



कम्पनियों के रजिस्ट्रार के कार्यालय में "] कम्पनी अधिनियम, 1956 (1956 का) के अधीन]
In the Office of the Registrar of Companies, Muzaffargarh
[Under the Companies Act, 1956 (I of 1956)]

IN THE MATTER OF: TASHI ARRO INDUSTRIES LTD

मैं एतद्वारा प्रमाणित करता हूँ कि " ... " परिसीमित निष्कृत निगमन मूलतः 19 ... के ... के ... दिन हम ... अधिनियम के अधिन अधिरक्ष ... परिसीमित नाम द्वारा किया गया था कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क)/22(1) (ख) के निर्वाहकों के अनुसार आवश्यक संकल्प पारित कर चुकी है और इसकी वास्तविकता सरकारी की निमित्त अनुमति कम्पनी काये विभाग द्वारा प्रदान कर दी गई है।
I hereby certify that... .. Limited, which was originally incorporated on... .. day of... .. 1983... .. under the... .. Act, and under the name... .. Limited, having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing, having been accorded thereto in the Department of Company Affairs.

श्रीमय निदेशक के हारोत ... 19... के पत्र सं. ... द्वारा प्राप्त हो
जाय पर उक्त कम्पनी का नाम हम दिग् ... परिलोभित में गवरीत तर दिग्गम्या है और यह
अगति एत खाद्विनिमय की धारा 23 (1) के अगुमर में आरो किया जाता है।
Regional Director ... letter No. ... dated ... 28-09-1972
the name of the said company is this day changed to ...
Limited and this certificate is issued pursuant to section 23(1) of the said Act.

को दिया गया।
 Given under my hand at... *Calcutta* ... this day of *March* ... 19*91*
 (One thousand nine hundred and *ninety-four*...)

... Annular ...
... कम्पनियों का रजिस्ट्रार ...
... 222, Registrar of Companies ...

‘यहाँ पर कम्बनी का पद नाग लिखिए जो कि तन्वीली से पूर्व था।’

* Here give the name of the Company as existing prior to the change.

वहाँ पर अधिनियम (अधिनियमों का नाम मिलित, जिसके अधीन कम्पनी का गठन: रजिस्ट्रेशन और निगमन किया गया था।
: Here give the name of the Act(s) under which the Company was originally registered and incorporated.

अं० एफ० सी०-७

S. C.-7

x. with the Registrar of Companies, New-Delhi, subsequently the company from Private to public with 44 of the co's but by passing special resolution on 16.4.92.



प्रारूप नं० आर्० आर्०

Form. I. B.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

चं० 15070 राक 1905
No. 15070 of 19 83-84

मैं यहाँ द्वारा प्रमाणित करता हूँ कि आज तारीख पन्नी प्रोपर्टीज प्राइवेट लिमिटेड

कंपनी अधिनियम 1956 (1956 का 1) के अधीन नियमित की गई है और यह कंपनी पंजीकृत है।

I hereby certify that TASHI AGHO INDUSTRIES PRIVATE LIMITED

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

मेरे द्वारा यह से आज 15 मई 1905 को दिया गया।

Given under my hand at NEW DELHI the FIFTH day of MAY One thousand nine hundred and EIGHTY THREE.

गोहर
कंपनी रजिस्ट्रार
दिल्ली एवं हरियाणा

(सुनील कपूर)
कंपनी रजिस्ट्रार
Soni Kapoor
Registrar of Companies
DELHI & HARYANA

Co - 59695



(Section 18 (3) of Companies Act, 1950)

CERTIFICATE OF REGISTRATION OF THE ORDER OF COURT
CONFIRMING TRANSFER OF THE REGISTERED OFFICE
FROM ONE STATE TO ANOTHER.

The Tashu Agro Industries Ltd.

having by special resolution altered the provisions of its Memorandum
of Association with respect to the place of the registered office by
changing it from the State of Delhi & Haryana
to the State of West Bengal and such alteration having been
confirmed by an order of C.B. Northern Region Bench
New Delhi bearing date the 22-7-1993

I hereby certify that a certified copy of the said order has
this day been registered.

Given under my hand at Calcutta this 6th
day of August One thousand nine hundred
and ninety three



Asst. Registrar
Asst. Registrar of Companies.

West Bengal

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME ON
CONVERSION TO PUBLIC LIMITED COMPANY

Company No.....15670....

In the Office of the Registrar of Companies, Delhi & Haryana,
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF M/s.....TASHI AGRO INDUSTRIES PRIVATE LIMITED

I hereby certify that TASHI AGRO INDUSTRIES PRIVATE LIMITED
PRIVATE LIMITED, which was originally incorporated on.....5.12.71..... day of
MAY.....Nineteen Hundred and NINETY-TWO under the INDIAN COMPANIES ACT, 1956
(COMPANIES ACT, 1956) under the name TASHI AGRO INDUSTRIES PRIVATE LIMITED
.....having duly passed the necessary Special
Resolution on.....16.04.92..... In terms of section 31/21 read with section 44 of the Companies
Act, 1956, the name of the said Company is this day changed to.....TASHI AGRO INDUSTRIES
LIMITED..... and this Certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at NEW DELHI This 5.12.71.....day of AUGUST
(One Thousand Nine Hundred and Ninety...71.....)



V. S. Gargal
(V. S. GARGAL)
REGISTRAR OF COMPANIES
DELHI & HARYANA

Com. 15670

(Section 18 (3) of Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF THE ORDER OF COMPANY LAW BOARD BENCH
CONFIRMING TRANSFER OF THE REGISTERED OFFICE FROM ONE STATE TO ANOTHER

The Tash Agro Industries Limited having by special resolution

altered the provision of its Memorandum of Association with respect to the place of the registered
office by changing it from the state of Delhi to the state of West Bengal

and such alteration having been confirmed by an order of the Bench of the company Law Board

settling at New Delhi vide C.P. No. 10/17/93 C.L.B. bearing dated

8th March 1994

I hereby certify that certified copy of the said order has this day been registered.

Given under my hand at New Delhi this 15th
day of March One Thousand Nine Hundred and Eighty Four



P. Shukla
REGISTRAR OF COMPANIES
DELHI & HARYANA

THE COMPANIES ACT, 1956

Company Limited by Shares

Memorandum of Association

Of

TAI INDUSTRIES LIMITED

- I. The name of the Company is TAI INDUSTRIES 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) MAIN OBJECTS TO BE PERSUED BY THE COMPANY ON ITS INCORPORATION:
 1. To carry on the business of growing and canning or packing by other means, Mushrooms and the sale by wholesale or retail of the canned mushrooms.
 2. To carry on the business of Farming in all its branches.
 3. To carry on the business of poultry, farming, pisciculture, bee-keeping, gardeners nursery and plantation owners, gig, cattle horse, goat, sheep and other animal keepers and/or breeders farmers, agriculturists, foresters, seed, fruit and vegetable growers and raisers, processors and manufacturers of all farm, animal and vegetable produce and products.
 4. To carry on the business of dairymen and to manufacture, buy and sell either in wholesale or in retail cheese, butter, condensed milk, and every form of tinned milk, or milk sold in special containers or of a special grade or quality.
 5. To carry on the business of horticulturists and seed merchants.
 6. To promote or carry on the business of manufacturers, buyers, sellers, importers, exporters, agents, dealers, distributors, converters, packers and suppliers of all kinds of industrial chemicals, including calcium carbide, activated carbon, etc., metals, ferro alloys and other alloys, minerals, turpentine oil, sophia oil, lemon grass oil and other various oil rosin, carpets, plywood, veneer flush doors, block boards and other wood products and charcoal.
 7. To promote or carry on the business of manufacturers, buyers, sellers, importers, exporters, agents, dealers, distributors, converters, packers and suppliers of all kinds of provisions, groceries, canned goods and preserves, milk and milk products, baby food products, grains, cereals, pulses, spices, wine, alcoholic beverages, meat, poultry, vegetables, fruits and fruit juices and foods and drinks of every description, detergents, cosmetics, toilet requisites and other household goods and articles of personal utility and for the said purpose to purchase, contract or otherwise acquire and maintain factories, canning and bottling plants, freezing plants, cold storage depot, warehouses, transport vehicles, machinery and equipments as may be required.
 8. To promote or carry on the business of running nursing homes, clinics, pharmacies, indoor and outdoor hospitals, pathological centers, to conduct all kind of medical, anatomical, orthopedic, surgical, X-ray and other tests and investigations, laboratories, research establishments and nature cure centres and to carry on either as manufacturers, traders, importers, exporters or otherwise generally deal in all kinds of drugs and pharmaceuticals, patent medicines, medical requirements, surgical

instruments, medical preparation, restorative and disinfectants and to engage in any other business pertaining to health care and cure.

- *9. To carry on the business of costumiers, robe, dress and mantle makers, tailors, silk mercers, makers and suppliers of clothing, fabrics, lingerie, and trimmings of every kind, corse, furriers, drapers, haberdashers, milliners, hosiers, gloves, lace and ribbon makers and dealers, feather dressers, halters, boot and shoemakers, florists perfumers and chemists.
- *10. To carry on all or any of the business of drycleaners, dyers, tinters bleachers, and laundry, sundries men, and to dye, colour, bleach, size, renovate, waterproof, treat, manufacture, make and/or otherwise howsoever prepare for use all manner or fibrous substances, articles of wearing apparel, clothing and fabrics of every description, upholstery, carpets, furniture and all other kinds of articles of domestic or personal utility or application.
- *11. To establish, maintain, run and control a departmental store for the purpose of dealing in all sorts of merchandise and commodities requisite for personal or household use and consumption and to deal in all manufactured and other things, materials and produce.
- *12. To open, establish, manage and run a general provision store and store and merchandise business of all sorts, whether in wholesale or in retail or both and to establish, equip, manage and run chain stores, offices, shops and branches for the supply of provision and stores.
- **13. To carry on the business of mechanical, electrical, electronic, and civil engineers, iron and metal founders, manufacturers of plant, machinery, equipments machine tools and implements of all kinds, tool-makers, assemblers, brass founders metal workers, boiler makers, millwrights, iron and steel converters, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, Implements, rolling stock and hardware of all kinds.
- **14. To act as importers and exporters and for agents and representatives in all forms and spheres.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:

- 1. To promote, establish, provide, maintain and conduct or otherwise and assist research and/or statistical laboratories and experimental workshops and other centre for scientific, statistical, promotional and technical research and experiments, and to undertake and carry on with all scientific, statistical, promotional and technical researches, experiments, test and studies and investigations of all kinds that may be considered likely to assist any of the business which the company is authorized to carry on.
- 2. To apply for, purchase or otherwise require and protect, prolong and renew any patents brevets inventions, licences, protections, concessions, trade marks, privileges and the like, conferring any exclusive or non-exclusive or limited right to any inventions, secrets or other know-how or information which may seem capable of being used for any of the purposes of the Company or the acquiescing of which may seem or be 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 any patents, property rights, inventions secrets, know-how or information so acquired or sell, licencer otherwise deal with the same.

[* Inserted by a Special Resolution under Section 149(2A) of the Companies Act, 1956, at the Annual General Meeting of the Company held on 22nd September, 2003]

[** Inserted by a Special Resolution under Section 149(2A) of the Companies Act, 1956, at the Annual General Meeting of the Company held on 22nd September, 2008]

3. To enter into any arrangement with any Government or authorities, Supreme, Municipal Local or otherwise or any Corporations, Companies, or person that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights, provides and concession which the Company may think desirable, and to carry out, exercise, dispose of turn to account and comply with any such arrangements, charters, contracts, decrees, rights privileges and concession.
4. To acquire by concession, grant, purchase, barter, or otherwise, either absolutely or conditionally, and either alone or jointly with others factory plant machinery apparatus, utensils, equipments, works conveniences and other movable and immovable property of any description and to construct, improve, develop, alter, control, work, maintain, manage or contribute to subsidies or otherwise assist or take part in construction, improvement maintenance, working management carrying out or control thereof, necessary or convenient for the purpose of the Company.
5. To enter into any partnership or arrangement for sharing profits unions of interests cooperation, joint venture, reciprocal concession, or otherwise with any person or Company carrying on or engaged in any business or transactions which this Company is authorized to carry on and to lend money to guarantee the contracts of or otherwise assist any such person or company and to place take or otherwise acquire or to be interested in or hold, sell and dispose of shares, stock, debentures and securities, of any such company.
6. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights, assets and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on or possession of property or rights suitable for any of the Company.
7. To promote form and establish or aid in the promotion, formation and establishment of any company or companies, association or association, subsidiary or otherwise, for the purpose of acquiring or purchasing or taking over all or any of the property, rights and liabilities of the Company and to transfer to any such company any property, rights and liabilities of the Company and to transfer to any such company any property of the Company, or to be interested in or take or otherwise acquire, hold, sell or dispose of shares, stocks, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this Memorandum, and to subsidies or otherwise assist any such company and to undertake the management or other works, duties and business of any company on such terms as may be arranged.
8. To amalgamate with any other company or companies having any similar object, or objects, carrying on any activities which any company can beneficially carry on in combination or addition to any existing activities.
9. To open accounts with any bank or financial institution and to draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, hundis, bill of lading, warrants, debentures and other negotiable or transferable instruments and to buy, sell and deal in the same.
10. Subject to the provisions, of section 292 and 58A of the Act and regulations made thereunder and the directions issued by RBI, to borrow or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose of the Company and at such time or times as may be thought fit, by promissory notes, by taking credits in or opening current accounts with any person, firm, bank or company and whether with or without any security or by such other means as deemed expedient, and in particular by the issue of debenture stock perpetual or otherwise and as security for any such money so borrowed, raised, received and or any such debentures or debenture stock so issued to mortgage, hypothecate, pledge or charge the whole or any part of the property and assets of the Company, both present and future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the tenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities PROVIDED that the Company shall not accept any deposits for the purpose of doing banking business.

11. To manage land, buildings and other properties situated in any place in India or out of India and any state, or interest therein and any rights over and connected there with, belonging to the Company and to devise and collect rents and incomes and profits thereof and to supply guests, tenants and/or other occupants thereof and/or to act as caterers and promoters and to provide catering refreshments and other services, facilities and convenience and advantage in respect thereof.
12. To lend and advance money or give credit to such persons, firms or companies and on such terms with or without security or which may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or security for any person, firms or companies provided that the Company shall not carry on the business of banking within the meaning of Banking Regulation Act, 1949.
13. To sell improve, alter, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the business, assets, rights and generally the resources and undertakings of the Company in whole or in part.
14. To pay all expenses incurred in connection with the promotion, formation and incorporation of the Company and the issue of its capital.
15. To construct, carry out, maintain, improve, manage, work, control and superintend any roadways, tramways, railways, bridges, dams, barrages, reservoirs, watercourses, aqueducts, wharfs, furnaces, saw-mills, crushing works, hydraulic works, electrical works, factories, warehouse, saw-mills, crushing works, hydraulic works. electrical work, factories, warehouses, shops and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, and to contribute to subsidise or otherwise aid or take part in any such operations.
16. To create any reserve fund, sinking fund, insurance fund or any other special funds, as authorized by law whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.
17. To provide for the welfare of the employees and ex-employees and directors or other officers and ex-directors or other ex-officers of the Company and their wives widows and facilities of such persons by building or by contributing to the building of houses, quarters, or chawls, by grants of money, pensions, gratuities, annuities, allowances, bonus, compensation or other payments, and from time to time by creating and subscribing or contributing to provident fund or other funds and providing or subscribing or contributing towards schools, places of instruction and recreations, educational, medical and other reliefs and other assistance as the Company shall deem fit.
18. Subject to the provisions of section 293A of the Act to make donations to such person or persons either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to form, subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, educational, social, medical, religious, benevolent, national, public or other institutions or objects or for any exhibition of for any public, general or other objects.
19. To act as trustees of any deeds with a view to the issue of preferred or any debentures, debentures stock or other securities, or obligations whatsoever and to under take the office or exercise the powers of executors, administrator, treasurer, custodian and trust corporation, relating to the business of the Company.
20. To constitute any trust with a view to the issue of preferred or any other special securities, certificates or other documents based on or representing any shares; stocks or other assets appropriated for the purpose of any such trust, to settle and regulate and if thought fit, to undertake and execute any such trusts and to issue, hold or dispose of any such preferred or other special securities, certificates or documents, relating to the business of the Company.

21. To procure the registration or other reorganization of the Company in any country, state or place outside India and to establish and maintain local registers at branch, places of business in any part of the world.
22. To adopt such means of advertisement as may seem expedient and in particular by advertising in the press, by circulars, by granting prizes, rewards and donations and holding exhibitions, demonstrations and displays.
23. To distribute among the members of the Company in specie or in kind any property of the Company or in any proceeds of sale or disposal or any property of the Company but so that no distribution amounts to a reduction of capital shall be made without the sanction required by law.
24. To do all or any of the above things in any part of the world, and as principals, agents, managers, secretaries, treasurers, contractors, trustees or otherwise, and by or through trustees agent or otherwise and either alone or in conjunction with others.
25. To subscribe for, buy invest in and acquire and hold shares, stocks, debentures, debenture- stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures bonds, obligations and securities issued or guaranteed by any Government, State dominions, sovereign, ruler, commissioners, public body or authority, Supreme, Municipal, Local or otherwise firm or person whether in India or elsewhere and to deal with and turn to account the same provided always that no investment imposing unlimited liability on the Company shall be made.

(C) OTHER OBJECTS

1. To manufacture sowing machines, reaping machines, thrashing machines, tractors and all other kinds of farm implements and machinery and agricultural machinery, dairy machines, elevating machines, conveying machines, transmission machines, incubators and parts and tools thereof and accessories requisite thereon.
2. To carry on the business of manufacturers of and dealers in packaging and packings of all kinds and packing and packaging materials of all kinds, including cartons, crates, boxes, bags and other wrappers or containers and wrapping papers, corrugated papers, water proof papers, sensitized and cover papers or coated papers, boards films and other materials used In packing or packaging or in preparation thereof,
3. To acquire, purchase, construct, reconstruct, develop, improve, alter, run, operate manage, maintain, promote, finance, control and/or organize and otherwise howsoever deal with or In hotels, inns, motels, sarais, resorts, lodging houses, guest houses, rest houses, homes, pension camps and shelters, homes and accommodations of all kinds restaurants, cafes, towers, casinos, eating house, discotheques pubs, bars, canteens, night-clubs and any other places where food and/or drink is served for consumption on the premises whether in combination with any other activities or not and places for amusement, including amusement parks and arcades, cinemas theatres, swimming pools, football, hockey, cricket and other sports fields, tennis, volley-ball, handball, badminton and other sports courts, horse riding, and racing, facilities for hunting and other forms of shooting and gray hound and other forms of racing and fishing, music and dance halls, sports facilities of all kinds, places of entertainment of all kinds, gymnasiums, bowling-alleys, bath, health and other clubs, amusements parks, fair, grounds, theatres, cinema, recreation rooms and centres, reading rooms, libraries, grounds and other places of recreation, amusement and/or instruction in any form whatsoever.
4. To carry on business of advisers and/or consultants for or relative to planning, designing constructing, re-constructing, developing, improving, altering, operating, managing, administering, organizing, financing, decorating, furnishing, running and/or maintaining hotels, restaurants and/or places of amusement and recreation and all aspects thereof and related and consequential business activities and operation, including the rendition and application of specialized services and know-how techniques and methods relative thereto.

5. To carry on business of manufacturing vacuum flasks (thermos) and components thereof and all kinds of glass products.
6. To manufacture, produce, boil, refine, prepare, buy sell and generally to deal in sugar, sugar-candy, jaggery, sugar beet, sugarcane, malady, and all sugar products such as confectionery, glucose, sugar-candy and all or any bye-products thereof and in connection herewith to acquire, construct, operate factories for manufacture of sugar or any of its products or bye products and acquire or manufacture machinery for any of the above purposes.
7. To carry on the business of manufacturers of and dealers in gases for industrial, lighting, heating, refrigeration, motive power or any other purpose, including oxygen, dissolved acetylene, nitrogen, argon, for on gas etc. and all and any residual products resulting from the manufacture thereof.
8. To carry on the business of film producers, film renters, film hirers and distributors and exhibitors of cinematograph, television and other film and in connection therewith to acquire, lease, hire construct, equip, control, maintain, manage and provide land, buildings, studios and all other structures, apparatus, equipments and articles necessary or convenient for the carrying on of such business or businesses.
9. To carry on business as hair-dressers, hair and scalp specialists, beauty and/or health specialists and experts, trichologists, chiropodists, manicurists, perfumers, sundriesmen and measures.
10. To carry on business as jewelers, gold and silversmith, manufacturers and dealers in china, curios, articles of value, coins, medals, bullion and precious stones and as manufacturers and dealers in gold and silver plated articles, watches, cockles, chronometers, and optical and scientific instruments, and appliances of every description.
11. To carry on the business of live and dead stock bacon factors and merchants, bakers, butchers, meat salesmen, butter factors cheese mongers, corn and flour merchants, poultries and general provision merchants, and to buy sell, manufacture and otherwise deal in the same.
12. To carry on business as bakers, millers and to manufacture and deal in bread, biscuits and other farinaceous goods and products, milk, cakes and buns.
13. To carry on the business of tobacconists, cigar, cigarette and snuff manufacturer and merchants and buyers, sellers, manufacturers, importers and dealers of/or in tobacco, cigars, cigarettes, snuff, pipes, matches, lighters, petrol and other lighter fuel, and other smokers requisites.
14. To carry on the business of dealers and/or manufacturers in haberdashery, toilet and wares including but not limited to walking sticks, umbrellas, tins, canisters, cardboard and other boxes, packing and stationery materials of all kinds, hair and other brushes, combs, razors, scissors, soap, sponges and other toilet requisites and household and goods and articles of personal utility.
15. To carry on the business of printers, manufacturers and/or dealers of newspapers, periodicals, magazine, books, greeting cards, playing cards and other cards of all types, paper and paper products and stationery of all kinds.
16. To act as building, construction erection mechanical, electrical, civil and structural designers, constructors, erectors, suppliers, supervisors, consultants, managers and/or contractors,
17. To act as licensed victuallers, wine and beer and spirit merchants, brewers, malsters, distillers and manufacturers, suppliers and vendors of all kinds of foods, ice, aerated mineral and artificial waters and other drinks.

18. To act as importers, exporters, brokers, cleaning, forwarding, travel, cargo, property estate and general agents and representatives and carriers and transporters and delivery and/or commission and theatrical and other agents.
19. To carry on the business of mining and quarrying in all its aspects and allied activities.
20. To carry on the business of carriers by all means of transport, by land, sea, inland, waterways and air.
21. To acquire, manage, construct, equip, maintain; work, operate and otherwise to deal in or with any public or private transport vehicles, motor, rail and tram coaches, hovercraft or other carriers whatsoever appropriate for the carriage of goods or passengers.
22. To acquire, manage; construct, equip, work and operate or otherwise deal in or with ships and vessel of all kinds and other means of water transport, to establish and maintain lines or regular services of ships or other vessels.
23. To acquire, manage, construct, equip, maintain, work and operate and otherwise to deal in or with aeroplanes, helicopters, hovercrafts, rocket propelled vehicles and other means of air transport for the carriage of passengers or freight.
24. To carry on the business of tour agents, travel agents, tourists agents and contractors cable and insurance, forwarding and general agents, shipping booking and ticketing agents, aircraft and ship owners and charterers, agents for operators of air, sea land or Inland water-way carriage undertakings, hotel, apartments and lodging-house keepers and agents, promoters and managers of clubs and societies (traveling, social, educational or otherwise) of books, periodicals and newspapers, correspondents and advertising agents.
25. To construct, purchase and acquire garages, hangars, store houses, ware houses Workshops and other buildings, wharfs and water ways for the housing, repair and up-keep of carriers, the storage of fuel and other oils, building and machinery.
26. To carry on the business of manufacturers maintaining and repairing motor coaches, motor car, commercial vehicles, ships, boats, aircraft, hovercrafts, railway coaches, tram coaches, vehicles bodies, all other vehicles and modes of transport or travel or carriage.
27. To undertake, carry out, promote, sponsor and/or assist any programme of rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area, including any area regarded as a rural area, under the Income-tax, or any other law providing for/relating to rural development for the time being in force, and to incur any expenditure and any programme of rural development and to assist execution and promotion thereof either directly or through any other agency (ies) or in any other manner and in connection therewith or for the purpose thereof to transfer or otherwise divest with or without consideration or at concessional value any property of the company to or in favor of any public or local body or authority or in the Central or any state Government of any public or local body or authority or in the Central or any State Government or any institution trust, society or fund as approved by the Central Government or any other approved authority.
28. To undertake, carry out, promote, sponsor and/or assist in activity intended to promote the national economy or the growth thereof including any activity intended to promote national welfare or social economic or moral uplift of the public or any section of the public of India by any means including without prejudice to the generality, of the foregoing, by undertaking, carrying out, promoting, sponsoring and/or assisting in publication of books, literature, newspapers, or other means or mass media by organizing lectures or seminars by giving or distributing awards and scholarships and grants, loans and/or other assistance, by establishing, conducting or assisting any institution, fund trust or Society having any one of the aforesaid objects as one of its objects by any other means whatsoever and in connection with or for the implementation of the above objects or purposes; to transfer or otherwise divest with or without consideration or at any consideration value any property of Company to or in favor of ally public or local body or authority or the Central or any State Government or any

(Institution or trust society or fund, as approved by Governmental or State Government or any) other appropriate Authority.

29. To acquire by purchase, lease, exchange, concession, grant, licence or otherwise howsoever lands and of buildings of any tenure or description, situated in any place in India or outside India and any estate or interest therein and in any rights over or connected with the land and/or building or to turn the same to account in any manner as may seem expedient and in particular by developing the same into industrial, residential and/or commercial plots or building sites or estates and/or by constructing, re-constructing, altering, improving, decorating furnishing or maintaining offices, plots, house, shops, factories, warehouse, wharves, airport, heliports, parking lots, waiting rooms, meeting rooms, lavatories, garages, stables and other conveniences, buildings of works whatsoever and/or by selling leasing, licensing or otherwise howsoever dispossessing or dealing with the same.
30. To construct, erect, build, excavate, repair, renovate and to do all other acts in connection with railways, tramway, docks, piers, harbours, ports, roads, sideways, highways, bridges, manufacturing plants and tools, canals, reservoirs, tanks, wells, embankments, irrigation, reclamation, improvements, sewage, drainage, sanitary, water, gas, electric light, telephonic telegraphic and power supply works, hutments, tents, structures, factories, building, bridges.
31. To carry on, execute and conduct a general contracting business, to submit tenders and undertake to do all sorts of building manufacturing, producing, framing, perveging, supplying, designing, enlarging, repairing, remodelling, managing, administering, controlling and supervising business.
32. To carry on the business of agents, suppliers and manufacturers representatives.
- IV. The liability of members is limited.
- V. The Share capital of the Company is Rs.7,50,00,000/- (Rupees seven crores fifty lacs only) divided into 75,00,000 (seventy five lacs) Equity Shares of Rs.10/- (Rupees ten only) each.

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 Capital of the Company set opposite our respective names :—

Name of Subscribers	Address and Description and occupation of subscribers	Signature of Subscribers	Number of Shares taken by each subscribers	Name, Addresses and description of witnesses
Krishna Doegar	W/o Shri H. Doegar, N-100 Greater Kailash-1, New Delhi, Household	Sd.	Ten	I witness the signature and other particulars of both the subscribers Sd. Ashutosh Doegar (Chartered Accountant) S/o. Shri Jagdish Ram Doegar 5/16, Old Rajinder Nagar, New Delhi.
Pinky Doegar	D/o Shri H. Doegar, Student N-100 Greater Kailash-1, New Delhi	Sd.	Ten	
		Total	Twenty Equity Shares	

THE COMPANIES ACT, 2013
Company Limited by Shares
Articles of Association
Of
TAI INDUSTRIES LIMITED

1. The Regulations contained in Table "F" in Schedule I to the Companies Act, 2013 shall apply to the Company, unless contrary to the provisions in these articles.

Application of
Table "F"

INTERPRETATION

2. Unless in these article there be something in the context or subject inconsistent therewith :

Interpretation

"The Act" means the Companies Act, 2013 and Rules thereunder or any statutory modification thereof for the time being in force and, where applicable, shall include references to the Companies Act, 1956 ("the previous Act")

Act

Any reference to the Companies Act, 1956, shall be deemed to include reference to any statutory modification or reenactment thereof for the time being in force; and any reference to any section or provision of the Act shall be

Act to Include
modification

"Person" includes a Corporation, Company or other juristic person, a trust, a joint Hindu Family and a firm as well as individuals as are entitled to hold property in their own name.

Persons

"The Register" means the Register of Members of the Company

Register

"Register of Members" shall mean the register of members required to be maintained pursuant to the Act and shall include the Register of Beneficial Owners maintained by a Depository under the Depositories Act 1996 in respect of the Company's shares being held in a dematerialized form.

Register of Members

The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Companies Act, 2013 with details of shares held in material or dematerialized forms in any media as may be permitted by law, including in any form of electronic media.

Register and Index
of Members

The Company shall also be entitled to keep in any state or country outside India a Branch Register of Members resident in that state or country.

Words importing the singular number include the plural number and vice versa.

Singular number

Any reference to table "F" of Schedule I of the Companies Act, 2013, shall be deemed to include reference to the relative Table, Schedule or equivalent in any statutory modification or reenactment thereof; and any reference to any Regulation or Provision of Table "F" of Schedule I of the Act, shall be deemed to include reference to the relative Regulation or Provision in the modified or re-enacted Table.

Table "F" to Include
re- enactment

"Whole-time Director", means any working Director not designated as a Managing Director and shall include a working Director designated as Additional or Joint or Deputy or Assistant Managing Director.

Whole time Director

Term(s) and phrase(s), capitalized words, not specifically defined in these Articles, shall bear the same meaning as assigned to the same in the Act.

The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.

Articles to be
contemporary in
nature

CAPITAL

3. The Authorised Share Capital of the Company shall be such amount and shall be divided into such shares as may from time to time be provided under Clause V of the Memorandum of Association of the Company.
4. Subject to the provisions of the Act, the Company may by an ordinary resolution in General Meeting from time to time alter the conditions of its Memorandum as follows, that is to say, it may:

Capital

Increase and
alteration of Share
Capital

- a) Increase its share capital by such amount as it thinks

expedient by issuing new shares of such amount as may be deemed expedient and the new shares shall be issued on such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Board of Directors shall determine, but that no greater right or higher privilege shall in any event be created over the then existing shares.

- b) consolidate and divide all or any of the share capital in to shares of larger amount than its existing shares.
- c) convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid up shares of any denomination.
- d) sub-divide its shares or any of them into shares of any smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any unpaid on such reduced share shall be the same as it was in case of the share from which the reduced share is derived; and
- e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this clause shall not be deemed to be a reduction of share capital within the meaning of the Act.

How far new share to rank with shares of original capital.

5. Except so far as provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the then existing capital and shall be subject to the provision herein contained applicable to the shares of the Company.

Issue of preference shares

6. Subject to Section 55 of the Act, the Company may issue preference shares and no such shares shall be redeemed, unless they are fully paid.

Variation of shareholders' rights

7. Subject to the provisions of the Act, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

Reduction of Share Capital

8. Subject to provisions of the Act, the Company may by Special Resolution in General Meeting, reduce its share capital, any capital Redemption Reserve Account or Share Premium Account in any way and the paid up capital may be cancelled without reducing the nominal amount of the shares by the like amount to the intent that the unpaid and uncalled capital shall be increased by the like amount.

Payment of Commission

9. (i) The company may exercise the powers of paying commissions to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or Debentures of the Company, or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for Shares or Debentures of the Company conferred by the relevant provisions of the Act, 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

(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.

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| 10. | The Company may, subject to Applicable Laws, pay a reasonable sum for brokerage and may make any allotment on the terms that the person to whom such allotment is made shall have the right to call for further shares at such time or times and at such price or prices (not less than par) as may be thought fit. | Payment of
Brokerage |
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SHARES

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| 11. | The shares in the capital shall be numbered progressively according to their several denominations, provided, however, that the provision relating to progressive numbering shall not apply to the shares which are dematerialized or may be dematerialized in future or issued in future in dematerialized form. Except in the manner hereinbefore mentioned, no share shall be sub-divided. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished. | Shares to be
numbered
progressively and
to be subdivided |
| 12. | Subject to the provisions of the Act and these Articles, the shares shall be under the control of the Directors, who may 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 times as the Board may from time to time think fit. The Directors shall have regard to the restrictions on the allotment of shares imposed by Section 39 and 40 of the said Act so far as those restrictions are binding on the Company. | Shares at the
disposal of the
Directors |
| 13. | Subject to the provisions of the Act and these Articles, the Board may allot and issue shares in the capital of the Company as payment for any property sold or transferred or for services rendered to the Company in the conduct of its business or otherwise for consideration other than cash and any shares which may be so issued shall be deemed to be fully paid up shares. | The Board may
Issue Shares as
fully paid-up |
| 14. | An application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein shall be an acceptance, of the shares and every person who thus or otherwise accepts any shares and whose name is on the Register shall be a shareholder of the company. | Acceptance of
shares |
| 15. | The money (if any) which the Director shall on allotment of any shares being made by them require or direct to be paid by way of deposit, call or otherwise in respect of any share, shall immediately on allotment of such shares become a debt due to and recoverable by the Company from the allotment thereof and shall be paid by him accordingly. | Deposit and Calls
etc. to be a debt
payable
immediately |
| 16. | If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall, when due, be paid to the Company by the person(s) who, for the time being and from time to time, shall be registered holder(s) of the share or their heir, executors, administrators and legal representatives. | Installments on
shares to be duly
paid |
| 17. | Except as ordered by a Court of competent jurisdiction or as may be required by law the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in | Company not
bound to recognize
any interest in
share other than
that of registered
holder |

CERTIFICATES

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| Certificates | 18. | <p>a) Certificates of title to shares shall be issued under the seal of the Company, which shall be affixed in the presence of and signed by two Directors duly authorised by the Board, one of whom shall be a person other than the Managing or Whole-time Director, and the Secretary or some other person authorised by the Board for the purpose.</p> <p>b) A Director may sign a share certificate by affixing his signature thereon by means of any machine equipment or other mechanical means such as engraving in metal lithography, but not by means of a rubber stamp provided however, that notwithstanding anything contained in these Articles, the certificate of title to shares may be executed and issued in accordance with such other provisions of the Act or the rules made there under as may be in force for the time being and from time to time. The certificates shall be made out in favour of not more than four persons.</p> <p>Provided however that no share certificate(s) shall be issued for shares held in dematerialized from.</p> |
| Dematerialisation/
Rematerialisation | 19. | <p>The Company shall be entitled to dematerialise its existing shares, rematerialise its shares, held in Depositories and/or offer fresh shares held in a dematerialised form, pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.</p> |
| Members right to
certificate | 20. | <p>Every member shall be entitled free of charge to one certificate for all the shares of each class registered in his name and if he sells part of the holding, to one certificate for the balance, or he may (upon paying such fee as the Directors may from time to time determine but not exceeding the provisions of the Act and the Rules made thereunder) have several certificates each for one or more share(s) only upon surrender to the Company of the certificate in lieu of which it is issued. The Company shall within two months after the allotment of any shares, debentures or debenture stock or within one month after the application for the registration of the transfer of any share, debentures or debenture stock, complete and have ready for delivery the certificates of all shares, debentures and or debenture stock, allotted or transferred as the case may be, unless the conditions of issue of the shares, debentures or debenture stock, allotted or transferred, as the case may be, otherwise provide.</p> <p>Every certificate of share shall specify the numbers and denote the number of the shares in respect of which it is issued and the amount paid up thereon.</p> |
| Split Shares | 21. | <p>Notwithstanding anything contained in any other Articles hereof the Board may refuse any application for subdivision of any Share Certificate into certificates of denominations otherwise than in marketable lot except where such sub-division is required to be made for compliance with any law or order or a decree of a court or on the direction of a Stock Exchange on which the Company's shares are or may be listed. Provided nevertheless that the Board at its own discretion and in exceptional circumstances and for avoiding any hardships or for any just and sufficient cause (on each of which the Board's decision shall be final and conclusive) accept any application for sub-division of Share Certificate into certificates of denominations of otherwise than in marketable lot.</p> <p>Provided however no share certificate(s) shall be issued for shares held in dematerialised form.</p> |

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| 22. | If any certificate is lost or destroyed or mutilated or torn or has no further space on the reverse thereof for endorsement of transfer then (i) in case of lost or destroyed certificate(s), upon proof to the satisfaction of the Board of Directors as to its loss or destruction and on execution of such indemnity as the Board deems adequate and (ii) in any other case, upon surrender of the certificate to the Company, a new certificate in lieu thereof shall be issued to the party entitled to such certificate. Any new or renewed certificate may be marked as such. Every certificate under this Article shall be issued on payment of an amount not exceeding rupees fifty or as may be determined by the Board and prescribed under the Act from time to time, for each certificate. The Company shall issue duplicate share certificate(s) within 45 days from the date of submission of complete documents with the Company. | Issue of renewed or duplicate share certificate(s) |
| | Provided however, that no share certificate(s) shall be issued for shares held in dematerialised form. | |
| 23. | In case of shares registered in the names of two or more persons the certificate should be sent to the first named shareholder. | To which of joint holder certificate to be issued. |
| | Provided however that no share certificate(s) shall be issued for shares held in a dematerialised form. | |
| 24. | If any shares stand in the name of two or more persons the person first named in the register shall as regards receipt of dividends or bonus or services of notice and all and any other matters connected with the Company and the rights of the shareholders (except with regard to the transfer or transmissions of shares) be deemed the holder sole thereof. | The first name of Joint holder deemed sole-holder |
| 25. | The Board shall comply with the Rules, Regulations and requirements of any Stock Exchange with which the Company is registered and with the Rules made under the Securities Contracts Regulations Act, 1956 and any other Act or Rules applicable relating to the issue of certificates. | Compliance with stock exchange regulations |

TRANSFER AND TRANSMISSION OF SHARES

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| 26. | The Company shall keep a book called, 'The Register of Transfers' and therein shall enter fairly and distinctly all the particulars of every transfer or transmission of any share(s). | Register of Transfer |
| 27. | The instruments of transfer of any share shall be in writing and all the provisions of Section 56 of the Companies Act, 2013 and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registrations thereof. | Instrument of Transfer |
| 28. | Subject to the provisions of the Act or any statutory modification of the said provisions for the time being in force and subject to the provisions of section 22A of the Securities Contracts (Regulation) Act, 1956 the Directors may decline to register or acknowledge any transfer of shares and in particular may so decline any case in which the Company has a lien upon the shares or any of them or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the Transferee. Provided that registration of a transfer shall not be refused on the | Director may refuse to register, Transfer or Transmission |

ground of the transferor being either alone jointly with any other person or persons, indebted to the Company on any account whatsoever except a lien.

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| Instrument of Transfer to be left at office as evidence of title given. | 29. | Every Instruments of transfer duly executed and stamped shall be left at the registered office or the office of the registrar and transfer agent for registration accompanied by the certificate for the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. |
| When instruments of Transfer to be retained | 30. | All instruments of transfer shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine. |
| Transmission of shares | 31. | The executors or administrators of a deceased shareholder or the holder of a Succession Certificate shall be the only person to be recognized by the Company as having any title to his share except in case of joint holders in which case surviving holders or the executors or administrators of the last surviving holders shall be the only person(s) entitled to be so recognized but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. The Company shall not be bound to recognize such executor or administrator unless he shall have obtained probate or letter of administration or other legal representation as the case may be from a duly constituted competent Court in India or abroad or from any authority duly authorized by an Act of the Legislature of India or by any order or notification of the President of India to grant such Probate, Letters of Administration, Succession Certificate lawful for the Board in its absolute discretion to dispense with the production of Probate, Letters of Administration or Succession Certificate or other legal representation upon such terms to indemnify as the Board may deem fit. |
| Transfer of shares joint names | 32. | No Share held in the names of two or more persons shall be transferred except upon the signature of all joint holders of the share for the time being and all acts required to be done by the holder of a share relative to the transfer thereof shall be required to be done in respect of a share held in the names of two or more persons by all the persons in whose names the share is held for time being. Nothing herein stated shall however, entitle any one or more joint holders of a share to transfer his/their interest in the share without the transfer of the share as a whole. |
| Title to shares | 33. | Any person becoming entitled to shares in consequence of the death, lunacy or insolvency of any member upon producing proper evidence of the grant of Probate or Letters of Administration or Succession Certificate or such other evidence that he sustains the character in respect to which he proposes to act under these Articles or of his title, as the Directors think sufficient, may with the consent of the Directors be registered as member in respect of such shares or may, subject to the regulations as to transfer hereinbefore contained, transfer such share. |
| Board may require evidence of transmission | 34. | Every request for the registration of the transmission of a share shall be verified in such manner as the Directors may require and the company may refuse to register any such transmission until the same be so verified or until and unless an indemnity be given to the Company with regard to such registration which the Directors in their discretion shall consider sufficient provided that there shall not be any obligation on the Company or the Directors to accept any indemnity. |

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| 35. | No fee shall be charged by the company in respect of the registration of transfer or transmission of any shares or debentures or for the registration of any Power of Attorney, Probate, Letters of Administration or similar documents. | Fee on transfer or transmission |
| 36. | Nothing contained in the foregoing Articles shall apply to the transfer of security effected by the transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository. | Transfer of Securities on the Depository. |
| 37. | The provisions of these Articles shall mutatis mutandis apply to the transmission of the right to debentures of the Company. | Transmission of debentures. |
| 38. | In the case of transfer of shares, where the Company has not issued any certificates and where such shares, are being held in an electronic or fungible form, the provisions of the Depositories Act, 1996 shall apply. | Applicability of the Depositories Act. |
| 39. | The Company if at any time issues debentures, shall keep a Register and Index of Debenture holders with details of debentures held in material and dematerialised forms in any media (including electronic media) as may be permitted by law. The Register and Index of Beneficial Owners maintained by a Depository under section 11 of the Depositories Act shall be deemed to be the Register and Index of Debenture holders holding debentures in a dematerialised form for the purpose of the Act. The Company shall have the power to keep in any State or country outside India a Branch Register of Debenture holders resident in that State or Country. | Register and Index of Debenture holders. |
| 40. | Save as permitted by sections 68 to 70 of the Act, the Company shall purchase its own shares or other specified securities out of (i) its free reserves; or (ii) the securities premium account, or (iii) the proceeds of any shares or other specified securities, or (iv) otherwise specified by law for the time being in force. | Buy back of Shares and Securities. |

CALLS AND LIENS

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| 41. | All calls shall be made on a uniform basis on all shares falling under the same class. Shares of the same nominal value on which different amount have been paid up shall not be deemed to fall under the same class. A call may be made payable by installments. | Calls. |
| 42. | The Directors may from time to time at their discretion extend the time fixed for the payment of a call and may extend such times to all or any of that shareholders who in the opinion of the Directors may fairly be entitled to such extension but no shareholder shall be entitled to such extension save as a matter of grace and favour. | Directors may extend time. |
| 43. | The Company may accept from any member, the whole or a part of the amount remaining unpaid on any shares held by him, even if no part of that amount has been called up. However that, such member shall not be entitled to any voting rights in respect of the amount paid by him until the amount has been called up. | Company to accept unpaid capital though not called up |
| 44. | Any amount paid up in advance of calls on any shares shall not in respect thereof confer a right to dividend or to participate in the profits. | Payment in advance of calls |
| 45. | On the trial or hearing of any action for the recovery of any money due for any call it shall be sufficient to prove that the | Proof. |

name or the member is entered in the Register as the holder of the shares in respect of which such debt accrued, and that the resolution making a call is duly recorded in the minute book and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever, but the proof of the matter aforesaid shall be conclusive evidence of the debt.

46. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.

47. Not less than fourteen days' notice of any call or any other number of days' notice as may be prescribed by the Act and the Rules thereto shall be given specifying the time and place of payment and to whom such call shall be paid.

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 such rate prescribed in the Act and the Rules thereto or at such lower rate, if any, as may be fixed by the Board.

ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.

In case of non-payment of such sum, all the relevant provisions of these Articles 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.

Lien.

48. Fully paid shares shall be free from all liens. The Company's lien on partly paid up shares shall be restricted to moneys called or payable at a fixed time in respect of such shares.

FORFEITURE OF SHARES

Forfeiture for non-payment of calls

49. If any member fails to pay any call or installment on or before the day appointed for the payment of the same, the Board may, at any time thereafter during such time as the call or installment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

Notice after forfeiture

50. When any share has been forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice.

Arrears to be paid notwithstanding forfeiture

51. Any member whose share(s) shall have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing on or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until the date of payment at a rate to be determined by the Board of Directors and the Board of Directors may enforce the payments of such monies or any part thereof if it thinks fit, but shall not be under any obligation to do so.

Title of purchaser and allottee of forfeited share

52. Any purchaser or allottee of forfeited shares shall not (unless by express agreement) be liable to pay any calls, amounts installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any dividends, interest or bonus accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.

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| 53. | Neither a judgment nor a decree in favor of the Company for calls or other monies due in respect of any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall at anytime be due from any member in respect of any share either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any money shall preclude the company from thereafter and at any time during the proceeding to enforce a forfeiture of such share(s) as herein provided. | Partial payment not to preclude forfeiture |
| 54. | <p>i. Article 17 shall apply to debentures in the same manner in which it applies to shares and the words "Register of Members" wherever it appears in Article 17 shall be substituted for the words 'Register of Debenture holder' and the words 'share/shares' shall be subtitled by the words 'debenture/debentures.'</p> <p>ii. Articles 21 and 22 shall apply to debentures in the same manner in which it applies to shares.</p> <p>iii. Article 44 shall apply to debentures in the same manner in which it applies to shares.</p> | Applicability of the provisions of the Articles of Association to Debentures and other securities |

GENERAL MEETING

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| 55. | No resolution submitted to a meeting by the Chairman of the meeting, shall be discussed or put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting. | Business confined to the election of Chairman while chair vacant |
| 56. | No member shall be entitled to demand a poll if any calls or other sums presently payable by him in respect of any shares registered in his name have not been paid or in regard to which the Company has exercised any rights or lien. | Member not entitled to vote will not be entitled to demand a poll |
| 57. | The Chairman of any meeting shall be the judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. | Chairman to be the sole judge of the validity of the vote rendered at poll |

VOTING RIGHTS

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| 58. | A member may exercise his vote at a meeting by electronic means in accordance with the Act. | Votes of members |
| 59. | A depository as a registered owner shall not have any voting rights in respect of shares held by it in a dematerialized form. However, the beneficial owner as per the Register of Beneficial Owners maintained by a Depository shall be entitled to such rights in respect of the shares or securities held by him in the Depository. Any reference to the member or joint members in the Articles includes a reference to the beneficial owner or the joint beneficial owner in respect of the shares held in a Depository. | Voting Rights of Beneficial Owner/Joint Beneficial Owner |
| 60. | <p>a. Every holder of shares in or holder of debentures of the Company may, at any time, nominate, in the prescribed manner, a person to whom his shares in, or debentures of the Company shall vest in the event of his death.</p> <p>b. Where the shares in, or debentures of the Company are held by more than one person jointly, the joint</p> | Nomination |

holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of all the joint holders.

- c. Where a company registered under the provisions of the Act is a member of the Company, a person duly appointed to represent such company at a meeting of the Company in accordance with the provisions of the Act and the Rules thereto, shall not be deemed to be a proxy, and the production at the meeting of a copy of such resolution duly signed by one Director of such company and by the Managing Agents (if any) and certified by him or them as being a true copy of the resolution shall on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.
- d. Notwithstanding anything contained in any other law for the time being in force or in these Articles or in any disposition, whether testamentary or otherwise, in respect of such shares in or debentures of the Company, where a nomination made in the prescribed manner under the Act purports to confer on any person the right to vest the shares in, or debentures of the Company, the nominee shall on death of the shareholder or debenture holder concerned or on the death of all the joint holders as the case may be become entitled to all the rights in relation to such shares in or debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner prescribed under the Act.
- e. Where the nominee is a minor, the holder of the shares or holder of the debentures can make a nomination to appoint in the prescribed manner, any person to become entitled to the shares in, or debentures of the Company, in the event of his death, during the minority.
- f. Notwithstanding anything contained in these Articles, any person who becomes a nominee may, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect either.
 - i. to be registered himself as holder of the share(s) or debentures as the case may be or,
 - ii. to make such transfer of the shares or debenture(s) as the deceased shareholder or debenture holder, as the case may be, could have made.
- g. If the nominee elects to be registered as holder of the share or debenture, himself, as the case may be he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.
- h. A nominee shall be entitled to the dividend on shares and other advantages to which he would be entitled as if he was the registered holder of the share or debenture. Provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

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

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| 61. | Any person becoming entitled to share by reason of death, lunacy or insolvency of a holder may vote in General Meeting in respect thereof in the same manner as if he was the registered member, holder of such-shares provided that at least forty eight hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall have satisfied the Directors of his right to such share unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof. If more than one person be entitled to the share by reasons of the death, lunacy or insolvency and if the names of such person be not noted in the Register then all jointly shall only be entitled to exercise the rights and vote in respect of the share while if their names be entered in the Register in respect of the share, the person whose name is first entered in the Register shall exercise the right and vote in respect of the share. | Vote in respect of
shares of
deceased or
Insolvent |
| 62. | Any instrument of appointment shall be confined to the object of appointing as attorney or proxy or substitute and shall remain permanently or for such time as the Directors may determine, in the custody of the Company. | Custody of
instruments of
proxy |

DIRECTORS

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| 63. | Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than three and not more than fifteen. The Company may appoint more than fifteen directors after passing of a special resolution in this regard. | Number of
Directors |
| 64. | Directors shall not be required to hold any qualification shares. | Qualifications of
Directors |
| 65. | Composition of the Board shall be in accordance with the provisions of Section 149 of the Act and other Applicable Laws. Provided that where there are temporary gaps in meeting the requirements of Applicable Laws pertaining to composition of Board of Directors, the remaining Directors shall (a) be entitled to transact business for the purpose of attaining the required composition of the Board; and (b) be entitled to carry out such business as may be required in the best interests of the Company in the meantime. | |
| 66. | Each Director shall be paid out of the funds of the Company by way of remuneration of his services for attending meetings of the Board or Committee of the Board such fee as may be decided by the Board of Directors but not exceeding the limits provided under the Act from time to time and the rules framed there under.

The Director shall be entitled to be paid reasonable travelling, hotel and other expenses incurred by them in attending meetings of the Board or any Committee thereof. | Remuneration of
Directors |
| 67. | Subject to the provisions the Act, if any Director is called upon | Special |

make special exertion or effort, the Board may arrange with such Director for such special remuneration for such extra service or special exertion or effort either by a fixed sum otherwise as may be determined by the Board subject to the provisions of the Act, and such remuneration may be either in addition to or in substitution for his remuneration above provided.

Retirement of Directors

68. At the first Annual General Meeting of the Company all the Directors for the time being except any Managing or whole time Director (s) shall retire from office and fresh Directors(s) shall be elected in place of the retiring Directors; and thereafter Directors other than Managing or whole time Director(s) shall retire by rotation.

The Company at the General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring Director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.

Appointment of an alternate Director

69. Board may appoint an Alternate Director to Act for a Director during his absence for a period of not less than three months from his State in which meetings of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly, but shall ipso facto vacate office if and when the original Director returns to the State in which meetings of the Board are ordinarily held or the original Director vacates office as a Director.

Appointment of Additional Director

70. The Board shall have the power at any time, and, from time to time to appoint a person as an Additional Director pursuant to Section 161 of the Act provided that the number of Directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by Article 63 of these Articles.

Appointment of Director by Finance Corporation etc.

71. Where any, investment or finance corporation or any other Corporation or Bank or the Central or State Government make loans to or give guarantees to secure the obligations of the Company any such body shall be entitled to appoint a Director or Directors of the Company if that be agreed to as a condition of the grant of the loan or giving of such guarantee, The Director(s) so appointed shall not be required to obtain any qualification shares and the provisions of these Articles as to retirement of Directors shall not apply to him/them. The Directors so appointed shall have the same power and privileges as other directors of the Company. The said Directors shall hold office at the pleasure of and shall be removable or substituted by another person by any such Corporation, Bank or Government. In addition to the Directors' fee provided in these articles, such Directors shall be paid such traveling and other expenses etc., for attending the Board Meeting as may be provided under the rules of the Corporation, Bank or Government which they represent, such appointment or removal shall be by notice in writing to Company.

Managing Director(s) and whole-time Director(s)

72. i. The Directors may from time to time subject to the provisions of sections 196, 197, 198 & 203 of the Act and such approvals as may be required under the Act, appoint a Managing Director, or Managing Directors, or whole time Directors of the Company for

dismiss him or them from office and appoint another and other in his or other place or places.

- ii. The Managing Director or the Managing Directors or whole-time Director(s) while he or they continue to hold that office shall subject to the provisions of the Act, not be liable to retire by rotation but he or they shall be subject to the same provisions as to resignation or removal as the other Directors of the Company subject to provision of the proviso hereto, he or they shall cease to be the Managing Director(s) or whole-time Director(s) if he or they cease to hold the office of Director(s) for any cause. If the number of Managing Director(s) and whole-time Director(s) shall at any time exceed the total number of Directors, who shall not be required to retire by rotation under the Act, they shall determine amongst themselves who amongst them shall retire by rotation, and failing agreement amongst them the junior most by age among the whole-time Directors shall be liable to retire by rotation. Provided always that for the purpose of this Articles a Managing Director or whole-time Director shall not be understood to have ceased to hold the office of Managing Director or whole-time Director, if being required to retire by rotation as a Director, he retires by rotation as Director and is a re-elected.
- iii. The Board of Directors may from time to time subject to the provisions of the Act, entrust to or confer upon the Managing Director(s) or whole-time Director(s) for time being such of the power(s) exercisable the Directors under these presents or by law, as they think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, or vary all or any of such powers.

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| 73. | Subject to Applicable Law, a Director or any Related Party as defined in Section 2 (76) of the Act or other Applicable Law may enter into any contract with Company for the sale, purchase or supply of any goods, materials, or services, or other contract involving creation or transfer of resources, obligations or services, subject to such sanctions as required by Applicable Law. Unless so required by Applicable Law, no sanction shall, however, be necessary for any contracts with a related party entered into on arm's length basis. Where a contract complies with such conditions or in the case of arms length contracts as laid down in a policy on related party transactions framed by the Board and approved by a general meeting, the contract shall be deemed to be a contract entered into on arm's length basis. | Contracts with
Directors or
Related Parties |
| 74. | The Company shall keep at its Registered Office a register containing the particulars of its Directors and Key Managerial Personnel or such other officer as may be prescribed under the Act, Rules and other Applicable Law, which shall include the details of Securities held by each of them in the Company or its holding, subsidiary, subsidiary of Company's holding Company or associate companies in accordance to Section 170 of the Act and Applicable Law. | Register of
Directors and Key
Managerial
Personnel |

DEBENTURE DIRECTORS

Debenture Directors

75. Any trust deed for securing debentures or debenture stock may if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture stock of any person to be a Director or Directors of the Company and may empower such trustees or holders of debentures or debenture stock from time to time to remove any Director appointed. A Director appointed under this Clause is hereinafter referred to as a "Debenture Director".
76. A Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation. The trust deed may contain such ancillary provisions relating to the Management of the Company or otherwise as may be arranged between the Company the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

PROCEEDINGS OF THE BOARD

Meeting of Board and quorum

77. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, provided that a meeting of the Board of Directors shall be held at least once in every four months and at least four such meetings shall be held in every year. The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, present at the meeting being not less than two shall be the quorum during such time.

A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means.

The notice of the meeting shall inform the Directors regarding the option available to them to participate through Electronic Mode, and shall provide all the necessary information to enable the Directors to participate through such Electronic Mode.

Subject to the provisions of Section 173(2) of the Act and Applicable Laws, the Directors may participate in meetings of the Board otherwise than through physical presence, by Electronic Mode as the Board may from time to time decide and the Directors shall be allowed to participate from multiple locations through modern communication equipments for ascertaining the views of such Directors who have indicated their willingness to participate by such Electronic Mode, as the case may be.

BORROWING POWERS

Condition on which monies may be borrowed

78. Subject to sections 73, 185 and 186 of the Act, the Board of Directors may from time to time raise or borrow or secure the repayment of any sum or sums in such manner and upon such terms and conditions in all respects as they think fit and

in particular by the issue of bonds perpetual or redeemable debentures or debenture stock or any mortgage charge or other security on the undertaking of the whole or any part of the property of the company (both present and future) including its uncalled capital for the time being.

The Board shall exercise such power only by means of resolution passed at their meeting and not by circular resolution.

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| 79. | Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the company and the person to whom the same be issued | Debenture |
| 80. | Any debenture stock, bonds or other securities may be issued at a discount premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise provided however, that no debentures with the right to conversion into or allotment of shares shall be issued except with the consent of the Company in General Meeting. | Securities may be assignable and issued at a discount or with special privilege |
| 81. | If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Board of Directors may make calls on such shares for keeping the money so collected in trust for the person in whose favour such mortgage or security is executed. | Mortgage of uncalled capital. |

POWERS OF DIRECTORS

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| 82. | Subject to the provisions of the Act, the control of the Company shall be vested in the Board which shall be entitled to exercise such powers and to do all such acts, matters, deeds and things that the Company is authorized 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 this or any other Act or by the Memorandum or Articles of the Company 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 thing, the Board shall be subject to the provisions contained in that behalf in the Act or any other Act, or in the Memorandum or Articles of the Company, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting. | General Power of Company vested in the Board |
| 83. | No regulation made by the Company in General Meeting shall, however, invalidate any prior act of the Board which would have been valid if that regulation had not been made. | |
| 84. | The Board may, subject to Applicable Laws, also give a loan to a Director or any entity in which the Director is interested. Where any sum of money is payable by a Director, the Board may allow such time for payment of the said money as is acceptable within customary periods for payment of similar money in contemporaneous commercial practice. Grant of such period for payment shall not be deemed to be a "loan" or grant of time for the purpose of sec 180 (1) (d) of the Act and | Power of the Board to grant Loans to Directors |

Subject to the provisions of the Act, and rules made thereunder, the Board shall have the following powers:

To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange or otherwise dispose of absolutely or conditionally any part of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

At their discretion to pay for any property, rights, privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any such 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 or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To make, draw, endorse, sign, accept, negotiate and give all cheques, bills of lading, drafts, orders, bills of exchange, Government of India- and other promissory notes and other negotiable instruments required in the business of the Company.

To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being or in such other manner as they may think fit.

Subject to any agreement to appoint and at their discretion remove or suspend such agents, managers, secretaries, officers, clerks and servants for permanent, temporary or special service as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.

To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds documents and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

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 of any debts due and of any claims or demands by or against the Company.

To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.

To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.

To act on behalf of the Company in all matters relating to bankrupts and insolvents.

To determine who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsement cheques, releases, contracts and documents.

From time to time to provide for the management of the affairs of the Company either in different parts of India or elsewhere in such manner as they think fit and in particular, to establish branch offices and appoint any persons to be the Attorneys or Agents of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit.

To invest and deal with any of the moneys of the Company not immediately required for the purposes thereof upon such securities (not being shares in this Company) and in such manner as they may think fit, and from time to time to verify or realize such investments.

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 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, covenants and provision as shall be agreed on.

To give any person employed by the Company, a commission on the profits of any particular business or transaction or a share in the general profits of the Company and such commission or share of profits shall be treated as part of the working expenses of the Company.

From time to time make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.

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 for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.

To establish, maintain 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 aid to any person or persons who have served the Company or to the wives, children or dependants of such person or persons, that may appear to the Directors just or proper, whether any such person, his widow, children or dependants have or have not a legal claim upon the Company.

Before recommending any dividends to set aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensation; or to create any Provident Fund or Benefit Fund in such or any other manner as the Directors may deem fit.

To make and alter rules and regulations concerning the time and manner of payment of the contributions of the employees and the Company respectively to any such Fund and the accrual, employment, suspension and forfeiture of the benefits

of the said Fund and the application and disposal thereof and otherwise in relation to the working and management of the said Fund as the Directors shall from time to time think fit.

To delegate all or any of the powers hereby conferred upon them to a Managing Director as they may from time to time think fit.

DIVIDENDS

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| Dividend and call together | 86. | In addition to the powers in Regulation 80 Table "F" of Schedule 1 to the Act, any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call may be made payable at the same time as the dividend if so arranged between the Company and member be set off against the call. |
| Effect of Transfer | 87. | A transfer of shares shall not pass the right to dividend declared thereon before the registration of the transfer. |
| Retention in certain cases. | 88. | The Director's may retain the dividends payable upon shares in respect of which any person is under Article 27 or 29 entitled to become a member or which any person mentioned in said clauses is entitled to transfer, until such person shall become a member in respect thereof or shall duly transfer the same. |
| | 89. | Subject to the provisions of Section 123 of the Act, no dividend shall be payable except out of the profits of the Company or out of moneys provided by the Central or a State Government for the payment of the Dividend in pursuance of any guarantee given by such Government and the dividend shall carry interest against the Company. |

SERVICE OF DOCUMENTS

90. A document or notice may be served or given by the Company on any member either personally or sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him or by way of any electronic transmission, as prescribed in Section 20 of the Act and Applicable Law made thereunder.
- A document or notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly served or sent on the day on which the advertisement appears to every member who has no registered address in India and has not supplied to the Company an address within India for serving of documents on or the sending of notices to him.
91. It shall not be necessary to give notice of General Meetings to any person entitled to a share by transmission unless such person shall have been duly registered as a member of the Company.

SECRECY

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| Secrecy | 92. | Subject to the provisions of the Act, no member shall be entitled to enquire of any information respecting any details of the Company's trading or any matter in the nature of a trade secret, |
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opinion of the Directors is not expedient or in the interests or the members of the Company to communicate to the public.

INDEMNITY

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| 93. | Subject to the provisions of section 197 of the Act every Director, Manager or Managing Director (whether an officer of the Company or not) employed by the Company and auditor shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Manager, Managing Director, Officer or Auditor. | Indemnity |
| 94. | Subject to the provisions of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, 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 or incurred by the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Company to or with whom any monies, securities or effects shall be entrusted or for any loss occasioned by any error of judgment, omission, default or oversight on his part for any other loss damage or misfortune whatever, shall happen in the execution of the duties of office or in relation, thereto unless the same shall happen through his own dishonesty. | Individual
responsibility of
Director |

SEAL

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| 95. | The Company shall have a Common Seal and the Board of Directors shall provide for the safe custody thereof, unless otherwise required by the Act and the rules framed hereunder. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and except in the presence of at least one Director and the Secretary or such other person as the Board may appoint for the purpose, and such Director and Secretary or such other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence. | Seal |
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MISCELLANEOUS

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| 96. | An option or right to call on shares may be given only to a person with the sanction of the Company in General Meeting. | Calls on Shares |
| 97. | The registers and indices maintained pursuant to section 88 of the Act and copies of returns pursuant to section 92 of the Act shall be open for inspection during business hours as decided by the Board, by any member, debenture holder or security holder or beneficial owner without payment of fee and by any other person upon payment of Rs. 50 for each inspection.
Any Member, beneficial owner, debenture-holder, other security-holder or other person entitled to copies of any documents / registers / records to be kept or maintained by the Company in physical or electronic form under the provisions of the Companies Act, 2013 or the Rules there under or any earlier enactment or rules, shall be provided copies thereof upon request on payment of fee of Rs. 10/- per page, or such other fee as may be prescribed from time to time and as may be determined by the Board. | Inspection of
Registers, Returns
etc. |

- Applicability of the Act to matters not covered by the Articles 98. Save as provided hereinabove in respect of any matter not covered by or under these Articles, the provisions of the Act with such statutory modification(s), rules, regulations or amendments, as may for the time being be in force, shall apply.
- Residual Authority 99. Wherever in the Act it is provided that the Company shall not have any right, privilege or authority or that the Company cannot or shall not do or permit any act, deed, matter or thing unless the Company is so authorized by its Articles in the absence of specific authority in this behalf herein or the regulations in Table "F" of Schedule I to the Act, this Article hereby specifically authorizes the Company and confers upon the Company the necessary authority for the Company to have such right, privilege or authority and to do or permit to be done such act, deed matter or thing as the case may be as though herein specially set forth and described.
- Corporate Representations at meetings of companies 100. The Managing Director or any other Director may authorise such person as it may think fit to act as the representative of the Company at any meeting of a company of which the Company is a member or creditor, including a holder of debentures, within the meaning of the Act, or at any meeting of any class of members of the company. Any person authorised as such shall be entitled to exercise the same rights and powers, including the right to vote by proxy, electronic means and by postal ballot on behalf of the Company as the Company could exercise if it were an individual member, creditor or holder of debentures of the company.

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 Capital of the Company set opposite our respective names :—

Name of Subscribers	Address and Description and occupation of subscribers	Signature of Subscribers	Number of Shares taken by each subscribers	Name, Addresses and description of witnesses
Krishna Doegar	W/o Shri H. Doegar, N-100 Greater Kailash-1, New Delhi, Household	Sd.	Ten	<p>I witness the signature and other particulars of both the subscribers</p> <p>Sd. Ashutosh Doegar (Chartered Accountant) S/o. Shri Jagdish Ram Doegar 5/16, Old Rajinder Nagar, New Delhi.</p>
Pinky Doegar	D/o Shri H. Doeger, Student N-100 Greater Kailash-1, New Delhi	Sd.	Ten	
		Total	Twenty Equity Shares	