

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

Memorandum

And

Articles

of

Association

OF

INTER GLOBE FINANCE LIMITED



कारबार प्रारम्भ करने के लिए प्रमाण-पत्र
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149(3) के अनुरण में
 Pursuant of Section 149(3) of the Companies Act, 1956

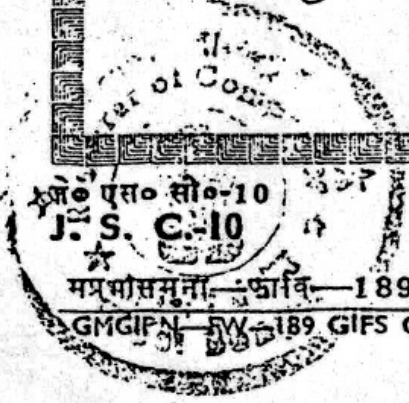
No. 21-55265 of 1992
 में एतद्द्वारा प्रमाणित करता हू कि

जो कम्पनी अधिनियम, 1956 के अधीन तारीख को नियमित की गई थी और जिसने आज विहित प्ररूप में सम्यक रूप से स्थापित घोषणा फाइल कर दी गई है कि उक्त अधिनियम की धारा 149(1) (क) से लेकर (घ) तक/139(2). (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the
Inter Globe Finance Limited
 which was incorporated under the Companies, Act, 1956, on the *twenty-fourth* day of *April*, 19*92*, and which has this day filed a duly verified declaration in this prescribed form that the conditions of Section 149(1)(a) to (d)/149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख को
 में दिया गया।
 Given under my hand at *Calcutta*
 this *twenty-fourth* day of *April* one thousand nine hundred and *ninety-two*

[Signature]
 कम्पनी का रजिस्ट्रार
 Registrar of Companies
[Signature]



मप्रभासमुनी - फावि - 189 जी०आय०एफ०एस० कलकत्ता/89
 GMGIPN-5W-189 GIFS Calcutta/69-HQC 204-24-90-20,000.



प्राह्मणं आर्हं आरं

Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता. No. 21-55265 of 1992 का सं. 92

में एतद् द्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that Inter Globe

Finance Limited

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. 20/4/92 को दिया गया।

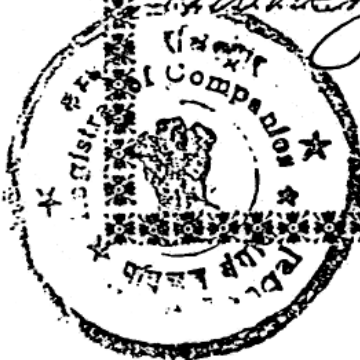
Given under my hand at Calcutta this twenty-fourth

day of April one thousand nine hundred and

ninety-two.

[Signature] Registrar of Companies

West Bengal.



(THE COMPANIES ACT, 2013)

COMPANY LIMITED BY SHARES

***MEMORANDUM OF ASSOCIATION
OF
INTER GLOBE FINANCE LIMITED**

- I. The name of the Company is **INTER GLOBE FINANCE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are :
 - A. The main objects to be pursued by the Company on its incorporation are:**
 1. To act as financial, portfolio and assets managers and / or consultants, merchant bankers, advisors and counselors in Investment and Capital Markets, Registrars, Issue Managers, Transfer Agents, Underwriters and Sub-underwriters, brokers, agents, dealers, guarantors, trustees and financiers for share, stocks, bonds, units, debentures, Govt. papers, savings, investments, securities of any kind whether issued by any Govt. or Public authority or body corporate or acquired in open market or otherwise and to manage and administer computer centres, clearing houses and holding corporation for securities. To enter into financial and technical collaboration arrangements with individuals, firms, banks, investments trusts, merchant banks and companies/corporations including institutions whether in India or abroad to form syndicates or consortia of managers, agents and purchasers in connection with the securities, to act as foreign exchange brokers subject to the Foreign Exchange Regulation Act and directives of Reserve Bank of India, to undertake the work of factoring, discounting and rediscounting and to arrange and/or co-ordinate documentation and negotiation of bills and other commercial papers.
 2. To carry on and undertake the business of buying, selling, leasing, letting on hire, consignment, exports, imports, chartering, financing, hire purchase of all types of industrial plants, equipments, machineries, household and/or official furniture, domestic or business appliances, installations, fittings, movable and immovable properties of all kinds and buildings and real estates and all of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods articles or commodities of all and every kind and description upon and terms whatsoever and to provide leasing, advisory/counselling service to

* Amendment to Memorandum of Association as per provisions of the Companies Act, 2013 is adopted vide Special Resolution passed at Annual General Meeting held on September 30, 2024.

other entities and/or form the leasing arm of other entities and making of loans both short and long term with or without security and on such terms as may be determined from time to time. To assist and/or participate in revival, merger and take over of sick and healthy units. To carry on the business of investment company and to invest in and acquire, sell, transfer, subscribe, hold, dispose off and otherwise deal in shares, stocks, debentures, bonds, and securities issued or guaranteed by any company whether Indian or foreign and/or by any Govt. of State, public body or authority whether in India or elsewhere.

3. To acquire, set up, promote, incorporate and manage, provide and/or participate in industrial enterprises, mutual funds, assets management companies, housing finance companies, venture capital, technology funds, underwriting funds, or any other fund including guarantee or such other financial assistance as may be conducive for development of new enterprises to undertake publishing business, the work of mobilising short term and long term finance for corporate bodies and financial institutions, to act as administrators, managers, or investment trusts or funds, provident funds, pension funds, gratuity funds, superannuation funds, charitable funds and the like funds, to identify projects, to prepare project profiles, project reports, market research, feasibility studies and reports, pre-investment studies, to undertake appropriate service to identify scope or potential for economic and industrial development in any area or location in India or abroad.

B) Objects incidental or ancillary to the attainment of the main objects:

1. To execute and to carry out agreements of sole agency or other similar agreement and to appoint sub-agents or distributing agents in connection with the business of the Company subject to the provision of the Act.
2. To discount bills, to advance moneys on the security of goods lying with or under the control of the Company, to receive goods for safe custody or on consignment basis and to do all other acts that may be useful or necessary in order to market the same.
3. To undertake, to sell or purchase or to keep in deposit or under any other terms, goods, articles, merchandise properties of any kind and to dispose of the same according to the direction of the customer or according to the usage of the trade.
4. To apply, to purchase or otherwise acquire and protect, prolong and renew, whether India or elsewhere any patent, patent right, brevets invention, trade mark design, licence, protection, connection and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture or grant licences or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
5. To establish, subsidise, promote and assist companies, syndicates, and firms carrying on business similar to those of this Company and to acquire and dispose of share and interest in such companies.
6. To enter into pooling or other arrangement with persons or companies in such manner as may be lawful and for such period as may be expedient to further the interest of the Company.
7. To form, incorporate or promote any company or companies whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or development of the Company or any other object or objects which in the opinion of the Company, could or might, directly or indirectly, assist the company in the management of its 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, firm or company in any manner it shall think fit for services rendered or to be rendered. To enter into financial and technical collaboration arrangements with individuals, firms, banks, investment banks, merchant banks and companies abroad including institutions abroad, to take their directors and officials on the companies board and management and pay royalties and any other form of compensation as agreed upon and as per the rules in force from time to time.

8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company, carrying on or proposing to carry on any business which this Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the company and to purchase, acquire, sell and deal in properties, shares, stocks, debentures of any such person, firm or company and to conduct, make or to carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.
9. To procure the registration or incorporation or recognition of the Company in/or under the laws of any place outside India.
10. To sell, exchange, manage, mortgage, let on lease royalty or tribute, to grant license, easements, options and other rights over and deal in any other manner with or dispose of the undertaking, property assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other company.
11. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time the Directors or officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependants of any such person and also establish and subsidise and subscribe and donate to any institution, association, club or fund calculated to benefit or to advance the interest and well being of the company or of any such other company as aforesaid and make payments for or towards medical relief or the insurance of any such person as aforesaid and for any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
12. To pay out of the funds of the Company all expenses which the Company may lawfully pay with regard to the formation. and registration of the Company.
13. To adopt such means of making known the business, products and properties of the Company as may seem expedient and in particular by advertisement in the press or over the radio and Television, by circulars and posters and by publication of books or periodicals or through any other publicity media and by granting prizes, rewards and donations.
14. To enter into agreements and contracts with Indian and Foreign individuals, firms, companies, or any other organisation for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
15. Subject to the provisions of the Companies Act to amalgamate or to enter into partnership or into any arrangement for sharing profits or into any union of interests, joint venture, reciprocal concession or cooperation with any person or persons or any Governmental authorities or company or companies carrying on or engaged in or about to carry

on or engaged in or being authorised to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

16. To guarantee the performance of the obligations of and the payment of interest on any stock, Share or security of any company, corporation, firm or person in any case in which such guarantee may be considered likely, directly or indirectly, to further the objects of the Company or the interest of its shareholders.
17. To guarantee the payment of money unsecured or secured, by or payable under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, supreme, municipal, local or otherwise or of any person whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contract or obligation.
18.
 - i) To acquire by lease, purchase, to develop and turn to account any land which is acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, framing, cultivating, letting on building, collect rents and income, leasing or building agreements of all kinds with builders, tenants and others.
 - ii) To erect upon any land and property held or which may be hereafter purchased or leased or rented or acquired by the Company, such mills, factories, buildings, houses and erections as may be conveniently carried on and to purchase and put into working order such plants and machineries as may from time to time be required for carrying on any business.
19. To provide for the welfare of Directors, or employees, or the ex-employees of the Company, or its predecessors in business and the wives, widows and families or the dependants or its predecessors in business and the wives widows and families or the dependants or connections of such persons by building or contributing to the building of houses or dwelling or quarters or by grants of money, pensions, gratuities, allowances, bonuses profit-sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical attendance and other assistance as the Company shall think fit.
20. To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business to give pensions, gratuities or charitable aids to persons who may have been Directors of or who may have served the Company or to the wives, children or other relatives or dependants of such persons, to contribute to provident and benefit funds for the benefit of such persons, or of their wives, children or other relatives or dependents, but not intended to serve, any political cause or purpose.
21. To design, build, construct, alter, improve, maintain, enlarge, develop, pull down, remove, repair or replace and to work, manage, lay out and control any building, office, factory, furnace, kiln, mill, shop stores roadway bridge, reservoir, ware-house, water work, park, garden and other work, and convenience including construction and exhibition of cinema, which may seem calculated directly or indirectly to advance the Company & interest and to contribute, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working management, carrying out of (multi-storey) buildings and to sell or otherwise dispose of the same on ownership or installment basis.

22. To indemnify Members, Officers, Directors, Agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for any in the interest of the Company for any loss, damage or misfortune whatsoever which shall happen in the execution of their duties or their offices or by relation thereto.
23. To aid pecuniarily or otherwise, any association, body or movement having for its objects the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
24. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
25. To act as agent of, or enter into any arrangement with the Government of India, or any State Government, or with any authority, Municipal, or local, railways, transport or shipping companies or otherwise or other person, that may seem conducive to the Company's objects or any of them, and to obtain from such Government or Authority, railways or companies or other persons, any right, privilege and concession which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangement, right, privilege and concession.
26. In the event of winding up, to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of Capital be made except with the sanction, if any, for the time being required by law.
27. Generally to do or perform all such other acts and things and may in the opinion of the Company be incidental or conducive to the attainment of the above objects or any of them.
28. To establish maintain and conduct or discontinue or close agencies and branches and appoint representative in any part of the world for the conduct of the business of the company.

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

1. To carry on or invest in the business of Cinematographic trade and industry and all its kindred trade and business and in particular to carry on the business as proprietors, managers and/or owners, lessees of studios, theaters, palaces and halls, cinematographic shows and exhibitions and other entertainment, artistic musical or otherwise in any place or places used or which can be used for the purpose of requiring, maintaining and producing cinema films and generally to carry on the business as exhibitors, distributors, producers, directors, processors, developers, technicians, impressories, manufacturers, exporters, importers, wholesalers, retailers and dealers in cinematographic films talkies, movies, pictures, cinematoscopes, three-dimensionals or techni-colour, raw films and materials, instruments, apparatuses, appliances, machineries, equipments, fixtures, fittings and other materials necessary or requisite for the production and/or exhibition of cinema films or talkies or stage-plays or pictures.
2. To carry on business and to work as merchants, traders, commission agents, guarantors, brokers, contractors, other suppliers, selling agents, engineers, mechanics, exporters, importers, manufacturers, dealers and workers in all kinds of goods & merchandise, raw or manufactured of any description quality, kind and variety whatsoever in which the Company is authorised to carry on business.
3. To purchase, sell, import, export, speculate, and deal in food and other grains, seeds of all kinds, country produce, flex, hemp, jute products, bullion and specie, chemicals, pharmaceuticals, medicinals, perfumery and toilet preparations, salt, shellac, glass ware, musical goods, apparatuses and instruments, clocks, watches, and accessories thereof, umbrella ribs and other fittings, sugar, provisions, oils, paints, varnishes, electrical goods and machineries, plants, other equipment and fittings, photo-graphical and scientific materials, timber wood and their products.

4. To carry on the business of manufacturers, exporters, importers, sellers, buyers and/or dealers in rubber, synthetic rubber, vulcanising materials, rubber tubes, tyres, films, moulded goods, from rubber, hygienic goods made of rubber and latex, other rubber products, transmission belts and conveyors, rubber containers, bottles and rubber lined vessels, toys and other allied goods, leather, cloth, dress preservers, dress linings, umbrella, waterproof and goods and all kinds of articles made therefrom.
5. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in all kinds of yarn, nylon, polyester, acrylic, rayon, silk, artificial silk, linen, cotton wool, jute and any other fibre or fibrous material whether synthetic, artificial or natural, textile substances, allied products, byproducts and substitutes for all or any of them and treat and utilise any waste arising from any such manufacture, product or process, whether carried on by the Company or otherwise.
6. To carry on the business of manufacturers, assemblers, merchants and agents of and dealers in duplicating machines, franking machines, addressing machines, various other types of office machines, systems, furniture, partitioning and other allied equipment.
7. To acquire by purchase, lease, exchange or otherwise and to carry on the business of cultivators, manufacturers, exporters, importers, buyers and sellers of Tea and Coffee and any produce and any other mercantile business connected therewith or conductive thereto.
8. To carry on the business as manufacturers, dealers, importers, exporters and traders in card boards, packing materials, packing, wrappers, linings, coverings of all materials, including cloth, plastic materials, and Bakelite and all other substitutes whether synthetic or not for any of the materials aforesaid and all articles and things made or constructed wholly or partly from any of the materials aforesaid including the manufacture of containers, boxes, pails, canisters, trunks, suitcases, travelling cases and requisites, toys, games, sports and athletics and recreational requisites of all kinds.
9. To carry on the business of engineers, whether general, consulting, mechanical, electrical, structural, marine, civil constructional or other-wise general contractors, importers, and exporters of and dealers in plant & machinery, articles, property and things of all kinds including, ores, metals and hardware in which the Company is authorised to carry on business.
10. To carry on the business of manufacturers, importers & exporters of dyes, chemicals and any other item connected with the chemical industries.
11. To carry on the business of manufacturers of cement, lime plasters, whiting, clay gravel, sand, marbles, earth, coke, fuel, artificial stones, and builders requisites and conveniences of all kinds.
12. To carry on industry of saw mills, rice mills, oil mills, sugar mills, jute mills, cotton mills, glass works, pottery, iron works, plastic works and cottage industries of any and every description and in connection therewith to acquire, work, construct, establish, operate and maintain mills, factories, workshops.
13. To carry on the business as store-keepers, contractors, and suppliers of stores and merchandise of all kinds to Governments, public departments, public and private- corporations, firms and persons in which the Company is authorised to carry on business.
14. To carry on the business of electrical and motor engineers and contractors, manufacturers of and dealers in railway and tramway apparatus and requirements and telegraphic and wireless apparatus and requirements, dynamos, motors, accumulators and all kinds of electrical machines, appliances and devices whatsoever.
15. To carry on the business of an Electric Company in all its branches and in particular to lay down, construct and carry out all necessary cables, wires, lines, accumulators, lamps and works to generate, accumulate distribute and supply

electricity for the purpose of light, heat, motive power or otherwise and to carry on the business of mechanical engineers, electricians and manufacturers of and dealers in all apparatuses and things required for or capable of being used in connection with such business as may, conveniently be carried on with the main business of the Company.

16. To carry on the business of- carriers by land, water and let on hire or on charter and to carry on the business of carriers by inland rivers, canals or otherwise and to purchase, acquire, hire or to take on charter, boats, launches, tugs, steamships and other vessels for carrying cargo, as may conveniently be carried on with the main business of the Company.
 17. To carry on the business of leasing and hire purchase finance and to provide on lease or on hire purchase all types of industrial and office plant, equipment, machinery vehicles, and buildings, household appliances and equipment (including imported goods).
 18. To establish, undertake, acquire, manage and carry on the business as agents, manufacturers dealers, importers, exporters, and traders in all kinds of paper including straw paper, card boards, hard boards, straw boards, paper boards, mill boards, paper pulp, wood pulp, bamboo pulp, and all other products, goods and substances connected therewith.
 19. To manufacture and deal in cold-storage plants and refrigerators and act as cold stores.
 20. To carry on the business of forestry and forest products of all kinds and to manufacture and deal in all kinds of articles made out of such products.
 21. To carry on any trade or business of any kind whether manufacturing, commercial, financial, industrial or otherwise in which the Company is authorised to carry on business in any part of the world.
 22. To carry on all or any of the business of printers, stationers, lithographers, type-founders, stereo-typers, electrotypers, photographic tin printers, photo-lithographers, chromo-lithographers, die-sinkers, engravers, book-binders, designers, draughtsmen, advertising agents and dealers in or manufacturers of any other article or thing of a character similar to or analogous to the foregoing or any of them or connected therewith.
 23. To manufacture type, block or other material capable of being used in printing and allied machines and sell, purchase or deal in all such materials or manufactured articles.
 24. To carry on the business of picture framers and dealers in pictures of all kinds.
 25. To buy, sell, let on hire or in hire purchase system radio sets, loud speakers and other publicity materials required for advertising media.
 26. To manufacture, deal, distribute, repair and otherwise, deal in publicity apparatus,-works and other merchandise connected therewith.
- IV. The liability of the members is limited.
- *V. The Authorised share capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen crore) divided into 1,60,00,000 (One crore sixty lac) Equity Shares of Rs. 10/- (ten) each with the rights, privileges and conditions attaching thereto as per provided by the regulation of the Company for the time being, with power to increase or reduce the capital of the Company and to divide the shares of the capital, for the time being, into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such right, privilege or condition in such manner as may for the time being be provided by the regulations of the Company subject to the Companies Act, 2013.

* Amended vide Ordinary Resolution passed in the Extra-ordinary General Meeting of the Company held on 18.03.2024.

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

Names, Address and description of subscribers	Number of Equity shares to be taken by each subscriber	Names, Address and description of witness
DEBI PRASAD PODDAR S/o. Lt. Sri Ghirdhari ial Poddar 3A, Shubham Apartments 19B, Alipore Road Calcutta 700 027 BUSINESS	100 (ONE HUNDRED)	MADHUSUDAN SINGHANIA S/o. Sri Radhe Shyam Singhania 111, N.S.C. Bose Road Calcutta - 700 040 BUSINESS
SRI KEDAR NATH FATEHPURIA S/o. Lt. Sri Shyam Sunder Fatehpuria Martin Burn House 1, R.N. Mukherjee Road Calcutta 700 001 COMPANY EXECUTIVE	100 (ONE HUNDRED)	
SMT. USHA PODDAR W/o. Sri Debi Prasad Poddar 3A, Shubham Apartments 19B, Alipore Road Calcutta 700 027	100 (ONE HUNDRED)	
SRI ANIL KUMAR PODDAR S/o. Sri Debi Prasad Poddar 3A, Subham Apartments 19B, Alipore Road, Calcutta 700 001 SERVICE	100 (ONE HUNDRED)	
SRI INDER CHAND BAID S/o. Lt. Sri Deep Chand Baid 3B, Lal Bazar Street, Calcutta 700 001 CHARTERED ACCOUNTANTS	100 (ONE HUNDRED)	
SRI DHARMESH RAJDEV S/o. Sri Vallabhdas Uadavji 22, Heysham Road, Calcutta 700 020 BUSINESS	100 (ONE HUNDRED)	
SMT. MADHU KAPOOR W/o. Anil Kumar Poddar 3A, Subham Apartments 19B, Alipore Road, Calcutta 700 027 HOUSEWIFE	100 (ONE HUNDRED)	
Total	700 (SEVEN HUNDRED)	

Calcutta, Dated the 20th day of April 1992.

(THE COMPANIES ACT, 2013)

COMPANY LIMITED BY SHARES

***ARTICLES OF ASSOCIATION
OF
INTER GLOBE FINANCE LIMITED**

- I. 1) In these regulations –
 - (a) “the Act” means the Companies Act, 2013.
 - (b) “the seal” means the common seal of the company.
- 2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- II. 1 Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time-to-time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary:

* Amendment to Articles of Association as per provisions of the Companies Act, 2013 is adopted vide Special Resolution passed at Annual General Meeting held on September 30, 2024.

Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40.
- (iii) 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.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

CAPITAL

9. (i) The authorised Share capital of the company shall be such amount as may from time to time be authorised by clause V of the Memorandum of Association.
- (ii) The company shall have power to increase, consolidate, subdivide, reduce or otherwise alter its share capital subject to the provisions of the Act.

LIEN

10. (i) The company shall have a first and paramount lien –
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him/her or his/her estate to the company:
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

11. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien :
Provided that no sale shall be made --
 - (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
12. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
13. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

14. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
15. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
18. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
19. (a) The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him/her; and
- (b) The Board 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.

JOINT HOLDERS

20. Where two or more persons are registered as holders of any shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles.
- a. Shares may be registered in the name of any person, company or other body corporate but not more than four persons shall be registered jointly as members in respect of any shares.
 - b. The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the Register.
 - c. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
 - d. If any share stands in the names of two or more persons, the person first named in the register shall as regards receipt of share certificates, dividends or bonus or service of notice and all or any other 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 and calls due in respect of such share and for all incidents thereof according to the Company's regulations.
 - e. In the case of the death of any one or more of the persons named in the Register of Members as the joint holders of any share, the survivors shall be the only persons recognised by the company as having any title to

or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from liability on shares held by him jointly with any other person.

- f. If there be joint registered holders of any shares, any one of such persons may vote at any meeting either personally or by proxy in respect of such shares, as if he were solely entitled thereto, provided that if more than one of such joint holders be present at any meeting either personally or by proxy, then one of the said persons so present whose name stands higher on the Register of Members shall alone be entitled to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present, at the meeting. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Article be deemed joint holders thereof.
- g. A document or notice may be served or given by the Company on or to the joint holders of a share by serving or giving the document or notice on or to the joint holder named first in the Register of Members in respect of the share.

TRANSFER OF SHARES

- 21. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 22. (a) 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
- (b) The Board may, subject to the right of appeal conferred by section 58 decline to register any transfer of shares on which the company has a lien.
- 23. (a) The Board may decline to recognize any instrument of transfer unless the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) The Board may decline to recognize any instrument of transfer unless 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 Board may decline to recognize any instrument of transfer unless the instrument of transfer is in respect of only one class of shares.
- 24. 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.

TRANSMISSION OF SHARES

- 25. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

26. (i) such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
- (a) to be registered himself/herself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
27. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself/herself, he/she shall deliver or send to the company a notice in writing signed by him/her stating that he/she so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
28. 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/she would be entitled if he were the registered holder of the share, except that he/she 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/herself 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.
29. In case of a One Person Company—
- (i) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;
 - (ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;
 - (iii) 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;
 - (iv) 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.

BORROWING POWERS

30. Subject to the provisions of the Act and of these Articles, the Board may, from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposits from members, either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the Company.
31. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit and in particular by a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of debentures or debenture-stock of the Company charged

upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being and debentures, debenture-stock and other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.

32. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and subject to the provisions of the Act may be issued on condition that they shall be convertible into shares of any denomination and with any privileges or conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at 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 General Meeting.
33. If any uncalled capital of the Company is included in or charged by any mortgage or other securities, the Directors may subject to the provisions of the Act and these presents make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.
34. The Company shall comply with all the provisions of the Act in respect of the mortgages or charges created by the Company and the registration thereof and the transfer of the debentures of the Company and the register required to be kept in respect of such mortgages, charges and debentures.
35. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

RESERVE AND DEPRECIATION FUNDS

36. The Directors may from time to time before recommending any dividend set apart any and such portion of the profits of the Company as they think fit as a Reserve fund to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalization of dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes of the Company as the directors in their absolute discretion think conducive to the interest of the Company and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit and from time to time deal with and vary such investment and dispose of all or any part thereof for the benefit of the Company and may divide the Reserve Fund into such special funds as they think fit, with full power to transfer the whole or any portion of a Reserve Fund to another Reserve Fund or a division of a Reserve Fund and also with full power to employ the Reserve Funds or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power, however, the Board in their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.
37. The Directors may, from time to time before recommending any dividend, set apart any and such portion of the profits of the Company, as they think fit, as a depreciation fund applicable at the discretion of the Directors, for providing against any depreciation in the investments of the Company or for re-building, restoring replacing or for altering any part of the buildings, work, plant, machinery or other property of the Company, destroyed or damaged by fire, flood, storm, tempest, earthquake, accident, riot, wear and tear or any other means whatsoever and for repairing altering and keeping in good condition the property of the Company or for extending and enlarging the building, machinery and property of the Company with full power to employ the assets constituting such depreciation fund in the business of the Company and that without being bound to keep the same separate from the other assets.

38. All moneys carried to any reserve fund and depreciation fund respectively shall nevertheless remain and be profits of the Company applicable subject to due provisions being made for actual loss or depreciation, for the payment of divided and such moneys and all the other moneys of the Company may be invested by the Directors in or upon such investments or securities as they may select or may be used as working capital or may be kept at any bank on deposit or otherwise as the Directors may from time to time think proper.

FORFEITURE OF SHARES

39. If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him/her requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
40. (a) 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
(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
41. 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.
42. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
43. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him/her to the company in respect of the shares.
(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
44. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
(iii) The transferee shall thereupon be registered as the holder of the share; and
(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
45. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

46. 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.
47. (a) 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;
(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
48. (a) 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.
(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
49. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law, –
(a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.

CAPITALISATION OF PROFITS

50. (i) The company in general meeting may, upon the recommendation of the Board, resolve –
(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards –

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
51. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power --
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to 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;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

52. 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.

POWERS OF THE BOARD

53. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or in other statute or by the Memorandum of the Company or by these Articles or otherwise to be exercised or done by the Company in general meeting provided further that in exercising any such power or doing any such act or things, the Board shall be subject to the provisions in that behalf contained in the Act or in any other Act or in the Memorandum of the Company or these Articles or any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if those regulations had not been made.
54. Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by the Articles, but subject to the

restrictions contained in the last preceding Article, it is hereby declared that the directors shall have the following powers, that is to say, power;

1. To pay the costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company.
2. To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of the Act.
3. Subject to the relevant provisions of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and if any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
4. At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partly in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages, or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
5. To secure the fulfillment of any contract or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
6. To accept from any member, so far as may be permissible by law, surrender office shares or any part thereof, on such terms and conditions as shall be agreed.
7. To appoint any person to accept and hold any trust for the Company any property belonging to the Company or in which, it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.
8. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction any debts due and of any claims or demands by or against the Company and to refer any differences to arbitration either according to Indian Law or according to any foreign law and either in India or abroad, and observe, perform or challenge any award made thereon.
9. To act on behalf of the Company in all matters relating to bankruptcy or insolvency.
10. To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company.
11. Subject to the relevant provisions of the Act, to invest and deal with any money of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company), or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in the Act, all investment shall be made and held in the Company's own name.
12. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain

- a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
13. To determine from time to time who shall be entitled to sign, on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques dividend warrants, releases, contracts and documents and to give the necessary authority for such propose.
 14. To distribute by way of bonus amongst the staff of the Company, a share in the profits of the Company and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.
 15. To provide for the welfare of Directors or ex-directors or employees or ex-employees of the Company and the wives, widows and families or the dependants or connection of such persons by building or contributing to the building of houses, dwelling or chawls or by grants of money, pension, gratuities, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of interest and recreation, hospitals, and dispensaries, medical and other attendance and other assistance subject to the limits laid down by the Act as amended by the Companies (Amendment) Act, 1960 as the Board shall think fit and subject to provision of the Act to subscribe or contribute or otherwise to assist or to guarantee moneys to charitable, benevolent, religious, scientific, national, or other institutions, bodies and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
 16. To appoint and at their discretion, remove or suspend such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants for permanent temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments or remuneration and to require security in such instances and of such amount as they may think fit and from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit.
 17. To comply with the requirements of any local law which in their opinion it shall, in the interest of the Company, be necessary or expedient to comply with.
 18. From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local board and to fix their remuneration.
 19. Subject to the provisions of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board and to authorize the member for the time being of any such local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Board thinks fit and may at any time remove any person so appointed and may annul or vary such delegation.
 20. At any time and from time to time by powers of attorney under the seal of the Company to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding

the power to make calls and excluding also except in their limits authorised by the Board the powers to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may (if the Board think fit) be made in favour of the members or any of the members of any local Board establishment as aforesaid or in favour of any company of the shareholders, directors, nominees or managers of any company or firm or otherwise in favour any fluctuating body of persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegate or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

21. Subject to the relevance of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
22. Subject to the relevance of the Act, to sell, lease or otherwise dispose any of the properties or undertakings of the Company.
23. Upon the Company entering into a partnership with any other person or company for the purposes of carrying on the business as per the object clause of the Memorandum and Articles of Association of company may obtain, possess, have or retain all such powers as are available to partners under the Indian Partnership Act, 1932 ("the Act") or under any other law which may for the time being be in force and may perform, execute and/or do all such acts and things that a partner is required to or can or may perform execute and/or do. For this purpose, the Board of Directors may authorise and/or appoint such one or more of Directors, officers or other representatives from time to time to do such acts, deeds or things as may be necessary for the purpose of obtaining, holding, exercising or enforcing the right and powers of a partner and performing the duties and obligations of a partner. The above provisions will apply mutatis mutandis where a company becomes a member of an association of persons or a body of individuals, including representing the Company at a meeting of the partners.
24. The Board of Directors may authorise from time to time accept to act as constituted attorney for any person or persons resident or non-resident in India or company whether belongs to resident or non-resident in India, and exercise through any Director or Directors or any person authorised by a Resolution of the Board, all powers obtained in Company by the document of Power of Attorney.

GENERAL MEETINGS

55. All general meetings other than annual general meeting shall be called extraordinary general meeting.
56. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

57. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

58. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
59. 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.
60. 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.
61. In case of a One Person Company—
 - (i) 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;
 - (ii) such minutes book shall be signed and dated by the member;
 - (iii) the resolution shall become effective from the date of signing such minutes by the sole member.

ADJOURNMENT OF MEETING

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

VOTING RIGHTS

63. (a) 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
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
64. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
65. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
66. 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.
67. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

68. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him/her in respect of shares in the company have been paid.
69. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

70. 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.
71. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
72. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

73. The First Directors of the Company are:
1. Shri Debi Prasad Poddar
 2. Shri Kedar Nath Fatehpuria
 3. Shri Anil Kumar Poddar
- These Directors are no more Director of the company as on the date of adoption of the Article of Association of the company.
74. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them --
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
75. The Board may pay all expenses incurred in getting up and registering the company.
76. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

77. 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.
78. 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.
79. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

PROCEEDINGS OF THE BOARD

80. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
81. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
82. 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.
83. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
84. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
85. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
86. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

87. 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.
88. 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.
89. In case of a One Person Company —
- (i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;
 - (ii) such minutes book shall be signed and dated by the director;
 - (iii) the resolution shall become effective from the date of signing such minutes by the director.
90. a) The Board may from time to time wish such sanction of the Central Government as may be required by law, appoint one or more of their body to the office of the Managing Director or Managing Directors or Wholetime Director(s).
- b) The Directors may from time to time resolve that there shall be either one or more Managing Directors or Wholetime Directors.
- c) In the event of any vacancy arising in the office of a Managing Director or Wholetime Directors, if the Directors resolve to increase the number of Managing Directors or Wholetime Directors, the vacancy shall be filled by the Board of Directors and the Managing Director or Wholetime director so appointed shall hold the office for such period as the Board of Directors may fix.
- d) If the Managing Director or Wholetime Director ceases to hold office as Director, he shall ipso fact and immediately cease to be a Managing Director / Wholetime Director.
- e) The Managing Director or Wholetime Director shall not be liable to retirement by rotation as long as he holds office as Managing Director or Wholetime Director.
91. Subject to the provisions of the Act, the Board may, from time to time, appoint one or more Director to be Managing Director or Managing Directors of the Company, either for a fixed term or without any limitation as to the period for which he or they is/are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place(s).
92. Subject to the provisions of the Act a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.
93. Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained thereof the Board may from time to time entrust to and confer upon the Managing Director or Managing Directors for the time being such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as they think fit, and they may confer such powers, either collaterally with, or to the exclusion of, and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

94. Subject to the provisions of the Art the Managing Director or Managing Directors shall not, while he or they continue to hold that office, be subject to retirement by rotation in accordance with Articles.

SEAL

95. The Board shall provide a common seal for the purpose of the Company and shall have powers from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal for the time being and the seal shall - never be used except by the authority of the Board or a Committee of the Board previously given and in the presence of Director of the Company or some other person appointed by the Directors for the purpose. The Company shall also be at liberty to have an official seal in accordance.
96. Every Deed or other instruments to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney be signed by one Director and the Secretary or some other person appointed by the Board for the purpose, provided nevertheless that certificate of shares may be sealed in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or the statutory modification or reenactment thereof for the time being in force.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

97. (i) 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;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
98. 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.

THE SEAL

99. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board 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.

DIVIDENDS AND RESERVE

100. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 101 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.
- 102 (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the

business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
103. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
104. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him/her to the company on account of calls or otherwise in relation to the shares of the company.
105. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
106. 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.
107. 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.
108. No dividend shall bear interest against the company.

ACCOUNTS

- 109 (i) 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.
- (ii) 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 authorized by the Board or by the company in general meeting.

BOOKS AND DOCUMENTS

110. The Directors shall cause to be kept proper books of accounts in accordance with Section 128 of the Act with respect to –
- a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
 - b) all sales and purchases of goods by the Company;
 - c) the assets and liabilities of the Company;

111. The books of accounts shall be kept at the Office or subject to the proviso to Section 209 of the Act at such other place as the Directors think fit and shall be open to inspection by the Directors during the business hours.
112. The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions of regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right to inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors.
113. The Directors shall from time to time, in accordance with relevant provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such Profit and Loss Accounts, Balance Sheet and reports as are referred to in those Sections.

AUDIT

114. Auditors shall be appointed and their rights and duties regulated in accordance with Sections 139 of the Act.
115. Every account of the Company when audited and approved by General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. When any such error is discovered within that period the accounts shall forthwith be corrected and henceforth shall be conclusive.

DOCUMENTS AND NOTICE

116. A document or notice may be served or given by the Company on any member or an officer thereof either personally or by sending it by post to him to his registered address (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for serving documents or notices on him.
117. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.
118. A document or notice advertised in a newspaper circulating in the neighborhood of the Office shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every member who has no registered address in India and has not supplied to the Company any address within India for the service of documents on him or the sending of notice to him.

A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to him by name or by the title of representative of the deceased or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the person claiming to be so entitled or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

119. Documents or notices of every General Meeting shall be served or given in same manner here in before authorised on or to (a) every member (b) every person entitled to a share in consequence of the death or insolvency of a member and (c) the auditor or auditors for the time being of the Company.

120. Every person who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of each share, previously to his name and address being entered on the Register of Members, shall have been duly served on the person from whom he derives his title to such share.
121. Any document or notice to be served or given by the Company may be signed by a Director or some person duly authorised by the Board for such purpose and the signature may be written, printed or lithographed.
122. All documents or notices to be served or given by members on or to the Company or any officer thereof shall be served or given by sending them to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the office.

AUTHENTICATION OF DOCUMENTS

123. Save as otherwise expressly provided in the Act or these Articles documents or proceedings requiring authentication by the Company may be signed by a Director or an authorised officer of the Company and need not be under its seal.

WINDING UP

124. Subject to the provisions of Chapter XX of the Act and rules made thereunder –
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

125. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he/she is acquitted or in which relief is granted to him/her by the court or the Tribunal.
126. Subject to the provisions of the Act, no Director, Auditor or other officer of the Company shall be liable for the act, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damages arising from the bankruptcy, insolvency or tortious act of any person, firm or company to or with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement, omission, default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.
127. No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors it would be inexpedient in the interest of the Company to disclose.

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

Names, Address and description of subscribers	Number of Equity shares to be taken by each subscriber	Names, Address and description of witness
DEBI PRASAD PODDAR S/o. Lt. Sri Ghirdhari ial Poddar 3A, Shubham Apartments 19B, Alipore Road Calcutta 700 027 BUSINESS	100 (ONE HUNDRED)	MADHUSUDAN SINGHANIA S/o. Sri Radhe Shyam Singhania 111, N.S.C. Bose Road Calcutta - 700 040 BUSINESS
SRI KEDAR NATH FATEHPURIA S/o. Lt. Sri Shyam Sunder Fatehpuria Martin Burn House 1, R.N. Mukherjee Road Calcutta 700 001 COMPANY EXECUTIVE	100 (ONE HUNDRED)	
SMT. USHA PODDAR W/o. Sri Debi Prasad Poddar 3A, Shubham Apartments 19B, Alipore Road Calcutta 700 027	100 (ONE HUNDRED)	
SRI ANIL KUMAR PODDAR S/o. Sri Debi Prasad Poddar 3A, Subham Apartments 19B, Alipore Road, Calcutta 700 001 SERVICE	100 (ONE HUNDRED)	
SRI INDER CHAND BAID S/o. Lt. Sri Deep Chand Baid 3B, Lal Bazar Street, Calcutta 700 001 CHARTERED ACCOUNTANTS	100 (ONE HUNDRED)	
SRI DHARMESH RAJDEV S/o. Sri Vallabhdas Uadavji 22, Heysham Road, Calcutta 700 020 BUSINESS	100 (ONE HUNDRED)	
SMT. MADHU KAPOOR W/o. Anil Kumar Poddar 3A, Subham Apartments 19B, Alipore Road, Calcutta 700 027 HOUSWIFE	100 (ONE HUNDRED)	
Total	700 (SEVEN HUNDRED)	

Calcutta, Dated the 20th day of April 1992.