesizing, refining, extracting and preserving of all kinds of dyes, dyes intermediates, colours, polishes and varnishes, soda, caustic soda, organic dyestuffs, synthetic organic paints, derivatives, organic surface active agents, glycerines, heavy water chemicals, salts and all other kinds of organic and inorganic chemicals and also from the residue of substances obtained in the process of manufacture of the chemical sand preparations aforesaid and deal in such by products.

30. To produce, quarry, mine, excavate, cut, hew carve, draw, crush, saw, dress, finish, polish, set, glaze, grind, process, wash, screen, wax, manufacture, craft, treat, alter, improve, extract from mines, refine, import, stockists, distributors, and suppliers of all kinds of marbles, marble chips, tiles, granites, laterites, lime stones, soap stones, felspar, corundum, quartz, artificial stones, slate stones, sand stones, silica stones, building stones and all other kinds of stones.
31. To carry on business of advertising agency for providing to advertisers a complete range of advertising services on all mass media like hoardings, newspapers, radio, television and film.
32. To construct, acquire, equip, manage club house with all appropriate accommodation and facilities like gaming rooms, sports complexes, reading room, refreshment room, meeting rooms, recreation and entertainment rooms, amusement center and parks.
33. To construct, erect, build, equip, own and manage cold storages, storage chambers, ice plants, godowns, warehouses and to carrying and forwarding the storage goods.
34. To carry of the business of manufacturing, growing, trading, importing, exporting, all kinds of woods, wood block, wood powder, wood particles, laminated wood sheet, sunmica, plywood and other items of allied nature and all sorts of products, articles and by products made thereof.
35. To undertake all the activities of export/import house and Foreign exchange dealer as may be permitted by law.
36. To carry on the business of telecommunicating, telecasting, broad casting etc. and for this purpose to establish, equip and manage transmitting and receiving stations, relay centers as may permitted by law.
37. To purchase, hold, acquire, mines, mining lease, mining rights, mining claims and metalliferous lands and to explore, search, work, exercise, develop, treat, find to turn to account, ores, all sorts of major and minor minerals, working deposits of all kind of minerals and sub-soil minerals and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market ore, metal and mineral substances of all kind and to carry on metallurgical operations in all its branches.
38. To carry on all kind of commission agency, C and F agent, auctioneers business and to act as selling agents, buying agents, clearing, carriage and forwarding agents, distributors, traders, dealers or stockists for goods, products and merchandise of all kinds to make any collaboration, franchisee arrangement with any government, state, company, authority or person for the aforesaid objects in India or elsewhere in the world and to run departmental stores and chain stores.
39. To acquire and undertake the whole or any part of the undertaking or business (whether as a going concern or not), property, assets, liabilities or any other tangible or intangible matter or things having value of any kind, of any person, firms or Company or body corporate carrying on any business which the Company is authorized to carry on or be possessed of any property suitable for the purpose of this Company.

40. To apply for, purchase or otherwise acquire, own, give or take on hire or in any other manner possess or part with, any brands, patent, patent right, copyright, trademarks, formulae, license, concessions, conferring any exclusive or limited right to 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 and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights, or information so acquired.
41. To adopt pre-incorporation contracts entered into by the promoters with any person on behalf of the Company by way of ratification or substitution, to pay the consideration agreed in such contracts and to remunerate any person or Company for service rendered or to be rendered to the Company for the formation or promotion of the Company or for the acquisition of any property, license, letter of intent, allotment, know how or similar thing by the Company and to pay the Company all the costs, charges or expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital.
42. To issue or allot fully or partly paid shares or other securities in/of the capital of the Company in full payment or part payment of any movable or immovable property purchased or otherwise, acquired by the Company or any services rendered to the Company, and generally to raise funds for the business of the Company or any capital expenditure or project or working capital requirement, by way of issue of shares, debentures or any other type of securities, whether secured or not, whether to public through offer document or on private placement basis, or other wise and whether in India or abroad.
43. To merge, amalgamate, take over or enter into any arrangement for sharing of profits, union of interest, co-operation, reciprocal concession, lease, and license or otherwise with any person or company carrying on transaction which the company is authorised to carry on or engage in.
44. To purchase or import, take on lease or in exchange, hire or otherwise acquire in any manner, any movable or immovable property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
45. To enter into any arrangement with any Government or other authority, whether municipal, local or otherwise, or any person, whether natural or judicial, that may seem conducive to the company's objects or any of them and to obtain from any such Government or authority or person, any rights, privileges and concessions which the Company may think fit desirable to obtain; and to carry out, enjoy, exercise and comply with any such arrangements, rights, privileges and concessions.
46. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of past or present employees or Directors or other persons directly or indirectly connected with the business of the Company, or the dependents of such persons; and to grant pension, allowances or any other assistance, to make payment towards insurance; to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public.
47. To lend and advance money or give credit to any person or any Company; or to give guarantee or indemnify for the payment of money of the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the

liabilities incurred by any person. However, the Company shall not carry on any business of banking as defined by the law regulating banking operations in India.

48. To borrow or secure money other than public deposits in such manner, as the Company may think fit or to make repayment of any debt, liability, or perform any contract entered into or the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem or pay off any such securities.
49. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
50. To remunerate any person for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities issued by company.
51. To sell or dispose off, to improve, manage, develop or exchange the undertaking, property or rights of the company or any part thereof for such consideration as the company may think fit.
52. To use such means of making known and advertising the business of the Company as may be expedient.
53. To apply for, promote and obtain any order, regulation, or any other authorizations.
54. To procure recognition of the Company in any manner in India and abroad.
55. To take, hold or mortgage, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of any kind sold by the Company, or any money due to the Company from buyer.
56. To purchase, acquire, deal in any energy necessary for the purposes of the business of the Company.
57. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for the services rendered for formation and registration of the Company, and for promotion of any other Company by it, subject to the applicable statutory provisions.
58. To make donations in cash or in kind for such objects or causes, whether related to any of the Company's objects or otherwise, which can lawfully be made by the Company, as it may deem expedient, subject to provisions of the Companies Act, 2013, to the extent applicable.
59. To aid and support, any person, association, body or movement, whose object is solution, settlement or surmounting of industrial or labour problems or the promotion of industry, trade or business of the Company or for the promotion of Science and Technology, Cultural activities, Sports, environment, rural development and other social and welfare activities.
60. To establish or support associations, institutions, schools, hospitals, guest houses, clubs, funds, and trusts which may be considered beneficial to any employees or ex-employees and to officers and ex-officers of the company or the dependents of any such person.

61. To refer all questions, disputes or differences arising between the Company and any other person in connection with or in respect of any matter relating to the business or affairs of the Company to Arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to Arbitration may be in accordance with the provisions of the law relating to Arbitration as may be prevailing in India then; or the international rules & regulation relating to Arbitration prevailing in such place where the dispute under consideration is to be referred for arbitration; and to institute legal proceedings or defend any proceedings and to appoint Advocates, Consultants, Experts or Advisors in this behalf.
62. To negotiate, finalise and enter into any tie-up, arrangement, or collaboration, technical, financial or otherwise with any person or Government for obtaining any grant, license or on other terms, formulae and other rights and benefits, and to obtain technical information, know-how and expert advice for the business of the Company.
63. To create any depreciation, depreciation fund, reserve, reserve fund, sinking fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures or debenture stock, for dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company, or otherwise.
64. To open and operate any type of bank accounts with Banks and obtain credit facilities, working capital facilities, or any other facilities required from the Bank for the business or purposes of the Company, with or without securities for its business and to pay money in to and draw money from such accounts.
65. To train or pay for training in India or abroad of any of Company's employees / persons in the interest of or furtherance of the Company's objects; or to send any employees / persons anywhere in India or abroad to perform or accomplish any assignments or activities in connection with carrying out of any of the objects of the Company, whether on or at the client's site or any other place or site as may be indicated/directed by the client.
66. To secure guarantee and to carry on guarantee and counter guarantee business in particular guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments or every description as well as the fulfilment of contracts and other trading and commercial transactions of every description, whether at home or abroad and to indemnify any person against the same and to guarantee the payment of money secured by or payable under or in respect of any debenture, debenture stock, bond, mortgage ,charge, security, contract or obligation of any person, persons or corporation or any authority, supreme, municipal, local or otherwise.
67. To purchase, construct or otherwise acquire, erect, maintain or reconstruct buildings, offices and other things found necessary or convenient for the purpose of the Company and also to administer accommodation of all descriptions in connection with the business of the Company.
68. To promote, sponsor, undertake and carry out rural development including any program for promoting the social and economic welfare of, or the uplift of the people in any rural area and to incur any expenditure of any program of rural development and to assist in the promotion or execution thereof either directly or through an independent agency or by making contributions or giving donations or in any other manner without prejudice to the generality of the foregoing program of rural development shall also include any program for promoting the social and

economic welfare program for the uplift of the people to any rural area and the words "rural area" shall include such areas as may be regarded as rural areas under the law relating to Income Tax as may be applicable or any other law relating to the implementation of any of the above mentioned objects or purposes, and for this purpose transfer without consideration or at such fair or concessional value and subject to provisions of the relevant laws, 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 Institution or Trust.

69. To insure with any company, statutory body, authority, government or other person against losses, damages, risks and liabilities, of any kind which may affect the company either wholly or partly, and if, thought fit, to effect any such insurance by joining indemnity association, federation or society and to accept any such insurance or any part thereto, for the account of the Company.
70. To raise money on mortgage, pledge or other security of any property or assets of the Company.
71. To undertake and execute any trusts for the benefit of employees and also to undertake and execute the offices of Executor of the will of any deceased person, administrator of any deceased persons, trustees for debenture holders or debenture stockholders of any company and to appoint trustees to hold securities on behalf of the Company.
72. To distribute any of the Company's property among the members in specie in respect of the event of winding-up subject to the provisions of the Companies Act and the rules and regulations for the time being in force.
73. To form, promote, subsidize, organize, join in, assist or aid in forming, promoting, subsidizing, or gaining, or aiding companies having similar objects (whether as a subsidiary or otherwise), or partnerships of all kinds for the purpose of acquiring or taking over all or any of the property rights and liabilities of the Company or for carrying on any business, or for any other purpose which directly or indirectly can be done by the Company and also to acquire, purchase, merge, take over and / or amalgamate the Companies carrying on such business which, under existing circumstances from time to time may conveniently or advantageously be taken up by or combined with the business of the Company.
74. To invite and receive with or without any such invitation, at any time receive any gifts of any property and offerings or voluntary donations or bequests and legacies either from shareholders or from any other persons for all or any of the objects of the Company with or without any specific conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the company. Subject to any such conditions as aforesaid, all such gifts, donations, grants, offerings, legacies and bequest including land, building, and other immovable properties shall be treated as forming part of the property of the Company and be applied accordingly; the Directors shall invite or accept any such gift, donation, grant, offering legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.
75. To deal with and invest the surplus funds of the Company from time to time in government securities or in other securities or investment avenues, as may from time to time be determined

and to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

76. To provide for the welfare of the employees or ex-employees and Directors of the Company and wives, widows and families or the dependents of such persons by grant of money, pension, allowance, bonus or their payment or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, trusts and by providing or subscribing towards medical or other attendance and other assistance as the Company shall think fit and to subscribe or to contribute or otherwise assist to charitable benevolent, national and /or other institutions or objects and to train or pay for the training in India or abroad of any of the Company's officers, employees or any candidate in the interest of or for furtherance of the Company's objects.
77. To establish competitions in respect of contributions of information suitable for insertion in any publications of the Company or otherwise for any purposes of Company, and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.
78. To provide for and furnish or secure to any members or customers of the Company or to any subscribers or purchasers or possessors of any publications of the Company, or of any coupons or tickets, issued with any publications of the Company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.
79. To receive any money other than public deposits, securities and valuables of all kinds, deposits at interest ' or otherwise for fixed periods and to lend money or any terms that may be thought fit particularly to customers or other persons or corporations having dealings with the Company. However, the Company shall not carry on any business of banking as defined by the Banking Law Regulating Banking operations in India and the power granted in this object are subject to the provision Companies Act, 2013 to the extent applicable or any modification or re-enactment for the time being in force and Directives of the Reserve Bank of India.
80. To establish depots, agencies and branches in different parts of India and abroad and to make experiments alone or jointly with others with a view to improving the Company's business and to establish and regulate agencies for the purpose of Company's business and to apply or join in applying to any parliament, municipal or other authority or body for any rights or privileges that may seem conducive to company's objects or any of them and to oppose any proceedings or applications.
81. To obtain any order of the Government or Act of legislature, statue, order, regulation and other authorization and enactments, which the Company thinks as desirable and useful for attainment of objects of the Company and /or are otherwise advantageous to the Company and for enabling the Company to carry on any of its objects into effect or for effecting any modification of Company's constitution and to oppose any bills, applications, proceedings, enactments, and regulations.
82. To act as principal, agents, trustees or otherwise, whether alone or in conjunction with others and by or through agents, Sub-Directors, trustees or otherwise.
83. As an object of the Company and as a pursuit in itself or otherwise, and whether for the purpose of making a profit or avoiding a loss or for any other purpose whatsoever (whether or not the

Company derives any benefit there from), to engage in currency exchange and interest rate transactions and any other financial or other transactions of whatever nature, including (without limiting the foregoing) any transaction for the purposes of, or capable of being for the purposes of, avoiding, reducing, minimizing, hedging against or otherwise managing the risk of any loss, cost, expense or liability existing, or which may arise, directly or indirectly, from a change or changes in any interest rate or currency exchange rate or in the price or value of any property, asset, commodity, index or liability or from any other risk of factor, including but not limited to dealings, whether involving purchases, sales or otherwise, in foreign and other currency, spot and forward exchange rate contracts, forward rate agreements, caps, floors and collars, futures, options, swaps, and any other currency interest rate and other hedging arrangements and such other instruments as are similar to, or derivatives of, any of the foregoing.

84. To establish provide, maintain and conduct or otherwise subsidise research laboratories and experiment workshops, for scientific and technical research and experiments, and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds, and to promote studies and research both scientific and technical , investigations and inventions by providing, subsidizing, endowing of assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for remuneration of scientific of technical professors of teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students of otherwise, and generally to encourage, promote and reward studies, researches, investigations, experiments tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
 85. To employ or appoint on hire, professionals, experts, or consultants to investigate and examine into the condition, management, prospects, value, character and circumstances of any assets, property or rights of the company; or for obtaining quality certification, assisting in framing business practices, increasing employee productivity, restructuring & re-Organisation of the company, forming human resource policies, advising in financial, legal & any other matters, which are related to the business of the company, or for enhancing the business of the company.
- IV.** The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V.** 3 & 4The authorized share capital of the Company is Rs. 35,00,00,000/- (Rupees THIRTY FIVE CRORE) divided into 3,50,00,000 (THREE CRORE FIFTY LAKH) Equity Shares of Rs. 10/- (Rupees TEN) each.

³ The Authorised Share Capital of the Company has been increased by Rs. 5,00,00,000/- (Rupees Five Crores) divided into 50,00,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each by passing an Ordinary resolution in the Extra Ordinary General Meeting held on June 22, 2019.

⁴ Increased the Authorised share capital of the Company from Rs. 35,00,00,000 (Rupees Thirty-Five Crores Only) divided into 3,50,00,000 (Three Crore Fifty lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs 1,50,00,00,000/- (Rupees One Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity shares of Rs. 10/- (Rupees Ten) each by passing an ordinary resolution in the Extra Ordinary General Meeting held on January 28, 2023.

We, the several persons whose names, address and descriptions are subscribed and 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 names.

S. No	Signature, Name, Description Address and Occupation of the Subscribers	No. of Equity shares taken by each subscriber	Signature, Name, address description and Occupation of witness
1.	-SD/- VISHNU PRAKASH PUNGLIA S\O SHRI RANCHHOD DAS PUNGLIA 22 B, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR-342001 RAJASTHAN BUSINESS	28,50,000 (Twenty Eight Lac Fifty Thousand)	<p>I witness signatures of all subscribers (1 to 10) who have signed in my presence at JODHPUR</p> <p>-SD/- CA. Manish Sukhani S/o Shri J. N. Sukhani 660, 12th C Road, Sardarpura, JODHPUR - 342003. (RAJ) Chartered Accountant</p>
2.	-SD/- RAM JEEVAN PUNGALIA S\O SHRI RANCHHOD DAS PUNGALIA 22-A, SUBHASH COLONY, BHAGAT KI KOTHI, JODHPUR-342001 RAJASTHAN BUSINESS	33,10,000 (Thirty Three Lac Ten Thousand)	
3.	-SD/- MANOHAR LAL PUNGLIA S\O SHRI RAM JEEWAN PUNGLIA 22 A, SUBHASH COLONY, NEW PALI ROAD, JODHPUR -342001 RAJASTHAN BUSINESS	27,40,000 (Twenty Seven Lac Forty Thousand)	
4.	-SD/- VIJAY PUNGALIA S\O SHRI VISHNU PRAKASH PUNGALIA 22 B, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR - 342001 RAJASTHAN BUSINESS	27,30,000 (Twenty Seven Lac Thirty Thousand)	
5.	-SD/- KAMAL KISHOR PUNGALIA S\O SHRI RAM JEEVAN PUNGALIA 22A, SUBHASH COLONY, BHAGAT KI KOTHI, JODHPUR-342001 RAJASTHAN BUSINESS	28,00,000 (Twenty Eight Lac)	
	-SD/- ANIL PUNGALIA S\O SHRI RAM JEEVAN PUNGALIA	27,00,000 (Twenty Seven Lac)	

6.	22-A, SUBHASH COLONY, NEW PALI ROAD, JODHPUR -342001 RAJASTHAN BUSINESS		
7.	-SD/- PUSHPA DEVI PUNGALIA W\O SHRI VISHNU PRAKASH PUNGALIA 22-A, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR - 342001 RAJASTHAN BUSINESS	23,70,000 (Twenty Three Lac Seventy Thousand)	
8.	-SD/- PUSHPA PUNGALIA W\O SHRI MANOHAR LAL PUNGALIA 22-A, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR - 342001 RAJASTHAN BUSINESS	25,30,000 (Twenty Five Lac Thirty Thousand)	
9.	-SD/- SANJAY KUMAR PUNGALIYA S\O SHRI RAMJEEVAN PUNGALIA 22 A, SUBHASH COLONY, BHAGAT KI KOTHI, JODHPUR-342001 RAJASTHAN BUSINESS	27,70,000 (Twenty Seven Lac Seventy Thousand)	
10.	-SD/- AJAY PUNGALIYA S\O SHRI VISHNU PRAKASH PUNGALIYA 22 B, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR-342001 RAJASTHAN BUSINESS	32,00,000 (Thirty Two Lacs)	
TOTAL SHARES TAKEN		2,80,00,000 (Two Crore Eighty Lacs)	

Date:01-04-2013

Place: JODHPUR

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

¹ARTICLES OF ASSOCIATION

OF

VISHNU PRAKASH R PUNGLIA LIMITED

Sr. No	Particulars	
1.	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act, which shall be the regulations for the management of the company.	Table F not applicable.
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) "Articles" or "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Board" means The Board of Directors of our Company, and where applicable or implied by context, includes or a duly constituted committee thereof	Board
	(e) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(f) "The Company" shall mean " VISHNU PRAKASH R PUNGLIA LIMITED "	Company
	(g) Article headings are for convenience only and shall not affect the construction of these Articles.	Headings
	(h) The terms "writing" or "written" include printing, typewriting, lithography, photography and any other mode or modes (including electronic mode) of representing or reproducing words in a legible and non-transitory form.	In Writing and Written
	(i) The independent Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations.	Independent Directors

¹ Adopted new Set of Restated Articles of Association of the Company by way of passing Special Resolution in the Extra-ordinary General Meeting of the Company held on January 28, 2023.

Sr. No	Particulars	
	(j) 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.	Interpretation
	(k) The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(l) "Meeting" or "General Meeting" means a meeting of members.	Meeting or General Meeting
	(m) "Memorandum" or "MoA" means Memorandum of Association for the time being in force or as may be altered from time to time.	Memorandum
	(n) "Month" means a calendar month.	Month
	(o) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(p) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(q) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(r) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(s) "Office" means the registered Office for the time being of the Company.	Office
	(t) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(u) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(v) "Promoters" means a person : (a) who has been named as such in a prospectus or is identified by the company in the annual return; (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 contained in sub-clause (c) shall apply to a person who is acting merely in a professional capacity. "Promoter Group" means Individuals and entities constituting the promoter group of our Company in terms of SEBI ICDR Regulations	Promoters and Promoter Group
	(w) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1)(a) of the Act.	Register of Members
	(x) "SEBI" means Securities and Exchange Board of India	SEBI

Sr. No	Particulars	
	(y) “SEBI ICDR Regulations” means Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018	SEBI ICDR Regulations
	(z) “SEBI Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any statutory modification or re-enactment thereof for the time being in force.	SEBI Listing Regulations
	(aa) “Share” means a share in the share capital of the Company and includes stock.	Share
	(bb) “These presents” means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(cc) “Year” means the calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Unless the context otherwise requires, words or expressions contained in these regulations, shall bear the same meaning as in the Act or Securities and Exchange Board of India Act, 1992 or Securities Contracts (Regulation) Act, 1956 (including Rules and Regulations made thereunder) and including any statutory modification thereof in force at the date at which these Articles become binding on the company.	Expressions in the Act to bear the same meaning in Articles
	CAPITAL	
3.	a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time. (b) Subject to the provisions of the Act, the Company may at any time issue Equity Shares with differential rights as to dividend, voting or otherwise.	Authorized Capital.
4.	The Company may in a General Meeting from time to time by Ordinary Resolution increase its capital by creation of new shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with provisions of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of section 64 of the Act.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any Capital raised by the creation of new shares shall be considered as part of the existing Capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital

Sr. No	Particulars	
6.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares
7.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
8.	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect:</p> <p>(a) No such shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such shares shall be redeemed unless they are fully paid;</p> <p>(c) Where such shares are proposed to be redeemed out of profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account, and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the company; and</p> <p>(d) Subject to section 55(2)(d)(i) of the Act, the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the shares are redeemed.</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Board may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital.</p>	Provisions to apply on issue of Redeemable Preference Shares
9.	<p>The Company may, subject to the applicable provisions of the Act, from time to time by a Special Resolution reduce:</p> <p>(a) its share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>in any manner for the time being, authorized by law. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	Reduction of capital

Sr. No	Particulars	
10.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	Debentures
11.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act, subject to such conditions as may be specified in that section and relevant rules framed thereunder.	Issue of Sweat Equity Shares
12.	The Company may issue shares to employees including its directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in a General Meeting subject to the provisions of the Act, the rules and other applicable laws for the time being in force, by whatever name called.	ESOP
13.	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.	Buy Back of shares
14.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of Section 61 of the Act; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division And Cancellation
15.	Subject to compliance with applicable provisions of the Act and rules framed thereunder, the Company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
	MODIFICATION OF CLASS RIGHTS	
16.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights, privileges attached to each 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, or modified,	Modification of rights

Sr. No	Particulars	
	<p>with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the issued shares of that class. The provisions of these Articles relating to General Meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of section 48 of the Act shall apply to such variation.</p>	
17.	<p>The rights conferred upon the holders of the Shares (including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.</p>	<p>New Issue of Shares not to affect rights attached to existing shares of that class.</p>
18.	<p>Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the directors who may create, 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 and with the sanction of the Company in the General Meeting give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.</p>	<p>Shares at the disposal of the Directors.</p>
19.	<p>The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62, subject to compliance with section 42 and 62 of the Act and rules framed thereunder.</p>	<p>Power to issue shares on preferential basis.</p>
20.	<p>The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.</p> <p>This Article shall not be applicable to shares held in dematerialized form pursuant to provisions of the Depositories Act 1996 and rules and regulations framed thereunder.</p>	<p>Shares should be Numbered progressively and no share to be subdivided.</p>

Sr. No	Particulars	
21.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
22.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company for the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as full paid-up
23.	<p>The monies (if any), which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.</p> <p>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.</p>	Deposit and call etc. to be a debt payable immediately.
24.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
25.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
	DEMATERIALIZATION OF SECURITIES	
26.	<p>Definitions:</p> <p>For the purposes of this Article:</p> <p>a) “Beneficial Owner” means a person whose name is recorded as such with a Depository;</p> <p>b) “Depository” means a company formed and registered under the Companies Act, 2013, or any previous law, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992 and the rules and regulations made thereunder.</p>	

Sr. No	Particulars	
27.	<p>Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities and to offer such securities in a dematerialized form pursuant to the Depositories Act, 1996.</p> <p>However, the Company shall issue securities in dematerialised form only, in the following cases / while processing the following requests:</p> <ul style="list-style-type: none"> (i) Issue of duplicate share certificates; (ii) Claim from unclaimed suspense account; (iii) Renewal / exchange of securities certificate; (iv) Endorsement; (v) Sub-division / splitting of securities certificate; (vi) Consolidation of securities certificates / folios; (vii) Transmission; (viii) Transposition. 	Securities in dematerialized form
28.	<p>Subject to compliance of Article 28 stated above, every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to a beneficial owner the required certificates of securities.</p> <p>If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the Security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the beneficial owner of the security.</p>	Option for investors
29.	<ul style="list-style-type: none"> (i) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a shareholder of the Company. (ii) The Beneficial Owner of securities, shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and be subject to all liabilities in respect of his securities, which are held by the Depository. (iii) Where a share is held in depository form, the record of the depository is the prima facie evidence of the interest of the Beneficial Owner. <p>Except as ordered by a court of competent jurisdiction or as may be required by law and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest / premium on debentures</p>	Beneficial Owner deemed as absolute owner

Sr. No	Particulars	
	and other securities and repayment thereof or for service of notices and all / any other matters connected with the Company.	
30.	All securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in sections 89 and 187 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners	Securities in depositories to be in fungible form
31.	(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be a Registered Owner for the purposes of effecting transfer of ownership of securities on behalf of the Beneficial Owner; (ii) Save as otherwise provided in Article 32(i) above, the Depository as a Registered Owner shall not have any voting rights or any other rights in respect of the securities held by it. (iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a Member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.	Depository shall be deemed to be a registered owner
32.	The Register and Index of Beneficial Owners by a Depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purposes of the Act and these Articles.	The Register and Index of Beneficial Owners by a Depository under the Depositories Act.
33.	Notwithstanding anything contained in the Act, or these Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode.	Service of documents
34.	Notwithstanding anything contained in the Act, or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.	Allotment of securities dealt with in a Depository
35.	Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with Depository.	Distinctive number of securities held in a Depository
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
36.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in section 39 of the Act.	
	CERTIFICATES	
37.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares. Every certificate of shares shall be	Share Certificates

Sr. No	Particulars	
	<p>under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a 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 of shares to one of several joint holders shall be sufficient delivery to all such holder. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
38.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	The first named joint holder deemed Sole holder.
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share, except in the case of executors or trustees of a deceased member.	Maximum number of joint holders.

Sr. No	Particulars	
39.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than that of registered holders.
40.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Instalment on shares to be duly paid.
	UNDERWRITING AND BROKERAGE	
41.	Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.	Commission
42.	The Company may pay, on any issue of shares and debentures, such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
43.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the monies unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by instalments.	Directors may make calls
44.	Fifteen (15) days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
45.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names	Calls to date from resolution.

Sr. No	Particulars	
	appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	
46.	<p>Whenever any calls for further share capital are made on the shares of a class, such calls shall be made on uniform basis on all shares falling under that class.</p> <p>For the purposes of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.</p>	Calls on uniform basis.
47.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.
48.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 10% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
49.	If, by the terms of issue of any share or otherwise, any amount is made / becomes payable at any fixed time or by instalments at fixed time (whether on account of the nominal value of the share or by way of premium), every such amount or instalment shall be payable as if it were a call duly made by the directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or instalment accordingly.	Sums deemed to be calls.
50.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that the notice of such call was duly given to the shareholder or his representative so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the directors who made such call nor that the quorum of the directors was present at the Board at which the call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever;	Proof on trial of suit for money due on shares.

Sr. No	Particulars	
	but the proof of the matters shall be conclusive evidence of the debt and the same shall be recovered by the Company against the shareholder or his representative from whom it is ought to be recovered, unless it shall be proved, on behalf of such shareholder or his representatives against the Company that the name of such shareholder or his representative was improperly inserted in the Register of Members or that the money sought to be recovered has actually been paid.	
51.	The Company may enforce a forfeiture of shares as provided hereinafter notwithstanding the following: (i) a judgment or decree in favour of the Company for calls or other money due in respect of any share; (ii) part payment or satisfaction of any calls or money due in respect of such judgment or decree; (iii) the receipt by the Company of a portion of any money which shall be due from any shareholder to the Company in respect of his shares; and (iv) any indulgence granted by the Company in respect of the payment of any such money.	Judgment, decree, partial payment motto proceed for forfeiture.
52.	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, the whole or any part of the amounts of his respective shares beyond the sums actually called up and upon the monies so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time, any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that monies paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the monies so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	Payments in Anticipation of calls may carry interest
	LIEN	
53.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall	Company to have Lien on shares.

Sr. No	Particulars	
	extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	
54.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
55.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	
56.	If any Member fails to pay the whole or any part of any call or instalment or any monies due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or instalment or any part thereof or other monies as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or instalment of such part thereof or other monies as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any monies shall remain unpaid in respect of any call or instalment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or instalment not paid, notice may be given.

Sr. No	Particulars	
57.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or instalment and such interest thereon as the Directors shall determine from the day on which such call or instalment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.	Terms of notice.
58.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other monies payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
59.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
60.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.
61.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
62.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
63.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles 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 shares.	Evidence of Forfeiture.

Sr. No	Particulars	
64.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
65.	The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it deems fit.	Annulment of forfeiture
66.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold, and the purchaser(s) shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	Validity of sale
67.	The directors may, subject to the provisions of the Act, accept a surrender of any share certificates from or by any member desirous of surrendering on such terms as the Directors think fit.	Surrender of shares.
TRANSFER AND TRANSMISSION OF SHARES		
68.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.
69.	In case of transfer, transmission, transposition of shares of the Company, the relevant provisions of the SEBI Listing Regulations, the Depositories Act, 1996 and the SEBI Circulars issued in this regard shall apply.	Transfer Form.
70.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation	Transfer not to be registered except on production of instrument of transfer.

Sr. No	Particulars	
	<p>if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares:</p> <p>Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.</p>	
71.	<p>Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—</p> <p>(a) any transfer of shares on which the company has a lien.</p> <p>That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;</p>	Directors may refuse to register transfer.
72.	<p>If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.</p>	Notice of refusal to be given to transferor and transferee.
73.	<p>No fee shall be charged by the Company / is payable to the Company, for registration of transfer, transmission of shares, or for registration of any power of attorney, probate, letters of administration or similar other documents.</p>	No fee on transfer.
74.	<p>The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the directors may decline to register shall on demand be returned to the persons depositing the same. The directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.</p>	Custody of transfer Deeds.
75.	<p>(i) An application for registration of a transfer of the shares in the Company shall be made either by the transferor or transferee within the timelines prescribed under the Act.</p> <p>(ii) Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the</p>	Application for transfer of partly paid shares.

Sr. No	Particulars	
	Company gives notice of the application to the transferee and the transferee communicates a no objection to the transfer within two weeks from the receipt of the notice.	
76.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
77.	<p>(a) 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 person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative or holder of the succession certificate of the deceased shareholder, the Board may require such executor, administrator, legal representative or deceased shareholder to obtain probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India. However, the Board may in its absolute discretion, dispense with the production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise, as the Board may in its absolute discretion deem fit.</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	Recognition of legal representative.
78.	The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased shareholder (not being one of two or more joint-holders) or his nominees, shall be the only persons (shareholders) recognized by the Company as having any title to the shares registered in the name of such members.. However, provisions of this Article are subject to Sections 72 of the Companies Act.	Titles of Shares of deceased Member
79.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	Notice of application when to be given
80.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or members or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he	Registration of persons entitled to share otherwise than by transfer. (Transmission clause).

Sr. No	Particulars	
	proposes to act under this Article or of this title, as the Board thinks sufficient, either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Board, registered as member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions contained herein and the Act and until he does so, he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the ' <i>Transmission Clause</i> '.	
81.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register nominee.
82.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
83.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of a person(s) having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	Company not liable for disregard of a notice prohibiting registration of transfer.
84.	In the case of any share registered in any register maintained outside India, the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
85.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.

Sr. No	Particulars	
	NOMINATION	
86.	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	Nomination
87.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	Transmission of Securities by nominee
	JOINT HOLDER	
88.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders	Joint Holders

Sr. No	Particulars	
	with benefits of survivorship subject to the following and other provisions contained in these Articles.	
89.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Title of survivors.
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other monies payable in respect of share; and	Receipts of one sufficient.
	(d) 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 delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.
	SHARE WARRANTS	
90.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion, with respect to any share which is fully paid-up on application in writing signed by the persons registered as holder of the share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	Power to issue share warrants
91.	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	Deposit of share warrants

Sr. No	Particulars	
92.	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the share included in the warrant, and shall be a member of the Company.</p>	Privileges and disabilities of the holders of share warrant
93.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
CONVERSION OF SHARES INTO STOCK		
94.	<p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	Conversion of shares into stock or reconversion.
95.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.	Transfer of stock.
96.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stock holders.
97.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.	Regulations.
BORROWING POWERS		
98.	<p>Subject to the provisions of sections 73, 179, 180 and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of the Board:</p> <p>(i) accept or renew deposits from shareholders;</p>	Power to borrow.

Sr. No	Particulars	
	<p>(ii) borrow money by way of issuance of debentures; (iii) borrow money otherwise than on debentures; (iv) accept deposits from the shareholders either in advance of calls or otherwise; and (v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company</p> <p>Provided however that, where the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of its paid-up share capital, free reserves and securities premium account (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.</p>	
99.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
100.	The payment and/or repayment of monies borrowed or raised as aforesaid or any monies owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charge, hypothecation, pledge, , lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any director or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued.	Securing payment or repayment of monies borrowed.
101.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company, but subject to the provisions of the Act and other applicable laws in this regard.	Bonds, Debentures etc. to be under the control of the Directors.
102.	If any uncalled capital of the Company is included in or charged by any mortgage or other security, the directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
103.	Subject to the provisions of the Act and these Articles if the directors or any of them or any other person shall incur or be	Indemnity may be given.

Sr. No	Particulars	
	about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the directors or person so becoming liable as aforesaid from any loss in respect of such liability.	
	MEETINGS OF MEMBERS	
104.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
105.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
106.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
107.	The Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If at any meeting Chairman is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
108.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.

Sr. No	Particulars	
109.	<p>a) 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.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) 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.</p> <p>d) 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.</p>	Chairman with consent may adjourn meeting.
110.	In the case of an equality of votes the Chairman shall, on a show of hands, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
111.	A poll duly demanded for the election / appointment of the Chairman of the meeting, or adjournment of the meeting shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
112.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
	VOTES OF MEMBERS	
113.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands , upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
114.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share in the paid-up equity share capital of the Company. Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.

Sr. No	Particulars	
115.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
116.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.	Vote of member of unsound mind and of minor
117.	Notwithstanding anything contained in the Act and the provisions of these Articles, the Company (i) shall in respect such items of business as stated in the Companies (Management and Administration) Rules, 2014 and (ii) may in respect of any item of business (other than ordinary business) and any business in respect of which directors or Auditors have a right to be heard at any meeting, transact by means of postal ballot, instead of transacting such business at a General Meeting of the Company.	Postal Ballot
118.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
119.	<p>a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Votes of joint members.
120.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
121.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.

Sr. No	Particulars	
122.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the monies paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
123.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 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 satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
124.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.
125.	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; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
126.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
127.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.

Sr. No	Particulars	
128.	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.	Time for objections to votes.
129.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
	DIRECTORS	
130.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.	Number of Directors
131.	A director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
132.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee director(s) shall accrue to such financial institution and the same accordingly be paid by the Company to them.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	Nominee Directors.
133.	The Board may appoint an Alternate Director to act for a Director (hereinafter called “ Original Director ”) during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the	Appointment of alternate Director.

Sr. No	Particulars	
	<p>automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.</p> <p>No person shall be appointed as an alternate director for an Independent Director, unless he / she is qualified to be appointed as an Independent Director under the provisions of the Companies Act, 2013 and SEBI Listing Regulations.</p>	
134.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
135.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
136.	The Director of the Company, may be paid for attending every meeting of the Board or a committee thereof, sitting fee as may be determined by the Board from time to time, not exceeding the maximum amount permitted to be given under the provisions of the Act.	Sitting Fees.
137.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any director for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
PROCEEDING OF THE BOARD OF DIRECTORS		
138.	<p>(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.</p> <p>(b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p> <p>(c) The Board may, at its discretion invite any person (whether or not an employee of the Company or any of its group company) to be present at the meeting of the Board of Directors.</p> <p>(d) The participation of Directors or any Invitee, to such Board meeting, may be either in person or through video conferencing or other audio visual means, as may be permitted under the Act and Rules made thereunder.</p>	Meetings of Directors.

Sr. No	Particulars	
139.	<p>a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.</p> <p>Subject to provisions of the Act and rules made there under, The same individual may, at a time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company, subject to the applicable provisions of the Act.</p>	Chairperson
140.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
141.	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.	Continuing directors may act notwithstanding any vacancy in the Board
142.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee.
143.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
144.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) 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.</p> <p>c) The committee may, at its discretion invite any person (whether or not an employee of the Company or any of its group company) to be present at the meeting of such committee.</p>	Chairperson of Committee Meetings

Sr. No	Particulars	
	d) The participation of Directors or any Invitee, to such committee meeting, may be either in person or through video conferencing or other audio visual means, as may be permitted under the Act and Rules made thereunder.	
145.	a) A committee may meet and adjourn as it thinks fit. b) 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.	Meetings of the Committee
146.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
147.	a) Subject to the provisions of the Sections 175, 179 and other applicable provisions of the Act and these Articles, a resolution passed by circulation, without a meeting of the Board or a committee of the Board shall be valid and effectual as if a resolution duly passed at a meeting of the Board or a committee duly called and held. b) A resolution by circulation, if passed, shall be deemed to have been passed on the earlier of: <ul style="list-style-type: none"> (i) the last date specified for signifying assent or dissent by the Directors; or (ii) the date on which assent has been received from the required majority, provided that on that date the number of directors, who have not yet responded on the resolution under circulation, along with the directors who have expressed their desire that the resolution under circulation be decided at a Meeting of the Board, shall not be one third or more of the total number of directors; and shall be effective from that date, if no other effective date is specified in such resolution.	Resolution passed by Circulation
148.	The Board is vested with the entire management and control of the Company and the Board may exercise all such powers, and do all such acts, deeds and things, as the Company is by the Memorandum of Association or otherwise authorised to exercise and do, and, not hereby or by any law for the time being in force or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the Memorandum of Association and these Articles and to any regulations, not being	Management of the Company vested with the Board

Sr. No	Particulars	
	inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	
	RETIREMENT AND ROTATION OF DIRECTORS	
149.	<p>Subject to the provisions of Section 161 of the Act, if the office of any director appointed by the Company in General Meeting vacated before his term of office expires in the normal course, the resulting casual vacancy may in default of and subject to any regulation in these Articles, be filled by the Board at the meeting of the Board which shall be subsequently approved by members in the immediate General Meeting.</p> <p>Provided that any person so appointed shall hold office only upto the date upto which the director in whose place he / she is appointed would have held office, if it had not been vacated.</p>	Power to fill casual vacancy
	POWERS OF THE BOARD	
150.	<p>The business of the Company shall be managed by the Board who shall be entitled to exercise all such powers and do all such acts and things, as the Company is authorised to do. Provided that, in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting. Furthermore, the Board shall not exercise any power or do any act or thing which is directed or required, whether under the Act or by the memorandum or articles of the Company, to be exercised by the Company in a General Meeting.</p> <p>No regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p> <p>The Board shall exercise the following powers on behalf of the Company by means of resolutions passed at Board meetings as under:</p> <ul style="list-style-type: none"> (i) to make calls on shareholders in respect of money unpaid on their shares (ii) to authorise buy-back of securities under section 68; (iii) to issue securities, including debenture , whether in or outside India; (iv) to borrow monies; (v) to invest the funds of the Company; (vi) to grant loans or give guarantee or provide security in respect of loans; (vii) to approve financial statement and the Board's report; (viii) to diversify the Company's business; 	Powers of the Board

Sr. No	Particulars	
	(ix) to approve amalgamation, merger or reconstruction; (x) to take over a company or acquire a controlling or substantial stake in another company; (xi) to make political contributions; (xii) to appoint or remove key managerial personnel; (xiii) to appoint internal auditors and secretarial auditors	
151.	Without prejudice to the general powers conferred by the Act and these Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by Act and these Articles, but subject to the restrictions contained in the Articles, it is hereby declared that the directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire for the Company, any property, rights, privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they think fit, and in such purchases or other acquisition, to accept such title as the directors believe or may be advised to be reasonably satisfactory.	To acquire any property, rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the directors may think fit, and in any such purchase, lease or acquisition to accept such title as the directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the Company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the Company; to mortgage the whole or any portion of the property of the Company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay for any property, rights or privileges acquired, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.

Sr. No	Particulars	
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company.
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the directors may think fit.	To open Bank accounts.
	(7) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
	(8) To accept from any member, so far as may be permissible by law, a surrender of his / her shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
	(9) To appoint any person to accept and hold in trust, for the Company, any property belonging to the Company, or in which it is interested, or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
	(10) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise payment or satisfaction of any debts due, and of any claims or demands by or against the Company, and refer any differences to arbitration, and observe and perform any awards made thereon.	To conduct legal proceedings.
	(11) To act on behalf of the Company in all matters relating to bankruptcy and & insolvency.	Bankruptcy & Insolvency
	(12) To make and give receipts, releases and discharges for monies payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
	(13) Subject to the applicable provisions of the Act, and these Articles to invest, deposit and deal with any monies of the Company not immediately required for the purpose thereof, upon such security (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money of the Company.
	(14) To execute in the name and on behalf of the Company in favour of any director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and	To give Security by way of indemnity.

Sr. No	Particulars	
	other powers, provisions, covenants and agreements as shall be agreed upon;	
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or any of its committees or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any director, officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	(18) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to a depreciation fund or to an Insurance fund or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purposes referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think conducive to the Company's interest, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital monies of the Company might rightly be applied or expended, and to divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their	Transfer to Reserve Funds.

Sr. No	Particulars	
	discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	
	(19) To appoint, and at their discretion remove or suspend such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	To appoint and remove officers and other employees.
	(20) At any time and from time to time by power of attorney, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	To appoint Attorneys.
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its officers and employees.	To make rules.
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc.

Sr. No	Particulars	
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, from the Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
	(25) To pay and charge to the capital account of the Company, any commission or interest lawfully payable there out under the provisions of section 40 of the Act and of the provisions contained in these presents.	To pay commissions or interest out of Capital.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe or contribute or otherwise assist or to guarantee money to any charitable, benevolent, religious, scientific, national or other institutions or objects which shall have moral or other claim to support or aid by the Company either by reason of locality of operation, or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.	To pay cost and charges etc.
	(29) To provide for the welfare of directors or ex-directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of section 181 of the Act.	To provide for welfare of employees and ex-employees etc.
	(30) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (31) To sell from time to time any articles, materials, machinery, plants, stores and other articles and things belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. (32) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or	Other Powers of the Board.

Sr. No	Particulars	
	<p>additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(33) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(34) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(35) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(36) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(37) To comply with the requirements of any local law which in their opinion shall in the interest of the Company be necessary or expedient to comply with.</p>	
	MANAGING AND WHOLE-TIME DIRECTORS	
152.	<p>a) Subject to the provisions of the Act and of these Articles, the Board may appoint one or more of their directors to be a managing director or joint managing director or whole-time Director or whole-time Directors of the Company or manager of the Company on such terms and on such remuneration (in any manner, subject to it being permissible under the Act) partly as the Board may think fit in accordance with the applicable provisions of the Act and rules made thereunder.</p> <p>b) The managing director or joint managing director or whole-time director or whole-time directors so appointed shall be liable to retire by rotation. A managing director or whole-time director who is appointed as director immediately on the retirement by rotation shall continue to hold his office as managing director or whole-time director and such re-appointment as such director shall not be deemed to constitute a break in his appointment as managing director or whole-time director.</p> <p>c) 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, subject to the applicable provisions of the Act and the SEBI Listing Regulations in this regard.</p>	Powers to appoint Managing/ Whole-time Directors.

Sr. No	Particulars	
153.	The remuneration of a managing director, whole-time director or executive director or manager shall be paid in a manner permissible under the Act (subject to sections 196, 197, Schedule V and other applicable provisions of the Act, the rules made thereunder, and of these Articles and of any contract between him / her and the Company).	Remuneration of Managing Director or Whole-time Director.
154.	Subject to the provisions of the Act, the directors may, from time to time, entrust and confer upon a managing director or whole-time director for the time being, such powers exercisable upon such terms and conditions and with such restrictions as they may think fit, either collaterally with or to the exclusion of and in substitution of all or any of their own powers. Further, the directors may from time to time, withdraw, alter or vary, all or any of such powers.	Powers and duties of Managing Director or Whole-time Director.
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
155.	<p>a) Subject to the provisions of the Act,—</p> <ol style="list-style-type: none"> 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. <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer
	THE SEAL	
156.	<p>(i) The Board shall provide for the safe custody of the seal, if any adopted by the Board of Directors.</p> <p>(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors or such other person as the Board may appoint for the purpose; and those two directors or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</p> <p>"Explanation: For the purposes of this sub-paragraph, it is hereby clarified that company may not be required to have the seal by</p>	The seal, its custody and use.

Sr. No	Particulars	
	virtue of registration under the Act and if a company does not have the seal, the provisions of this sub-paragraph shall not be applicable."	
	Dividend and Reserves	
157.	<p>(1) 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.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	Division of profits.
158.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
159.	<p>a) 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.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	Transfer to reserves
160.	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.	Interim Dividend.
161.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.

Sr. No	Particulars	
162.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
163.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
164.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles.
165.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
166.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
167.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
168.	a) 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. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Dividends how remitted.
169.	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.	Notice of dividend.
CAPITALIZATION		
170.	(1) 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	Capitalization.

Sr. No	Particulars
	<p>and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(iv) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(v) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
171.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(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</p> <p>(b) generally, to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and</p> <p>(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 such members, credited as fully paid up, of any further shares or debentures 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 the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue</p>

**Fractional
Certificates.**

Sr. No	Particulars	
	including distribution of new equity shares and fractional certificates as they think fit.	
172.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of the members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in the General Meeting.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	Inspection of Minutes Books of General Meetings.
173.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right to inspect any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	Inspection of Accounts
	FOREIGN REGISTER	
174.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	DOCUMENTS AND SERVICE OF NOTICES	
175.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed.	Signing of documents & notices to be served or given.
176.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a director, the Manager, or secretary or other authorised officer of the Company.	Authentication of documents and proceedings.
	WINDING UP	
177.	<p>Subject to the provisions of the Insolvency and Bankruptcy Code, 2016 ("code"), and Chapter XX of the Act and rules made thereunder—</p> <p>(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 or the code, 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.</p>	

Sr. No	Particulars	
	<p>(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.</p> <p>(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.</p>	
	INDEMNITY	
178.	<p>Subject to provisions of the Act, every director , or officer of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor, shall be indemnified by the Company against and it shall be the duty of the directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such director, officer or auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p>	Directors' and others right to indemnity.
179.	<p>Subject to the provisions of the Act, no director, managing director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other directors or officers , or for any loss or expense happening to the Company through 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 monies of 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 judgment 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 office or in relation thereto, unless the same happens through wilful misconduct or neglect or dishonesty or breach of duty or breach of trust.</p>	Not responsible for acts of others
	SECRECY	
180.	<p>(a) Every director, manager, auditor, treasurer, trustee, member of the Committee, officer, servant, agent, accountant or other person employed in the business of the Company</p>	Secrecy

Sr. No	Particulars	
	<p>shall, if so required by the directors, before entering upon his duties, or any time during his / her term of office, sign a declaration pleading himself to observe strict secrecy relating to all transactions of the Company with its customers and the state of the accounts with individuals, all technical and business information of the Company and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his official duties except when required so to do by the directors or auditors, or by resolution of the Company in the General Meeting, or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>	
	<p>(b) No member or other person (other than a director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company, without the permission of the Board of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of 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 Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p>	<p>Access to property information etc.</p>
	OTHERS	
<p>181.</p>	<p>Wherever in the Act or any other law for the time being in force, 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 Board is so authorised by its articles, then and in that case these Articles hereby authorise and empower the Company and / or the Board (as the case may be) to have all such rights, privileges or authorities and to carry such transactions as have been permitted by the Act or any other law for the time being in force, 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.</p>	<p>Residuary Powers</p>

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

S. No.	Signature, Name, Description Address and Occupation of the Subscribers	Signature, Name, address description and Occupation of witness
1.	-SD/- VISHNU PRAKASH PUNGLIA S\O SHRI RANCHHOD DAS PUNGLIA 22 B, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR-342001 RAJASTHAN BUSINESS	<p>I witness signatures of all subscribers (1 to 10) who have signed in my presence at JODHPUR</p> <p>-SD/- CA. Manish Sukhani S/o Shri J. N. Sukhani 660, 12th C Road, Sardarpura, JODHPUR - 342003. (RAJ) Chartered Accountant</p>
2.	-SD/- RAM JEEVAN PUNGALIA S\O SHRI RANCHHOD DAS PUNGALIA 22-A, SUBHASH COLONY, BHAGAT KI KOTHI, JODHPUR-342001 RAJASTHAN BUSINESS	
3.	-SD/- MANOHAR LAL PUNGLIA S\O SHRI RAM JEEWAN PUNGLIA 22 A, SUBHASH COLONY, NEW PALI ROAD, JODHPUR -342001 RAJASTHAN BUSINESS	
4.	-SD/- VIJAY PUNGALIA S\O SHRI VISHNU PRAKASH PUNGALIA 22 B, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR - 342001 RAJASTHAN BUSINESS	
5.	-SD/- KAMAL KISHOR PUNGALIA S\O SHRI RAM JEEVAN PUNGALIA 22A, SUBHASH COLONY, BHAGAT KI KOTHI, JODHPUR-342001 RAJASTHAN BUSINESS	

6.	-SD/- ANIL PUNGALIA S\O SHRI RAM JEEVAN PUNGALIA 22-A, SUBHASH COLONY, NEW PALI ROAD, JODHPUR -342001 RAJASTHAN BUSINESS	
7.	-SD/- PUSHPA DEVI PUNGALIA W\O SHRI VISHNU PRAKASH PUNGALIA 22-A, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR -342001 RAJASTHAN BUSINESS	
8.	-SD/- PUSHPA PUNGALIA W\O SHRI MANOHAR LAL PUNGALIA 22-A, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR -342001 RAJASTHAN BUSINESS	
9.	-SD/- SANJAY KUMAR PUNGALIYA S\O SHRI RAMJEEVAN PUNGALIA 22 A, SUBHASH COLONY, BHAGAT KI KOTHI, JODHPUR-342001 RAJASTHAN BUSINESS	
10.	-SD/- AJAY PUNGALIYA S\O SHRI VISHNU PRAKASH PUNGALIYA 22 B, SUBHASH COLONY, NEW PALI ROAD, BHAGAT KI KOTHI, JODHPUR- 342001 RAJASTHAN BUSINESS	

DATE: 01-04-2013

PLACE: JODHPUR