

**Form No. INC-33**

**e-MOA (e-Memorandum of Association)**

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



Form language

English

Hindi

Refer instruction kit for filing the form.

All fields marked in \* are mandatory

\* Table applicable to company as notified under schedule I of the Companies Act, 2013

A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

Table A/B/C/D/E

1 The name of the company is

SHREE TIRUPATI BALAJEE AGRO TRADING  
COMPANY LIMITED

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

Madhya Pradesh

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

1. To carry on the business of manufactures ,producers, processors, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents ,subagents, merchants, Distributors, consignors, Jobbers, brokers, concessionaries in all kind ofplastic woven stocks, Polythylene lined gunnybags, lineliiums, Plastic bags, thennoplastics, polypropylence and PVC Products, Plastic Polythylene, Bags, Goods, FIBC (Flexible Intermediate Bulk Containers) and Technical textiles and any plastic article made from them and made out of compounds, intermediates, derivatives and by-products of plastics.2. To carry on the business of developing land, planting, growing, cultivating, producing and raising plantations of various forest species of proven utility and maintaining, conserving, protecting, preserving and managing in all respects crops and trees raised or come up to naturally or other agriculture, plantation and horticultural process, distribute or deal in all kinds of forest crops.3. To set-up facilities for generation of electricity/power for captive consumption of the company whether from conventional sources such as thermal, hydel, nuclear or from non-conventional sources such as tide, wind, solar, geo-thermal etc.

including operation/maintenance of facilities for generation and distribution of all forms of energy.

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

1. To purchase, otherwise acquire, own import all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be conducive to the effective working of the main business of the company.
2. To acquire, build, alter, maintain, remove or replace and to work, manage and control any building, offices, shops, machinery and conveniences which may seem necessary to achieve the main object of the company.
3. To buy, repair, alter, improve, exchange, import all machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in the main business of his company.
4. To purchase, take on lease or tenancy or in exchange, hire, take over or otherwise acquire any estate or interest whatsoever and to hold, develop, work, concessions, grants, decrees, licenses, privileges, claims, options, leases, property, right or power of any kinds which may appear to be necessary for the main business of the company.
5. To pay preliminary and pre-incorporation expenses of the company.
6. To exchange, mortgage, royalty or tribute, grants licenses, easements, options and other rights over and dispose of the whole or any part of the undertaking, property, assets, rights and effects of the company for consideration as may be thought fit and in particular for stocks, shares, debentures whether fully or partially paid-up or securities of any other company having main objects whole or in part similar to those of the company.
7. To pay for any rights or property acquired by the company and or remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them by shares or securities of the company as paid up in full.
8. To advance money, in connection with the main business either with or without security and give credit, to such persons (including government) and upon such terms and conditions as the company may think fit, provided that the company shall not carry on banking business within the meaning of Banking Regulations Act, 1949.
9. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the main business of the company.
10. To guarantee the performance of any contractor obligations and the payment of the money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to furthering the main objects of the company.
11. To guarantee the payment of money unsecured or secured or payable under or in the respect of promissory notes, bonds, debentures, stocks,

contracts, mortgages, or charges, obligations, instruments, securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business of the company.12. To subscribe for acquire, hold shares stock, debentures debenture stocks, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) of whatsoever nature and howsoever constituted for carrying on the business and to subscribe for acquire, hold shares, debentures and debenture-stocks, and debentures bonds, mortgages, obligations and other securities issued or guaranteed by any government sovereign ruler, commissioners, trust, municipal local or other authority or body of whatsoever nature, whether in India or elsewhere as may be conducive to the main business of the company.13. To invest in other than investment in company's own shares any money of the company not immediately required, in any investments, movable or immovable as may be deemed proper and to hold, or invest in shares or stock in the company as may be necessary for the main business of the company.14. Subject to section 58A and 292 of the companies Act, 1956 and the regulation made there under and the directions issued by Reserve Bank Of India, to receive money on deposits or loan and borrow or money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lien to secure and guarantee the performance by the company, or any obligation undertaken by the company.15. To draw, make, accept, endorse, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures, and such other negotiable or transferable instruments or securities of all types.16. To apply for , purchase or otherwise acquire and protect, prolong and renew, in any part of the world , any patents and patent rights, brevets d'inventions trademarks, designs, licenses, protections and concessions conferring any exclusive or non exclusive or limited right to their use or other information as to any invention process or privileges which may seem capable of being used for any of the main objects business of the company or the acquisition of which may seem calculated directly or indirectly , benefit the company and to use , exercise , develop or grant licenses or privileges in respect of the property , rights and information so acquired.17. To spend money in experimenting upon and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the company or which the company may acquire or propose to acquire.18. To do all or any of the main business either as principals, agents,

trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, subcontractors, trustees or otherwise to acquire and takeover all or any part of the business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which this company is authorized to carry on or possess property suitable to the main business of the company.19. To procure the registration or recognition of the company in or under the laws of any place outside India.20. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or control management or development of the company or any other objects which is the opinion of the company could or might directly or indirectly assist the company in the management of its main business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit, for services rendered or to be rendered in or about the formation or promotion of any other such company in which the company may have an interest.21. Subject to the provision of section 391 to 394 of the Companies Act, 1956, to amalgamate or to enter into partnership or any arrangements for sharing profits, union of interest, cooperation, joint venture or reciprocal rights with any person or persons or company or companies carrying on or engaged in the main business of the company.22. To enter into any arrangement and take all necessary or proper steps with governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the company may have interest and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the main objects of the company or effecting any modification in the constitution of the company or for furthering the interest of the members and to oppose any such steps taken by any other company, any firm or person which may be considered likely directly or indirectly, prejudice the interest of the company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from such government authority and company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think fit desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.23. To adopt such means of making known the main business of the company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art

or interest , by publication of booksand periodicals and by granting prizes , rewardsand donations.24. (a) To undertake and execute any trust, theundertaking of which may seem to the companydesirable and either gratuitously or otherwise andvest any real or personal property, rights orinterest acquired by or belonging to the companyin any person or company on behalf of or for thebenefit of the company and with or without anydeclared trust in favor of the company.(b) To accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for thewelfare of employees, members, directors and/ ortheir dependants, heirs and children for deservingobjects for any such other persons also to act astrustees.25. To apply the assets of the company in anyway in or towards the establishment, maintenanceor extension of any association, institution or fundin any way connected with or particular trade orbusiness or with trade or commerce andparticularly with trade , including any association ,institution or fund for the interest of masters,owners and employers or for the benefit of any employee, workmen or others at any timeemployed by the company or any of itspredecessors in business or their families ordependents and whether or not in common withother persons or classes of person and in particularof friendly , co-operative and other society ,reading rooms , churches , chapels, schools andhospitals and to grant gratuities, pensions andallowance and to contribute to any funds raised bypublic or local subscription for any purpose.26. To aid peculiarly or otherwise, anyassociations, body or movement having an objectthe solution, or settlement of industrial or labourproblems or troubles or the promotion of industry.27. To subscribe and guarantee money for anynational, charitable, benevolent, public general oruseful object or for any exhibition subjects to theprovisions of section 293A of the Act.28. To establish and maintain or procure theestablishment and maintenance of anycontributory or non-contributory pension orsuperannuating funds for the benefits of and give,procure the giving of donation, gratuities,pensions allowances, or emoluments to anypersons who are or were at any time in theemployment or services of the company or areallied to or associated with the company or withany such subsidiary company who are or were atany time directors or officers of the company asaforesaid and the wives , widows families anddependents of any such persons and also establishand subscribe to any institutions, associations ,clubs or funds made and calculated to be for thebenefit of or to advance the interest and wellbeing of the company or of any such othercompany as aforesaid and make payments to ortowards the insurance of any such persons asaforesaid and make payments towards

the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. 29. To distribute among the members in specie or any property of the company, or any proceeds of sale or disposal of any property of the company, in the event of its winding-up but that no distribution amounting to a reduction of capital be made with except with the sanction (if any) for the time being required by the Companies Act, 1956. 30. To do all such things as may be deemed incidental or conducive for the attainment of the main object or any of them. (B) THE OTHER OBJECTS ARE:-

1. To carry on, in any mode, the business of store-keeper in all its branches and in particular to buy, sell and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale or retail.
2. To carry on business as importers and exporters of goods or merchandise of any description or to act as shippers, commission agents, advertising agents, travelling, transport agents, forwarding and clearing agents, brokers, estate agents, hardware merchants.
3. To carry on the business of manufacturers and dealers of automobile parts, accessories, ancillaries, stores and spares and to engineer, develop, design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in tractors, cars, motorbikes, cycle, mopeds, petroleum and petroleum products, glass and glass products, industrial, mining, agricultural and such other machines and all types of tools, plants, equipments, instruments, appliances and hardware of all kinds, general fittings, accessories and appliances of all description made of metal, alloy, glass, synthetic and other such fibers, chemicals and PVC compounds, plastics or any other such material relate thereof.
4. To carry on business of electrical engineers, air conditioner contractors, electricians, engineers, contractors, manufacturers, suppliers and dealers in electrical and other appliances, cable, wire-lines, dry cells, accumulators, lamps, work and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motor power and for all other purposes for which electrical energy can be employed and to manufacture, and deal in all apparatuses and required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, in the term electricity all power that may be directly derived there from or may be incidentally heir after discovered in dealing with electricity.
5. To manufacture and/ or produce and/ or otherwise engage in the manufacture or production of or dealing in electrical kilowatt hour meters, magnets, electromagnets, power cables, industrial jewels, ammeters, voltmeters and other types of measures instruments, electrical or nonelectrical, die casings, screws, nuts, transformers of all types, circuit breakers, punched card

machines,computers and calculators and there accessories,hoists, elevators, trolleys and coaches, winches,power generators, magnetic separators, winders,fans of all types, switches and motors of all typesdrills, grinders, air conditioner, refrigerators,washing machine, telephone and wirellessapparatus including ration receivers andtransmitters, electronic instruments, videos,transistor and allied items watch and clocks,cameras and any house hold appliances and anyequipments used in the generation, transmissionand receiving of sound, light and electricalimpulses and components of part thereof.6. To carry on the business as mechanicalengineers, machinists, mill wrights, founders wiredrawers, tube metallurgist, saddlers, galvanizers,electroplaters and painters etc.7. To carry on a general business of providingcomparative information about the characteristics,interests or other attributes of individual,communities organizations, countries or othersocial units and of any article or commodities oreconomic trends or persons whatsoever, todesign, invest prepare, own make and lease, sell, orotherwise dispose of and generally to deal in andcomputers, data processings machines , tapes ,cards memory equipment or any other equipmentand materials of every kind and descriptions usefulin connection with the business, to license orotherwise authorize others to engage in theforegoing and to engage in general research anddevelopment in areas related to or involving theforegoing.8. To grow, take on lease, acquire, develop,deal in plantations and to process in all aspects,timber wood, plywood and all kinds of wood andto make products where wood is constituent partand to design, develop, fabricate any productsinvolving the use of woods.9. To produce, manufacture, use or otherwiseacquire, sell, distribute, deal in and dispose of,alkalis and acids , gases , compounds fertilizers,chemicals and chemical products of every natureand description and compounds, intermediates,derivatives and by products thereof and productsto be made there from (hereinafter forconvenience referred to generally as, chemicalsand products) including specifically , but withoutlimiting the generality of the foregoing, calciumcarbide, calcium Cyanamid, vat ,azoic salts , alltypes of floatation reagents, wetting agents,insecticides and fumigants , plastics and resins ,dyestuffs, explosives , catalytic agents , foods,direct colors, basic and rapid fast colours ,pigments, drugs for disease or disabilities , in menor animals, and products derived from phosphatemineral, limestone's quarries , bauxite-mines,petroleum, natural gas and such other naturaldeposits useful or suitable in the manufacture ofchemicals and chemical products as herein-above defined. 10. To manufacture, produce, refine, prepare,store, sell and to trade and deal in petroleum andall kinds of minerals oil, all products and byproductsthereof including wax, paraffin ,

soap ,paint, varnish, lubricants, illuminates and buttersubstitutes , oil , cloth, candles, and in connectiontherewith to acquire construct, repair, operate anduse oil and such other refineries, buildings, mills,factories, oil wells , derricks , distilleries, rotaries,explores, mechanical or hydraulic press.11. To carry on the business of manufacturesand dealers, importers and exporters of naturaland synthetic resins , molding powders, adhesivesand cements , oil paints , distempers, cellur paints ,colors, varnishes , enamels, gold and silver leafenamels, spirits, tobacco, cigars, snuff, soap,cosmetics, perfumes, medicines, drugs, dyes, fats ,waxes, hides, skins and leather and such otherallied articles thereof.12. To carry on development and researchwork and to manufacture process, import, export,buy, sell and deal in petroleum coke, coke and coaltar, anthracite coal, and to draw out, manufactureand deal in coal tar, canlion products and suchother by-products as may be possible and to utilizewaste gases for industrial usage and purposes.13. To engineer, develop, design, assemble,manufacture, produce, import, export, buy, sell,operate, run , let on hire and otherwise deal ina) All kinds of earthmoving and agriculturalmachines, petrol and diesel engines, tools, plants,tractors, equipments, spares, appliances,implements, accessories, mobile or otherwise.b) Heavy vehicles and machines foragricultural and land reclamation, drainage,irrigation, water works, engineering, forestclearing, pumping and such other purpose thereof.c) Spraying machines, vehicles andequipment whether mobile or otherwise.d) Mobile workshops and garage equipmentsfor repair and service machinerye) Tube wells, pumps, floating or otherwisemotors and irrigation machineryf) Transportation equipments for movements of it products or stores, machines or personnel asgeneral purpose freight carriers.14. To undertake the business of distributionand application of chemicals, fertilizers andpesticides, aerial or otherwise and to maintain andrun vehicles and aero planes and equipments forspraying and to run the said vehicles andaeroplanes for hire and as passenger carryingcrafts also.15. (a) to construct a cinematograph theatreand such other building and works conveniences for purpose thereof said and to manage, maintainand carry on the said theatre and to let out suchother buildings when so re-erected andconstructed.(b) to carry on the business as proprietors andmanagers of theatre (cinemas, picture places andconcert halls) and to provide for the production,representation and performance (whether bymechanical means or otherwise) of operas, stageplays, operettas, burlesques, vaudevilles, revues,ballets, pantomimes, spectacular pieces,promenade, and such other concerts, musical anddramatic performance and entertainments of alltypes.(c) to carry on the business of restaurant keepers,wine and spirit

merchants, licensed victuallers, theatrical agents, box office keepers, dramatic and musical literature publishers and printers. (d) to manufacture films and such other appliances and machines in connection with mechanical reproduction or transmission of pictures, movements, music and sound and to organize and conduct theatrical production and entertainment of all kinds. (e) to enter into agreements with author or such other persons, for the dramatic or other rights of operas, plays, films, operas, burlesque, vaudevilles, revues, ballet, pantomimes, spectacular pieces, musical compositions, and other dramatic and musical performances and entertainments or for the representation thereof in India and elsewhere, as well as of foreign rights and to enter into engagements of all kinds with artists and such other persons related. 16. To carry on business as tourists agents and contractors and to facilitate travelling and to provide for tourists and travelers and promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureaus, libraries, lavatories, reading room, baggage transport and otherwise. 17. Carriage and motor car proprietors, livery stable and garage keepers, importers and brokers of food, to carry on business of hotel, cafe, restaurant, tavern, beer house, restaurant, room boarding and lodging house keepers, beer merchants, manufacturers of aerated minerals and artificial waters and other drinks, surveyors, caterers for public amusements, coach cab, live and dead stock, hairdressers, perfumers, chemist, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sports entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, road, air and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and to provide services and facilities of all kinds commercial basis that may be required for the tourists and entertainment industry. 18. To promote, establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacture of materials for use in such industries or business such as wax, paper, Bakelite, plywood, celluloid products, chemicals of all sorts and such other articles or things and similar or allied products or process thereof. 19. To carry on business of processor, combbers, spinners, weavers, knitters, manufacturers, dyers, bleachers, finishers, laminators, balers and pressers of any fibrous or textile material whether agricultural or animal or natural products or its by-products or chemical or synthetic fibers and specially jute, hemo, silk, cotton, wool, mestanylon, terren, terylene, staple fiber or synthetic fiber and to carry on business of buyers, sellers, and dealers of all such

raw or processed or semi-processed material or to transact all manufacturing cutting and preparing, process and mercantile business that may be beneficial to the said business. 20. To carry on the business of transport, cartage and haulage contractors, garage proprietors, owners and charter of road vehicles, aircraft, ships, togs, barges, and boat of every description, lighter men, carriers of goods and passengers by road, rail, water, air, cartage contractors, stevedores, cargo superintendents packers, haulers, warehouse-men, store keepers etc. 21. To carry on the business of farming, horticulture, floriculture, sericulture, dairies, cultivators, of all kinds of food grains, seeds, fruits, proprietors of orchards and traders, exporters, dealers and sellers of product of farming, dairy horticulture, floriculture, sericulture and fishing and manufacture of drink, alcoholic or otherwise, and beverages produced from such products or otherwise, to carry on the business of cultivators, growers, manufacturers, millers, grinders rollers, processors, cold stores, canners and preservers, and dealers of food grains and such other agricultural dairy, horticulture and poultry products, fruits, vegetables, herbs, medicinal flowers, drinks, fluids and such other fresh and preservable products, and to extract by-products and derivatives whether edibles, pharmaceutical medicine or any other such kind and nature whatsoever and food preparations of very kind and description and generally the business or manufacture of or trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetables, foods, dairy and poultry products and articles and other derivatives of all kinds and description or set up and run machinery for processing and preserving the same. 22. To establish experimental farms and research stations anywhere in India for conducting experiment, tests and research for developing better qualities of food grains and agricultural products and for developing milk strain in cattle by cross breeding and otherwise and increasing egg-laying capacity on poultry and also for finding such other ways and means of improving other such agricultural crops, produce seeds fodder and cattle feed of all kinds. 23. To manufacture, process, chemically, electrically or by any other such means refine, extract, hydrolyze, manipulate, mix, grind, bleach, hydrogenate, buy, sell, import, export, produce or otherwise deal in seeds and agricultural products, food products and preparations of patent drugs and proprietary articles of all kinds, whether basic or derived and in all forms and in particular protein foods of all kinds and all such other ingredients thereof. 24. To buy, sell, deal in shares and securities, foreign exchange, gold, silver, cotton, jute, hessian, oil, oil-seeds and hold them as permitted under the law, from time to time in force. 25. To organize, run, maintain, operate, promote the business of interior

decorators, furniture and carpet designers and manufacturers, boutiques, operators of fashion centers, fashion shows and to make acquire, and deal in any way in handicrafts, objects of arts, precious stones, jewellery, whether artificial or otherwise and articles wherein precious metals or precious stones may be used, in textile fabrics and to manufacture and deal in any products as are dealt in any boutiques, fashion shows and interior decorators .26. To establish, provide, maintain and conduct research and such other laboratories, training colleges, schools, and other institutions for the training education and instruction of students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes meetings and conferences in connection therewith.27. To be interested in promoting or undertaking the formation of establishment, and to take, hold and dispose of shares in such organizations, institutions, businesses or companies, whether industrial, hoteliers, restaurants, agricultural trading, manufacturing or otherwise as may be considered to be conducive to the profit and interest of the company and also to acquire, promote, aid, foster, subsidies or acquire interest in any such industry or undertaking.28. To acquire, from or sell to any persons, firm or body corporate or, unincorporated, whether in India or elsewhere technical and managerial information, know-how, processes, engineering, manufacturing, operating and commercial data, plants, layouts and blue prints useful for the design, erection and operation of any plant and process of manufacture and to acquire and grant license or other rights and benefits in the foregoing matters and things and to render all kinds of management and consultancy services.29. To carry on business as general commercial, color, craft and graphers, photographers, engravers, die-makers, publishers of newspapers, books, magazines, art and chart printers, pres and advertising agents, contractors, ink, dye and color manufacturers and dealers in containers and components and dealers in printing machines, type and all printers supplied, book binders and stationers and dealers in all kinds of suppliers and equipments for mercantile and such other uses thereof.30. To carry on the business of manufacturers of all dealers in all kinds of classes of papers and pulp such as sulphate and sulphate wood, pulp, mechanical pulp and soda pulp and paper such as transparent, vellum, writing, printing, glazed, absorbent, new print, wrapping, tissue, cover blotting, filter, blank or band, badami, brown, buff or colored, lined, azure, laid, grass or waterproof, handmade, parchment, drawing, craft, carbon, envelope, and box and straw duplex and triplex boards is used and also to deal in or manufacture artificial leather of all varieties, grades and color.31. To acquire and hold shares, stocks, debentures, debenture stocks, bonds,

obligations and securities issued or guaranteed by any company constituted or carrying on business in the Republic of India or elsewhere any debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, to acquire any such shares, stocks, debentures, debenture stocks, obligations or securities by original subscription tender, chase, exchange or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, to issue shares, debenture stocks, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may seem expedient with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the company, or upon any specific property and rights, present and future of the company (including if thought fit, uncalled capital) or otherwise however, to export, import, buy, sell, barter, exchange, pledge, make advance upon, invest in and otherwise deal in gold, silver, bullion, stocks, shares, securities of all kind and description. 32. To secure sound investments of foreign capital in Indian undertakings and enterprises and Indian capital in foreign undertakings and enterprises. 33. To carry on the profession of consultants on management, employment, engineering industry and technical matters to industry and business and to act as employment agents. 34. To carry on the business as manufacturer or dealers in glass products such as sheet and plate glass, optical glass, glass wool, laboratory ware and thermometers. 35. To carry on the business as manufacturer of agents or dealers in textiles and grains such as man-made fiber, cotton, silk, jute, woolens, synthetics, food grains and products thereof oils of all kinds and pulses. 36. To undertake and transact all kinds of agency business and to carry on and promote any business, commercial or otherwise, under sound principles and or to act as distributors, agents, underwriters, brokers, estate agents, middleman, contract man, representatives and indenting agents on commissions allowances, as may be deemed fit in all commodities, merchandise and other allied articles and lines of business. 37. To undertake, manage, finance or otherwise carry on either individual or in association in any manner with other person or government authority, programme of rural development in India including any program for promoting the social and economic welfare of, or the uplift of the public in any rural area and without prejudice to the generality of the foregoing to subscribe, donate, establish

provide, maintain, conduct, subsidize, undertake, associate with carry on and promote studies, research, experimental work and application of technology, in any field of human endeavor, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first aid centers or other technical, scientific agricultural, or any other institutions and bodies for the development of education, medicine, human welfare, agriculture, horticulture, animal husbandry, dairy products, cottage, small scale and other industry and in order to implement any of the above mentioned objects or purpose, transfer without considerations or at such fair concessional value as the directors may think fit and divest the ownership of any property of the company to or in favor of any public institution or trust or funds recognized or approved by the central or state government or established under any law for the time being in force. 38. To undertake, carry out promote and sponsor or associate with or assist any activity for the promotion of national economy and for discharge what the director may consider to be social and moral responsibilities of the company to the public or any section of the public, as also any activity which the director consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the directors may think fit and the directors may without prejudice to the generality of the foregoing, undertake, carry out promote and sponsor any activity for publication of any books, literature or for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarship, loan or any other assistance to deserving students or other scholars or persons enable them to pursue studies or academic pursuits of their researches and for establishing, conducting or assisting any institution fund, trust, person or government authority having any one of other aforesaid objects as one of the objects giving donations or otherwise in any other manner, and the directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the directors may think fit and divest the ownership of any property of the company or in favor of any public or local body or authority or central. 39. To install the electric furnace for melting for steel scrap and for producing steel castings and for re-rolling mild steel sections. 40. To manufacture steel castings of all kinds such as for textile machine parts, railways, tramways, motor parts, tractors, sugar industry and cement industry machinery parts. 41. To manufacture bolts, nuts, buckets, kerai gate channels and to carry on the business of fabrication of steel and its by products. 42. To weld steel tubes and boring of different steel and galvanizing iron sections. 43. To manufacture utensils and such

other goods of all kinds of brass, bronze, copper and such other metals and alloys of all types.44. To carry on the business of importing and exporting machinery, plants, tools, implements, metal goods, hardware and plumbing material and to sell, let out or otherwise deal in such imported goods or articles.45. To carry on the business as financiers (not amounting to banking business within the meaning of banking regulation act, 1949) by way of loaning, lending and advancing money to industrials, individuals, commercial and such other enterprises of all types.46. To carry on the business of leasing and hire purchase company and to acquire, to provide on hire purchase basis all types of industrial and offices, plants, equipments, machinery, vehicles, buildings and estate, required for manufacturing, processing, transportation and trading business and other commercial and service business.47. To build, contract, establish, own, purchase, sell, take on lease, exchange or otherwise acquire, hold, maintain and manage industrial, commercial or residential buildings or plots, apartment, house, hotels, motels, hostels, restaurants, factory premises, godowns, shops, warehouses, flats, hostels, boarding houses, club houses, grounds and amusement parks, theatres, cinemas or other show houses, meeting or lecture halls, libraries, dharamshalas and saris, health resorts and sanatoriums, gardens, swimming pools and baths, huts, bazaars and markets, meals and exhibition and to let, sub-let, give on lease or others to permit use and occupation of the same for rent on hire charge and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in residential, commercial and industrial quarters.48. To carry on the business of hotel, resort, amusement park, cafe, beer house, bar, restaurant, wine, beer and spirit merchant, importers and manufacturers of mineral, aerated and artificial water and other soft drinks for caterers or otherwise.49. To purchase, acquire, sell, develop, take in exchange or on lease, hire or otherwise acquire whether for investment or sale or otherwise transfer all types of properties and to carry on the business of real estate viz, developed, underdeveloped, unreclaimed, rural, urban, agricultural, industrial, residential, commercial lands and buildings whether temporary or permanent.50. To carry on the business of all kinds of farming, planters, growers and cultivators, agriculture, horticulture, dairy farming, land farming, and deal in purchase and sale of articles of farm products and food grains, seeds, fruits, vegetables, herbs, medicines, flowers, drinks, including beverages produced from such products or otherwise.51. To buy, sell, export, import and deal in bamboo, wood, firewood, pulpwood, timber and all kinds of wood and to cultivate estate, lands and properties and to grow thereon bamboo, wood, firewood, pulpwood, timber and other wood, garden and other produce and to carry on

the business of general planters, growers, curers, manufacturers farmers, garden and produce merchants AND to prepare, process and manufacture and render marketable the produce and products of any estate, land, properties of the company.

4 The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.

5 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding \*  rupees.

(iii) The share capital of the company is  rupees, divided into

84000000	Equity Share	Shares of	10	Rupees each	
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**Attachments**

First Subscriber (s) sheet

First Subscriber Sheet.pdf

**Declaration**

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

To set-up facilities for generation of electricity/power for captive consumption of the company whether from conventional sources such as thermal, hydel, nuclear or from non-conventional sources such as tide, wind, solar, geo-thermal etc. including operation/maintenance of facilities for generation and distribution of all forms of energy.

**To be digitally signed by**

Name

BINOD KUMAR AGARWAL

Designation

Director

DIN

0\*3\*2\*3\*

DSC

**Form No. INC-34****e-AOA (e-Articles of Association)**

[Pursuant to Section 5 of the Companies Act, 2013 and rules made thereunder read with Schedule I]



Form language

 English     Hindi

Refer instruction kit for filing the form

All fields marked in \* are mandatory

Table applicable to company as notified under schedule I of the Companies Act, 2013 (F, G, H)

Table F / G / H (basis on the selection of above-mentioned field) as notified under schedule I of the companies Act, 2013 is applicable to

(F – a company limited by shares

G – a company limited by guarantee and having a share capital

H – a company limited by guarantee and not having share capital)

The name of the company is

Check if not applicable	Check if altered	Article No.	Description
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<b>Interpretation</b>
			<ul style="list-style-type: none"> <li>Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date at which the Articles become binding on the Company. In these Articles all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined for use.</li> </ul> <p><b>A. DEFINITIONS</b></p> <p>Act means the Companies Act 2013 including any statutory modification or re-enactment or amendment clarifications and notification thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous Company law so far as may be applicable.</p> <p>Annual General Meeting means a general meeting of the members held as such in accordance with the provisions of the Act.</p> <p>Articles or Articles of Association mean the articles of association or re-enactment thereof for the time being in force of the Company.</p> <p>Beneficial Owner means a person as defined by section 2(1)(a) of the Depositories Act 1996.</p> <p>The Board or the Board of Directors means the collective body of the Directors of the Company.</p> <p>Capital means the share capital for the time being raised or authorised to be raised for purposes of the Company.</p> <p>Company or this Company means Shree Tirupati Balajee Agro Trading Company Limited.</p> <p>Debenture includes debenture stock bonds or any other instrument of the Company evidencing the debts whether constituting the charge on the assets of the Company or not.</p> <p>Depositories Act 1996 means The Depositories Act 1996 and includes any statutory modification or re-enactment thereof for the time being in force.</p> <p>Depository means and includes a company as</p>

defined under section 2(1)(e) of the Depositories Act 1996. Directors means a director appointed to the Board of the Company. Dividend includes any interim dividend. Extra-ordinary General Meeting means an extraordinary general meeting of the members duly called and constituted and any adjourned holding thereof. In writing or written include printing lithography and other modes of representing or reproducing words in a visible form. Member means member as defined under section 2(55) of the Companies Act 2013. Memorandum of Association means the memorandum of association of the Company or re-enactment thereof for the time being in force. Office means the registered office for the time being of the Company. Paid-up Capital means paid up capital as defined under section 2(64) of the Act. Participant means individual institutions as defined under Section 2(1)(g) of the Depositories Act 1996. Promoters means persons identified in accordance with the definition ascribed to such term in the Companies Act 2013 and the regulations prescribed by SEBI. Register of Members means the Register of Members to be kept pursuant to the Act and includes index of beneficial owners mentioned by a Depository. The Registrar means Registrar as defined under section 2(75) of the Companies Act 2013. Secretary means a Company Secretary within the meaning of clause (c) of subsection (1) of section 2 of Company Secretaries Act 1980 who is appointed by the Company to perform the functions of the Company Secretary under this Act. Seal means the common seal for the time being of the Company. SEBI shall mean the Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act 1992. SEBI Listing Regulations shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time. Share means a Share in the capital of the Company and includes stock except where a distinction between Stock and Shares is express or implied. Ordinary Resolution and Special Resolution shall have the same meaning assigned thereto by the Act. Year means a calendar year and financial year shall have the same meaning as assigned thereto by or under the Companies Act 2013.

**B. CONSTRUCTION**

(i) References to a party shall where the context permits include such party's respective successors legal heirs and permitted assigns.

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

(iii) References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein.

(iv) 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.

(v) Wherever the words include includes or including is used in these Articles such words shall be deemed to be followed by the words without limitation.

(vi) The terms

		<p>hereof herein hereto hereunder or similar expressions used in these Articles mean and refer to these Articles and not to any Article of these Articles unless expressly stated otherwise. (vii) Unless otherwise specified time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day such payment shall be made or action taken on the next Business Day following. (viii) A reference to a party being liable to another party or to liability includes but is not limited to any liability in equity contract or tort (including negligence). (ix) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions. (x) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA. The applicable provisions of the Companies Act 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act 2013 have been notified. (xi) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules the provisions of the Act and Rules will prevail. GENERAL AUTHORITY Where the Act requires that the Company cannot undertake any act or exercise any rights or powers or privilege or authority unless expressly authorised by its Articles these Articles shall in relation to the Company be deemed to confer such right authority or power or privilege and to carry out such transaction as have been permitted by the Act.</p>
		<p><b>Share Capital and Variation of rights</b></p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>11</p> <ul style="list-style-type: none"> <li>Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	<p>2</p> <ul style="list-style-type: none"> <li>Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of</li> </ul>

		a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
<input type="checkbox"/>	<input type="checkbox"/>	3
		<ul style="list-style-type: none"> <li>If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	4
		<ul style="list-style-type: none"> <li>Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	5
		<ul style="list-style-type: none"> <li>The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	6
		<ul style="list-style-type: none"> <li>If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	7
		<ul style="list-style-type: none"> <li>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
		<ul style="list-style-type: none"> <li>Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before</li> </ul>

the issue of the shares may by special resolution determine. The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution. 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 Section 47 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. The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause 5 of Memorandum of Association of the Company from time to time. Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person. 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. The holder of Preference Shares shall have a right to vote only on Resolutions which directly affect the rights attached to his Preference Shares. The Company may (subject to the provisions of sections 52 55 66 both inclusive and other applicable provisions if any of the Act) from time to time by Special Resolution reduce (a) the share capital (b) any capital redemption reserve account or (c) any security premium account in any manner for the time being authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have if it were omitted. 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. The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder. 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 general meeting subject to the provisions of the Act the Rules and applicable guidelines made there under by whatever name called. 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. Subject to compliance with applicable provision of the Act and rules framed there under the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed there under. 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. 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. Power to issue share warrants-1. 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 upon 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 fees as the Board may from time to time require issue a share warrant. 2. The Board may from time to time make byelaws 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. 3. 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 call in a meeting of the Company and of attending and voting and exercising the 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. 4. Not more than one person shall be recognized as depositor of the Share warrant. 5. The Company shall on two days written notice return the deposited share warrant to the depositor. The Authorised Share Capital of the Company is such amount as stated for the time being or may be varied from time to time under the provisions of the Act in the Clause V of the Memorandum of Association of the Company divided into such number classes and descriptions of Shares and into such denominations as stated therein and further with such powers as increase the same or otherwise as stated therein. The Company may issue the following kinds of shares in accordance with these Articles the Act and other applicable laws (i) Equity Share Capital with voting rights and or with differential rights as to dividend voting or otherwise and (ii) Preference Share Capital. The Company in a general meeting may from time to time increase the capital by the creation of new Shares. Such increase in the capital shall be of such aggregate amount and to be divided into such number of Shares of

such respective amounts as the resolution so passed in that respect shall prescribe. Subject to the provisions of the Act any Shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine and in particular such Shares may be issued with a preferential restricted or qualified right to dividends and in the distribution of assets of the Company on winding up and with or without a right of voting at general meetings of the Company in conformity with and only in the manner prescribed by the provisions of the Act. Whenever capital of the Company has been increased under the provisions of this Article the Directors shall comply with the applicable provisions of the Act. 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 contained herein with reference to the payment of calls and instalments for forfeiture lien surrender transfer and transmission voting or otherwise. Subject to the provisions of Section 55 of the Act and the rules made thereunder the Company shall have the power to issue preference shares which are liable to be redeemed and the resolution authorising such issue shall prescribe the manner terms and conditions of redemption. On the issue of Redeemable Preference Shares under the provisions of the preceding Article the following provisions shall take effect-

- (i) No such Shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of the redemption.
- (ii) No such Shares shall be redeemed unless they are fully paid. The period of redemption in case of preference shares shall not exceed the maximum period for redemption provided under Section 55 of the Act
- (iii) The premium if any payable on redemption must have been provided for out of the profits of the Company or the Share Premium Account of the Company before the Shares are redeemed and
- (iv) Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue there shall out of profits which would otherwise have been available for dividend be transferred to a reserve fund to be called Capital Redemption Reserve Account a sum equal to the nominal amount of the Shares redeemed and the provisions of the Act relating to the reduction of the Share Capital of the Company shall except as provided in Section 80 of the Act apply as if Capital Redemption Reserve Account were paid up Share capital of the Company. Subject to the provisions of the Act the Company may issue bonus shares to its Members out of
  - (i) its free reserves
  - (ii) these securities premium account or
  - (iii) the capital redemption reserve account in any manner as the Board may deem fit.The Company may issue any debentures debenture-stock or other securities at a discount premium or otherwise if permissible under the Act and may be issued on the condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption surrender drawings allotment of shares attending (but not voting) at general meetings appointment of Directors and

otherwise. Debentures with the rights to conversion into or allotment of shares shall not be issued except with the sanction of the Company in a general meeting by a special resolution and subject to the provisions of the Act. Subject to the provisions of the Act the Company shall have the power to make compromise or make arrangements with creditors and members consolidate demerge amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable laws. Subject to Section 66 of the Companies Act 2013 the Company may by special resolution reduce its capital and any Capital Redemption Reserve Account or Other Premium Account for the time being in any manner authorised by law and in particular without prejudice to the generality of the foregoing powers the capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have if it were omitted. Subject to the applicable provisions of the Act the Company in general meeting may from time to time sub-divide reclassify or consolidate its Shares or any of them and the resolution whereby any Share is sub-divided may determine that as between the holders of the Shares resulting from such sub-division one or more of such Shares shall have some preference or special advantage as regards dividend capital or otherwise over or as compared with the other or others. 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. Whenever the capital by reason of the issue of Preference Shares or otherwise is divided into different classes of shares all or any of the rights and privileges attached to each class may subject to the applicable provisions of the Act be modified commuted affected or abrogated or dealt with by an agreement between the Company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued Shares of the class or is confirmed by a special resolution passed at a separate general meeting of the holders of Shares of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting. The Company shall keep or cause to be kept a Register and Index of Members in accordance with the applicable Sections of the Act. The Company shall be entitled to keep in any State or Country outside India a Branch Register of Members in respect of those residents in that State or Country. The Shares in the capital shall be numbered progressively according to their several classes and denominations and except in the manner hereinabove mentioned no Share shall be sub-divided. Every forfeited or surrendered Share may continue to bear the number by which the same was originally distinguished with or as may be otherwise as may be decided by the Board of Directors or required by any other authority as may be for the time being in force. Further Issue of Shares (a) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of Shares in the Company made for the first time after its formation whichever is earlier it is proposed

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to increase the subscribed capital of the Company by allotment of further Shares either out of the unissued or out of the increased Share capital then such further Shares shall be offered to (a) the persons who at on date specified under the applicable law are holders of the Equity Shares of the Company in proportion by sending a letter of offer subject to the conditions set below as near as circumstances admit to the capital paid up on those Shares at that date (i) Such offer shall be made by a notice specifying the number of Shares offered and limiting a time not less than fifteen days and not exceeding thirty days from the date of the offer within which the offer if not accepted will be deemed to have been declined (ii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him in favour of any other person and the notice referred to in sub-clause (i) hereof shall contain a statement of this right provided that the Directors may decline without assigning any reason to allot any Shares to any person in whose favour any member may renounce the Shares offered to him (iii) After expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered the Board of Directors may dispose of them in such manner as they think most beneficial to the Company or (b) employees under a scheme of employees stock option subject to special resolution passed by the Company and subject to the rules and such other conditions as may be prescribed under the law (b) Notwithstanding anything contained in sub-clause (i) thereof the further Shares aforesaid may be offered to any persons if it is authorised by a special resolution (whether or not those persons include the persons referred to in clause (a) of sub-clause (i) hereof) in any manner either for cash or for a consideration other than cash if the price of such shares is determined by the valuation report of a registered valuer subject to the compliance with the applicable provisions of Chapter III and any other conditions as may be prescribed in the Act and the rules made thereunder. (c) The notice referred to in sub-clause (a) of clause (i) hereof shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least 3 (three) days before the opening of the issue. (d) Nothing in sub-clause (c) of (i) hereof shall be deemed (a) To extend the time within the offer should be accepted or (b) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the remuneration was first made has declined to take the Shares comprised in the renunciation. (e) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the Debenture issued or loans raised by the Company to convert such Debenture or loans into Shares in the Company. Provided that the terms of issue of such Debentures or the terms of such loans include a term containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting. (f) The provisions contained in this Article shall be subject to the provisions of this section 42 and section 62 of the Act and other

applicable provisions of the Act and rules framed thereunder. Shares at the disposal of the Board Subject to the provisions of Section 62 of the Companies Act 2013 and the rules made thereunder and these Articles of the Company for the time being the Shares shall be under the control of the Board who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par or discount subject to Sections 53 and 54 of the Act and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give any person or persons the option or right to call for any Shares either at par or premium or discount subject to Sections 53 and 54 of the Act 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. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. The Board shall cause to be filed the returns as to allotment as may be prescribed from time to time. In addition to and without derogating from the powers for that purpose conferred on the Board under the preceding two Articles the Company in general meeting may determine that any Shares whether forming part of the original capital or of any increased capital of the Company shall be offered to such persons whether or not the members of the Company in such proportion and on such terms and conditions and subject to compliance with the provisions of applicable provisions of the Act either at a premium or at par as such general meeting shall determine and with full power to give any person whether a member or not the option to call for or be allotted Shares of any class of the Company either subject to compliance with the applicable provision of the Act at a premium or at par such option being exercisable at such times and for such consideration as may be directed by such general meeting or the Company in general meeting may make any other provision whatsoever for the issue allotment or disposal of any Shares. Any application signed by or on behalf of an applicant for subscription 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 entered on the Register shall for the purpose of these Articles be a member. The money 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 immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such Shares become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly in the manner prescribed by the Board. Every member or his heirs executors or administrators 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 Regulations of the Company require or fix for the payment thereof. (i) 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 the Directors may from time to time determine) to several certificates each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within the time specified by the law applicable at the time. Every certificate of shares shall be in the form and manner specified in the Articles and 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 the first named joint holders shall be sufficient delivery to all such holders. (ii) 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. (iii) Any two or more joint allottees in respect of a Share shall for the purpose of this Article be treated as a single member and the certificate of any Share which may be subject of joint ownership may be delivered to the person named first in the order or otherwise even to any one 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 Rupee 50 (fifty) per such certificate. In this respect the Company shall comply with the applicable provisions for the time being in force of the Act. (iv) 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 Directors shall be responsible for the safe custody of such machine equipment or other material used for the purpose. (i) The Directors may if they think fit subject to the provisions of Section 50 of the Act agree to receive from any member willing to advance the same all or any part of the amount of his Shares beyond the sums actually called up and upon the monies so paid in advance or upon so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advances has been made the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall on any Share may carry interest but shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The Provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company. (ii) When a new Share certificate has been issued in pursuance of the preceding clause of this Article it shall state on the face of it and against the stub or counterfoil to the effect that it is issued in lieu of Share Certificate No. subdivided replaced on consolidation

of Shares. (iii) If any certificate be worn out defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer then upon production and surrender thereof to the Company a new certificate may be issued in lieu thereof and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate being given and a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued without payment of fees if the Directors so decide or on payment of such fees in accordance with law applicable at the time and as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old defaced or worn out where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act 1956 or any other Act or rules applicable in this behalf. The provision of this Article shall mutatis mutandis apply to debentures of the Company. When a new Share certificate has been issued in pursuance of the preceding clause of this Article it shall state on the face of it and against the stub or counterfoil to the effect that it is DUPLICATE. Issued in lieu of Share Certificate No. The word DUPLICATE shall be stamped or punched in bold letters across the face of the Share certificate. (iv) Where a new Share certificate has been issued in pursuance of clause (i) or clause (iii) of this Article particulars of every such Share certificate shall be entered in a Register of Renewed and Duplicate Share Certificates indicating against the names of the person or persons to whom the certificate is issued the number and date of issue of the Share certificate in lieu of which the new certificate is issued and the necessary changes indicated in the Register of Members by suitable cross reference in the Remarks column. (v) All blank forms to be issued for issue of Share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively numbered whether by machine hand or otherwise and the forms and the blocks engravings facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary where there is no Secretary the Managing Director or Whole time Director and where there is no such director the Chairman of the Board for the time being or otherwise of such other person as the Board may appoint for the purpose and the Secretary such director Chairman or such other person shall be responsible for rendering an account of these forms to the Board. (vi) The Managing Director of the Company for the time being or if the Company has no Managing Director every director of the Company shall be severally responsible for the maintenance preservation and safe custody of all books and documents relating to the issue of Share certificates except the blank forms of Share certificates referred to in Clause (vi) of this Article. (vii) All books referred to in clause (vii) of this Article shall be preserved in good order permanently or for such period as may be prescribed by

the Act or the Rules made thereunder. If any Share stands in the names of two or more persons the person first named in the Register shall as regards receipt of dividends or bonus or service of notices and all or any matter connected with the Company except voting at meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall be severally as well as jointly liable for the payment of all instalments of calls due in respect of such Share and for all incidents otherwise. 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 presents 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 their sole discretion to register any Share in the joint names of any two or more persons or the survivor or survivors of them. Subject to the provisions of Sections 68 to 70 of the Act 2013 and the rules thereunder the Company may purchase its own Shares or other specified securities out of free reserves these securities premium account or the proceeds of issue of any Share or specified securities. Subject to the provisions contained in sections 68 to 70 and all applicable provisions of the Act and subject to such approvals permissions consents and sanctions from the concerned authorities and departments including the SEBI Registrar and the Reserve Bank of India if any the Company may by passing a special resolution at a general meeting purchase its own Shares or other specified securities (hereinafter referred to as buy-back) from its existing Shareholders on a proportionate basis and/or from the open market and/or from the lots smaller than market lots of the securities (odd lots) and/or these securities issued to the employees of the Company pursuant to a scheme of stock options or sweat Equity from out of its free reserves or out of the securities premium account of the Company or out of the proceeds of any issue made by the Company specifically for the purpose on such terms conditions and in such manner as may be prescribed by law from time to time provided that the aggregate of the securities so bought back shall not exceed such number as may be prescribed under the Act or Rules made from time to time. COMMISSION AND BROKERAGE Subject to the provisions of Section 40 of the Act 2013 and the rules thereof 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 in or Debentures of the Company or procuring or agreeing to procure the subscribers whether absolutely or conditional for any Shares in or Debentures of the Company but so that the rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under subsection (6) of Section 40 of the Act and such commission may be satisfied in any such manner including the allotment of the fully or partly paid up Shares or Debentures as the case may be as the Board thinks fit and proper. Subject to the provisions of the Act the Company may pay a reasonable sum for brokerage.

**Lien**

<input type="checkbox"/>	<input type="checkbox"/>	9	<ul style="list-style-type: none"> <li>The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company. Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The company's lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	10	<ul style="list-style-type: none"> <li>The company may sell in such manner as the Board thinks fit any shares on which the company has a lien. Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> <li>To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	12	<ul style="list-style-type: none"> <li>The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall be subject to a like lien for sums not presently payable as existed upon the shares before the sale and shall be paid to the person entitled to the shares at the date of the sale.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
		<b><i>Calls on shares</i></b>	
<input type="checkbox"/>	<input type="checkbox"/>	13	<ul style="list-style-type: none"> <li>The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall be subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	14	<ul style="list-style-type: none"> <li>A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	15	<ul style="list-style-type: none"> <li>The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		

<input type="checkbox"/>	<input type="checkbox"/>	16	<ul style="list-style-type: none"> <li>If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	17	<ul style="list-style-type: none"> <li>Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	18	<ul style="list-style-type: none"> <li>The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and b. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.</li> </ul>
			<b>Transfer of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	19	<ul style="list-style-type: none"> <li>The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	20	<ul style="list-style-type: none"> <li>The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	21	<ul style="list-style-type: none"> <li>The Board may decline to recognise any instrument of transfer unless a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56b. the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and c. the instrument of transfer is in respect of only one class of shares.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year. The Company shall keep the Register of Transfers and therein shall fairly and distinctly enter</li> </ul>

particulars of every transfer or transmission of any Share. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. Dematerialization of Securitiesa) Definitions For the purpose of this Article Beneficial Owner means a person or persons whose name is recorded as such with a depository SEBI means the Securities and Exchange Board of India Depository means a company formed and registered under the Companies Act 2013 and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act1992 and Security means such security as may be specified by SEBI from time to time.b) Dematerialization of securities Notwithstanding anything contained in these Articles the Company shall be entitled to dematerialize or rematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act 1996 and the rules framed thereunder if any.c) Options for investors 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 apers on who is the beneficial owner of the securities can at any time opt out of a depository if permitted by law in respect of any security in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed issue to the beneficial owner the required certificates of securities. 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 recordthe name of the allottee as the beneficial owner of the security. d)Securities in depositories to be in fungible form All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.e) Rights of depositories and beneficial owners (i). Notwithstanding anything to the contrary contained in the Act or these Articles a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.(ii). Save as otherwise provided in (a) above the depository as the registered owner of the securities 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 the 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.f) Service of documents Notwithstanding anything 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 or by delivery of floppies or discs.g) Transfer of securities Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of

			<p>securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository) Allotment of securities dealt with in a depository Notwithstanding anything in the Act or these Articles where securities are dealt with in a depository the Company shall intimate the details thereof to the depository immediately on allotment of such securities.i) Distinctive numbers of securities held in a depository Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.j) Register and Index of Beneficial owners The Register and Index of Beneficial Owners maintained 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 these Articlesk) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository Save as herein otherwise provided the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company and accordingly the Company shall not except as ordered by a Court of competent jurisdiction or as by law required be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.</p>
			<b>Transmission of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	23	<ul style="list-style-type: none"> <li>On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	24	<ul style="list-style-type: none"> <li>Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	25	<ul style="list-style-type: none"> <li>If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of</li> </ul>

		shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.	
<input type="checkbox"/>	<input type="checkbox"/>	26	<ul style="list-style-type: none"> <li>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	27	<ul style="list-style-type: none"> <li>In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.</li> </ul>
		<b>Forfeiture of shares</b>	
<input type="checkbox"/>	<input type="checkbox"/>	28	<ul style="list-style-type: none"> <li>If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	29	<ul style="list-style-type: none"> <li>The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	30	<ul style="list-style-type: none"> <li>If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	31	<ul style="list-style-type: none"> <li>A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.</li> </ul>

<input type="checkbox"/>	<input type="checkbox"/>	32	<ul style="list-style-type: none"> <li>A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	33	<ul style="list-style-type: none"> <li>A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of The transferee shall thereupon be registered as the holder of the share and The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	34	<ul style="list-style-type: none"> <li>The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.</li> </ul>
			<b>Alteration of capital</b>
<input type="checkbox"/>	<input type="checkbox"/>	35	<ul style="list-style-type: none"> <li>The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	36	<ul style="list-style-type: none"> <li>Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	37	<ul style="list-style-type: none"> <li>Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. the holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such</li> </ul>

		<p>privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>38</p> <ul style="list-style-type: none"> <li>The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.</li> </ul>
		<p><b>Capitalisation of profits</b></p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>39</p> <ul style="list-style-type: none"> <li>The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively 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 partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	<p>40</p> <ul style="list-style-type: none"> <li>Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members</li> </ul>

			<b>Buy-back of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	41	<ul style="list-style-type: none"> <li>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.</li> </ul>
			<b>General meetings</b>
<input type="checkbox"/>	<input type="checkbox"/>	42	<ul style="list-style-type: none"> <li>All general meetings other than annual general meeting shall be called extraordinary general meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	43	<ul style="list-style-type: none"> <li>The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.</li> </ul>
			<b>Proceedings at general meetings</b>
<input type="checkbox"/>	<input type="checkbox"/>	44	<ul style="list-style-type: none"> <li>No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	45	<ul style="list-style-type: none"> <li>The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	46	<ul style="list-style-type: none"> <li>If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	47	<ul style="list-style-type: none"> <li>If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	48	<ul style="list-style-type: none"> <li>In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.</li> </ul>
			<b>Adjournment of meeting</b>
<input type="checkbox"/>	<input type="checkbox"/>	49	<ul style="list-style-type: none"> <li>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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</li> </ul>

			<b>Voting rights</b>
<input type="checkbox"/>	<input type="checkbox"/>	50	<ul style="list-style-type: none"> <li>Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	51	<ul style="list-style-type: none"> <li>A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	52	<ul style="list-style-type: none"> <li>In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	53	<ul style="list-style-type: none"> <li>A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	54	<ul style="list-style-type: none"> <li>Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	55	<ul style="list-style-type: none"> <li>No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	56	<ul style="list-style-type: none"> <li>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. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive. VOTES OF MEMBERS (i) The Company shall cause minutes of all proceeding of every general meeting to be kept by making within 30 (Thirty) days of the conclusion of every such meeting concerned entries thereof in books kept whether manually in the registers or by way of loose leaves bound together as may be decided by the Board of Directors for that purpose with their pages consecutively numbered. (ii) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a director duly authorised by the Board for that purpose. (iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise. (iv) The minutes of each meeting shall contain a fair and correct summary of the proceedings there at. (v) All appointments made at any meeting aforesaid shall be included in the minutes of the meeting. (vi) Nothing herein contained shall require or to be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the</li> </ul>

			<p>meeting (i) is or could reasonably be regarded as defamatory of any person or (ii) is irrelevant or immaterial to the proceedings or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds. (vii) Any such minutes shall be conclusive evidence of the proceedings recorded therein. (viii) The book containing the minutes of proceedings of general meetings shall be kept at the Office of the Company and shall be open during business hours for such periods not being less in the aggregate than 2 (Two) hours in each day as the Directors determine to the inspection of any member without charge. (ix) The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules 2014 the SEBI Listing Regulations or any other Law if applicable to the Company</p>
			<b>Proxy</b>
<input type="checkbox"/>	<input type="checkbox"/>	57	<ul style="list-style-type: none"> <li>The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	58	<ul style="list-style-type: none"> <li>An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	59	<ul style="list-style-type: none"> <li>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</li> </ul>
			<b>Board of Directors</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>Until otherwise determined by a general meeting of the Company and subject to the applicable provisions of the Act the number of Directors) shall not be less than three nor more than fifteen provided that the Company may appoint more than fifteen directors after passing a special resolution. The Company shall have at the minimum such number of independent Directors on the Board of the Company as may be required in terms of the provisions of applicable law. In addition not less than two-thirds of the total number of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules 2014 and the provisions of the SEBI Listing Regulations. The First directors of the Company are 1.Sunita Agarwal 2.Pawan Kumar Agarwal Nominee Directors- 1.</li> </ul>

	60	<p>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. 2. The Nominee Directors so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Directors so appointed. The said Nominee Directors shall be entitled to the same rights and privileges including receiving of notices copies of the minutes sitting fees etc. as any other Director of the Company is entitled.3. If the Nominee Directors is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.4. The Nominee Directors 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 Directors. The Company shall have such number of Independent Directors on the Board or Committees of the Board of the Company as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 SEBI Listing Regulations or any other Law as may be applicable. Further the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations. Subject to the provisions of section 196 197 and read with schedule V of the Companies Act 2013 and other provisions of the Act the Rules Law including the provisions of the SEBI Listing Regulations a Managing Director or Director who is in the Whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other or in any other manner as may be from time to time permitted under the Act or as may be thought fit and proper by the Board or if prescribed under the Act by the Company in general meeting.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<ul style="list-style-type: none"> <li>The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.</li> </ul>
61		
<input type="checkbox"/>	<input type="checkbox"/>	<ul style="list-style-type: none"> <li>The Board may pay all expenses incurred in getting up and registering the company.</li> </ul>
62		
<input type="checkbox"/>	<input type="checkbox"/>	<ul style="list-style-type: none"> <li>The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that</li> </ul>
63		

			section) make and vary such regulations as it may think fit respecting the keeping of any such register.
<input type="checkbox"/>	<input type="checkbox"/>	64	<ul style="list-style-type: none"> <li>All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	65	<ul style="list-style-type: none"> <li>Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	66	<ul style="list-style-type: none"> <li>Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</li> </ul>
		<b>Proceedings of the Board</b>	
<input type="checkbox"/>	<input type="checkbox"/>	67	<ul style="list-style-type: none"> <li>The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	68	<ul style="list-style-type: none"> <li>Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	69	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	70	<ul style="list-style-type: none"> <li>The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	71	<ul style="list-style-type: none"> <li>The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	72	<ul style="list-style-type: none"> <li>A committee may elect a Chairperson of its meetings. 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</li> </ul>

		members present may choose one of their members to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	73
		<ul style="list-style-type: none"> <li>A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	74
		<ul style="list-style-type: none"> <li>All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	75
		<ul style="list-style-type: none"> <li>Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	76
		<ul style="list-style-type: none"> <li>Applicable provisions of the Act the Rules Law including the provisions of the SEBI Listing Regulations. Subject to the restrictions contained in Section 179 of the Act 2013 and the rules made thereunder the Board may delegate any of their powers to the committee of the Board consisting of such number of its body as it thinks fit and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes but every committee of the Board 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 of the Board 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 were done by the Board.</li> </ul>
		<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
<input type="checkbox"/>	<input type="checkbox"/>	77
		<ul style="list-style-type: none"> <li>Subject to the provisions of the Act 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 A director may be appointed as chief executive officer manager company secretary or chief financial officer</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	78
		<ul style="list-style-type: none"> <li>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.</li> </ul>
		<b>The Seal</b>

<input type="checkbox"/>	<input type="checkbox"/>	79	<ul style="list-style-type: none"> <li>The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</li> </ul>
			<b><i>Dividends and Reserve</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	80	<ul style="list-style-type: none"> <li>The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	81	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	82	<ul style="list-style-type: none"> <li>The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time think fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	83	<ul style="list-style-type: none"> <li>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. 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. 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	84	<ul style="list-style-type: none"> <li>The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	85	<ul style="list-style-type: none"> <li>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</li> </ul>

			writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
<input type="checkbox"/>	<input type="checkbox"/>	86	<ul style="list-style-type: none"> <li>Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	87	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	88	<ul style="list-style-type: none"> <li>No dividend shall bear interest against the company.</li> </ul>
			<b>Accounts</b>
<input type="checkbox"/>	<input type="checkbox"/>	89	<ul style="list-style-type: none"> <li>The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</li> </ul>
			<b>Winding up</b>
<input type="checkbox"/>	<input type="checkbox"/>	90	<ul style="list-style-type: none"> <li>Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. 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. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</li> </ul>
			<b>Indemnity</b>
<input type="checkbox"/>	<input type="checkbox"/>	91	<ul style="list-style-type: none"> <li>Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.</li> </ul>
			<b>Others</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>The conventional and Non-Conventional (Solar wind Hybrid etc.) installed established generation of electricity power by the company shall be used for Captive Generation and Captive Consumption by the company. GENERAL POWER Wherever in the Act it has been provided that the Company shall have any right privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles then and in that case this Article authorizes and empowers the Company to have such rights privileges or authorities and to carry such transactions</li> </ul>

	92	<p>as have been permitted by the Act without there being any specific Article in that behalf herein provided. At any point of time from the date of adoption of these Articles if the Articles are or become contrary to the provisions of the SEBI Listing Regulations the provisions of the SEBI Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all its obligations as prescribed under the SEBI Listing Regulations from time to time. Power to borrow Power to borrow. Subject to the provisions of the Act and these Articles the Board may from time to time at its discretion by are solution passed at a meeting of the Board generally raise or borrow money by way of deposits loans overdrafts cash credit or by issue of bonds debentures or debenture stock (perpetual or otherwise) or in any other manner or from any person firm company cooperative society anybody corporate bank institution whether incorporated in India or abroad Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received raised or borrowed provided that the total amount borrowed by the Company(apart from temporary loans obtained from the Companys Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.</p>
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**Attachments**

First Subscriber (s) sheet

First Subscriber Sheet.pdf

**Declaration**

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

92. The conventional and Non-Conventional (Solar, wind, Hybrid etc.) installed/established/generation of electricity/power by the company shall be used for Captive Generation and Captive Consumption by the company.

**To be digitally signed by**

Name

BINOD KUMAR AGARWAL

Designation

Director

DIN

0\*3\*2\*3\*

DSC