
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SWISS MILITARY CONSUMER GOODS LIMITED



सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): L51100DL1989PLC034797

I hereby certify that the name of the company has been changed from NETWORK LIMITED to SWISS MILITARY CONSUMER GOODS LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name The name of the company at the time of incorporation was NETWORK INDIA LIMITED. Thereafter the name of the company was c.

Given under my hand at New Delhi this Third day of December two thousand twenty.



ARUN KUMAR SINGH

Registrar of Companies
RoC - Delhi

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

SWISS MILITARY CONSUMER GOODS LIMITED

W-39 , OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI, South Delhi, Delhi, India, 110020



**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

COMPANY NO. 34797

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES,
DELHI AND HARYANA**

(UNDER THE COMPANIES ACT, 1956 (OF 1956))

In the matter of.....NETWORK INDIA LIMITED.....

I hereby certify that.....NETWORK INDIA LIMITED.....

.....which was originally incorporated on.....TWENTY FIFTH
day of.....JANUARY.....One Thousand Nine Hundred.....EIGHTY NINE

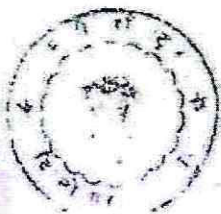
Under the ~~1947 Companies Act, 1947~~ Companies Act, 1956 and Under the
name.....NETWORK INDIA LIMITED.....having

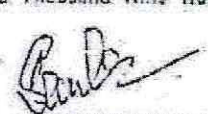
duly passed the necessary special resolution in terms of section 21/22/61/62/65/
of the Companies Act, 1956 and the approval of Central Government signified in
writing have been accorded thereto in the Department of Company Affairs, New Delhi
approval letter No. ROC/Approvals/21/34797/20279 Dated. 8-11-90.

The name of the said Company is this day changed to.....

.....NETWORK LIMITED.....and this certificate is issued
in accordance to Sec. 23(1) of the said Act.

Given under my hand at NEW DELHI this.....NINTH.....day
of.....NOVEMBER.....(One Thousand Nine Hundred
NINTY




(B. BHAVANI SHANKAR)
ACOL/REGISTRAR OF COMPANIES
DELHI AND HARYANA

FOR NETWORK LIMITED


Director/Secy. Signatory

Company No. 55-34797



Certificate for Commencement of Business

व्यापार प्रारम्भ करने का प्रमाण-पत्र
Pursuant to section 149 (3) of the Companies Act, 1956
कम्पनी अधिनियम १९५६ की धारा १४९ (३) के अनुसरण में

I hereby certify that the..... **NETWORK INDIA LIMITED**

मैं एतद द्वारा प्रमाणित करता हूँ कि **नेटवर्क इण्डिया लिमिटेड**

which was incorporated under the Companies Act, 1956 on
जो कि कम्पनी अधिनियम, १९५६ के अन्तर्गत पंजीकृत की गई थी दिनांक **5 माघ, 1980**

the **TWENTY FIFTH** day of **JANUARY** 19 **89**

and which has filed a duly verified declaration in the
और जिस ने कि यथावत निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत
prescribed form that the conditions of section ~~148(1)(a) & 148(2)~~
कर दिया है कि उस ने धारा ~~XXX(X)(a) & 148(2)(a)~~ १४९ (२) (क) से (ग)
148 (2) (a) to (c) of the said Act have been complied with, is entitled
की सभी शर्तों का अनुपालन कर दिया है, अतः व्यापार आरम्भ करने का
to commence business.
अधिकारी है।

Given under my hand at..... **NEW DELHI**

मेरे हस्ताक्षर से आज दिनांक **19 पौष, 1911**

this **NINTH** day of **JANUARY**

One thousand nine hundred and **NINETY**
को जारी किया गया।



। बी. भवानी शंकर ।

कम्पनी रजिस्ट्रार
दिल्ली एवं हरियाणा

(**B. BHAVANI SANKAR**)
Registrar of Companies
DELHI & HARYANA

For NETWORK INDIA LIMITED

Director/Authorized Signatory

THE COMPANIES ACT, 2013

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

SWISS MILITARY CONSUMER GOODS LIMITED

- I. The name of the Company is SWISS MILITARY CONSUMER GOODS LIMITED
- II. The Registered Office of the Company' will be situated in the Union Territory of Delhi.
- III. The objects of which the Company is established are
 - A. **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. Subject to sections 230 to 232 of the Act to acquire, and take over and carry whole or part of the business, properties and liabilities of INDIAN COMMUNICATIONS NETWORK LIMITED and INDIAN NETWORK SYSTEMS LIMITED as a going concern in consideration to be paid wholly or partly in cash issue of shares/debentures/securities or by any other means as may be mutually agreed upon by this Company and the transferor COMPANIES.
 2. To manufacture and deal in all kinds of computers, typewriters, electronic, Electrical, electro-mechanical and other similar equipment used in the field of communication, office equipment, instrumentation, process control, their components, accessories, media, assemblies and all kinds of instruments, peripherals, apparatus, appliances and gadgets used for or in connection with any of the aforesaid and advise, assist and render consultancy services for software, repair, maintenance and application, programming and system studies and to operate training centres in respect thereof.
 3. To subscribe for, acquire, hold and sell shares, share stocks, debentures, debenture stocks, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any Government, sovereign, ruler, commissioners, trust, Municipal, Local or other authority or body of whatever nature, whether in India or elsewhere as trade investments and buy and sell foreign exchange in accordance with applicable laws and generally to invest and deal with the moneys of the Company in such manner and extent as from time to time may be thought proper and to hold, sell or otherwise deal with such investments as may be deemed necessary.
 4. To carry on the business in India or abroad of importers, exporters, merchants, collaborator, franchise, licensing, sub licensing, general order supplier, govt. supplier, commission agents, representatives, distributor, royalty owner, contractor, govt. auctioneers, indent agent, passage agent, organizer concessioners, sale agent and sub agent, online and/or offline through any other mode, in respect of the business of life style products of all kinds including but not limited to travel gear, bags, watches of all kinds, key chains, mugs, jewelries, pearls, decorative products, batteries, golf accessories, musical instruments, electric and electronic products, gift items, antiques, handicrafts, handloom, toys, decorative toys, liquid gold, precious and semi-precious stones, ornaments, of all kinds & all other allied items.

5. To develop, provide, undertake, design, manufacture, import, export, distribute and otherwise deal in Radio Frequency Identification (RFID) logistics or container seals and other Products and to develop, provide, undertake, design, manufacture, import, export, distribute and otherwise deal in Radio Frequency Identification (RFID) and Geographic Information system (GIS) products & solutions in all areas of application including those in Emerging niche segments like Internet and Intranet software enterprise, resource planning, e-commerce, value added products and other business application either for its own use for sale in India or for export outside India including designing and developing such systems and application software on customization for or on behalf of manufacturers, owners and users of computer, telecom, digital, electronic equipment in India or abroad.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

6. To purchase, import, construct, take on lease or hire or otherwise acquire any lands, houses, offices, workshops, factories, buildings and other premises and fixed or movable machinery, tools, engines, boilers, plants, implements, patterns, equipments, components, spares, stock-in-trade including completely knocked down packs, cables. wires, dynamos, patent right and other movable and immovable articles, properties and goods convenient to be used in carrying on business of the Company.
7. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, formulae, discoveries, trademarks, designs, processes, devices, licences, concessions, secret or other information and the like conferring any exclusive or non-exclusive or limited right to their use which may seem capable of being used for any of the purposes of Company or the acquisition of which may seem to be expedient or convenient or calculated directly or indirectly to benefit the Company, and to use, exercise. develop or grant licences or sub-licences in respect of or otherwise turn to account the property right and information so acquired or to experiment upon, test or improve such patents. formulae, inventions, designs, right and information and to expend moneys therefore.
8. To establish. provide, maintain and conduct or otherwise subsidise research centres or laboratories and experimental workshops for scientific and technical researches, experiments and to undertake and carryon all scientific and technical researches, experiment and test of all kinds, and to promote, subsidies or pay for studies and researches, both scientific and technical. Investigations and inventions by providing subsidising. endowing or assisting laboratories, workshops. libraries, lectures, meetings and conferences, and by providing the remuneration of scientific or technical professors or teachers and by establishing, underwriting or providing for scholarships. prices, grants and subsidies to students or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the above business of the Company.
9. To construct, improve, maintain, develop, alter, repair, pull down, restore, work, manage, carry out or control any roads, docks, pears, railway sidings, warehouses and other structures, works and conveniences which may seem calculated to advance the Company's interests and to contribute to or subsidise or otherwise assist or take part in the construction, improvement, maintenance, working and management for attaining the objects of the Company, directly or indirectly.

10. To pay for any rights, privileges or properties including plants, machinery and other equipments acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company wholly or in part either by cash payment or by allotment to him or them of fully or partly paid-up shares of the Company or both or otherwise.
11. To establish, depots, agencies, retail showrooms, workshops, mobile or otherwise, service centre, trial rooms, godowns and other storing, distributing and marketing facilities and to provide and equip them with tools and equipment for repairs and services necessary for the attainment of the objects of the Company.
12. To adopt such means of making known the products or businesses of the Company as may seem expedient" and in particular by publicity and advertising in the press, circulars, purchase, exhibition, demonstration, publication of books, pamphlets and periodicals, and sponsoring rallies, competitions of motor vehicles of all kinds and descriptions and by granting prizes, rewards and donations in connection therewith.
13. To sell goods, assembled and manufactured by the Company on hire purchase or easy payment system or on credit and to lend money or property on mortgage of immovable property on hypothecation or pledge of movable property or without security and on such terms as may seem expedient to the Company and in particular to customers, employees of the Company and persons having dealings with the Company provided that the Company shall not carry on Banking business within the meaning of Banking Regulations Act, 1949.
14. Subject to the provisions of the Sections 58A, 292 and 293 of the Act, to raise or borrow or secure the payment of any money, debt or obligation in such manner and on such terms and with such rights, powers and privileges as may be deemed expedient and in particular by issue of any debenture stocks, debentures, shares, bonds, notes, bills of exchange or other obligations or securities of the Company or by mortgage of and charge over all or any of the movable and immovable properties and assets of the Company present and future and all or any of the uncalled Capital of the Company and to purchase, redeem and payoff any such securities and to guarantee the payment of money, unsecured or secured by or payable under or in respect thereof.
15. Subject to the provisions of the Sections S8A. 292 and 293 of the Act, and the Rules made thereunder or any regulation in respect thereof by Respect thereof by Reserve Bank of India to receive fixed or other deposits not withdrawable by cheques, drafts or orders and to pay such rate of interest thereon as may be deemed appropriate by the Company.
16. Upon any issue of shares, debenture or other securities of the Company, to employ any person, firm or company as brokers, commission agents, financial consultants, underwriters and managers to the issue and to provide for the remuneration of such persons for their services by payment in cash whether by way of commission or otherwise or by the issue of shares, debentures or other securities of the Company or by the granting of options to take the same or in any manner allowed by law.
17. To draw, make, accept, endorse, discount negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
18. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.

19. To guarantee the payment of money including principal, interest and dividend: unsecured or secured or required or payable under or in respect of promissory notes, bonds, debentures, debenture stocks, shares, securities, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, National, Municipal, Local or otherwise or of any persons whomsoever, whether incorporated or not and to guarantee or become sureties for the performance of any contracts or obligations and to give indemnities of all kinds as may be necessary for the purpose of the Company or any may be considered to directly or indirectly further the objects of the Company.
20. To pay out of the Company's funds, the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of this Company including all the pre-incorporation expenses and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation of any company promoted by this Company.
21. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade in general.
22. To act as consultants-technical, financial, commercial, personnel, managerial, marketing, purchasing, quality control, operational, and for projects, in any manner or form whatsoever, either in advisory or any other capacity, either by itself solely or in conjunction with other units, so as to render services emanating from above referred activities either directly or otherwise, beneficial and expedient for the furtherance of the object of the Company.
23. To do all or any of the matters and things hereby authorised whether alone or in conjunction with others as principals, agents, trustees, contractors, licences or otherwise or by or through any principals, trustees, agents, sub-contractors or otherwise.
24. To procure the registration or recognition of the Company or its offices in under the laws of any place outside India.
25. To undertake and transact all kinds of agency business related to the businesses of the Company.
26. To open, form, establish, acquire, incorporate, float or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which, in the opinion of the Company, could directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company.
27. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company.
28. Subject to the provisions of the Companies Act, 1956 to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, cooperation; joint venture or reciprocal concession with any person or persons or company or companies carrying on or engaged in, any business or transaction which this Company is authorised to 'carry on or engage in.

29. To acquire and undertake all or any part of the business, property and liabilities of any person or persons, or company or firm carrying on or proposing to carry on any business which this Company is authorised to carry on any business which this company is authorised to carry on or possess property suitable for the purpose of the Company.
30. To enter into any arrangements and agreements and to appear, represent and take all necessary and proper steps with any government-Central or State, or with any authorities-National, Local, Municipal. Courts. Tribunals. Commissions. Judicial Authorities or before any other forum or otherwise of any place in respect of matters that may seem conducive to objects of the Company or its business and to obtain from any such government or authority any grants, rights, privileges. contracts, licences and concessions which the Company may think desirable and required to obtain, and to carry out, exercise, turn to account or dispose of the same.
31. To obtain from any Government. Central or State. any order or direction or right or privilege or from Parliament, State. Municipal or other Legislative body any Act, Statute, Legislation. rule or regulation which is advantageous to or is for enabling the Company to carry out its objects or which may seem advantageous to the Company or for effecting any modification of the Company's constitution or for any purpose which may seem expedient for attainment of the objects of the Company and to oppose any applications, proceedings or proposed actions and omissions which seem calculated or appear. directly or indirectly to prejudice the interests of the Company.

As Deleted by Resolution

passed at the. Annual General
Meeting held on
21st September 2000

32. To undertake and execute any trust, the undertaking of which may seem to the Company desirable an either gratuitously or otherwise and on such terms as may be considered expedient and to vest 'any real or personal property, rights, privileges or interests acquired by or belonging to the Company, in any person or company on behalf of or for the benefit of the Company, its members and employees and with or without any declared trust in favour 'Of the Company.
33. To apply any. of the assets .of .the Company in any way in or ;towards the establishment, maintenance or extension of any association, institution or fund which is in any way connected with any trade or business or commerce generally and particularly with any association, institution or fund for the promotion of business the Company is authorised to carry on hereunder or for the protection of the interests of owners and employers against loss by bad debt, strike, commotion, fire, accident or otherwise or for the benefit of any employees or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not is common with other persons or classes of Persons and in particular of friendly, cooperative and other societies, reading rooms, libraries, educational, religious and charitable institution, dining and recreation rooms, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any fund raised by public or local subscription for any purpose charitable or otherwise.

34. To establish and maintain or procure the establishment and maintenance of or contribute to any contributory or non-contributory pension or superannuation or provident funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, contributions, allowances or emoluments and also establish, for any person who is or was at any time in the employment or service of the Company or who was or is Director of the Company or company allied to or associated with the Company or with any subsidiary Company thereof or whose services have been transferred to the Company.
35. To provide housing, educational, recreational and other amenities and facilities for employees and such other persons as the Company may deem expedient including directors; and their wives, widows, families and dependents and to establish or subscribe to or subsidise any institutions; associations, clubs or funds, calculated to be for the benefit of or to advance the interest and well being of such persons, the Company, or its members, and to make payments to or towards the medical expenses or insurance of any such persons as aforesaid, and to grant compensation, gratuities or other aid to such persons as aforesaid either alone or in conjunction with any other company allied to or associated with or a subsidiary of the Company.
36. To subscribe or guarantee money for any National, charitable, benevolent, public, general or useful object or for any exhibition.
37. To undertake, manage, finance, promote, sponsor, associate with or carry out either individually or in association in any manner with any other person or Government Authority or otherwise any programme of rural and agricultural development or for promoting the social and economic welfare of, or the upliftment of the public in any rural area which the directors consider to promote and assist in rural development and that the words "rural area" shall include such areas as may be regarded as rural areas under the provisions of the Income Tax Act, 1961 or any statutory modification or re-enactment thereof or under any other law relating to rural development for the time being in force and the Directors may in their discretion transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or Local body or Central or State Government or any public Institution of Fund approved by the Central Government or any State Government or any other appropriate authority as the Directors may approve and without prejudice to the generality of the foregoing to subscribe, donate, establish, provide, maintain, conduct, subsidise, undertake, associate with, carry on and promote studies, research, experimental work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first-aid centres and other technical, scientific, agricultural or any other institutions and bodies for the development and education, medicine, human welfare, agriculture, horticulture, animal husbandry, dairy product, cottage, small scale and any other Industry.
38. To let on lease or hire the whole or any part of the movable and immovable property and undertaking of the Company on such terms as the Company shall determine.
39. To sell, exchange, mortgage, hire, let on lease, pledge, hypothecate, grant licences, easements, options and other rights over and in any other manner and to deal with or dispose of the whole or any part of the undertaking, property, movable or immovable, easements, privileges, assets, rights and effects of the Company for such considerations as may be thought fit and in particular for stocks, shares or debentures whether fully or partly paid up; or securities of any other company having objects in whole or in part similar to those of the Company or on payment of any royalty or tribute.

40. To distribute among the members in specie or in kind any property of the Company including in particular privileges and concessions and any shares and securities of other companies belonging to the Company, or any proceeds of sale or disposal of any property of the Company, subject always to the provisions of applicable laws, if any, in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction, (if any). for the time being required by law.
41. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India, and observe the perform and to do all its, deeds, matters and things to carry out or enforce the awards.
42. To do all such other things as may appear incidental or conducive to the attainment of the above objects or any of them.
43. To carry on the business of manufacturing of and dealers in chemicals, chemical compounds and chemical products of any nature and kind whatsoever, and as wholesale and retail chemists and druggists, chemical engineers, analytical chemists, importers, exporters, manufacturers of and dealers in heavy chemicals, acids, petro-chemical compounds and elements of all kinds (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, anti-biotics etc., tannin extracts, essences, solvents, plastics of all types, dyes, dyestuffs; intermediates, ancillaries, cellophanes, colours, paints, varnishes, disinfectants; insecticides, fungicides, deodorants, as well as biochemical, pharmaceutical, medicinal, sizing, bleaching, photographic and other preparations and articles of any nature and kind whatsoever.
44. To carry on the business as manufacturers, producers, processors, importers, exporters, wholesalers and retailers of and dealers in all kinds of plastic materials, industry styrene polystyrene, vinyl chloride, polyvinyl chloride, polyolefines, vinyl acetate and co-Copolymers or one or more of the above and the other products, acrylics and polyesters, polycarbonates and polyethers epoxy resins and compositions silicon, resins and moulding composition, P-F, U-F and other thermosetting resins and composition nylons, relson and similar thermoplastics, moulding composition including prefabricated sections and shapes, cellulosic plastics and other thermo-setting and thermo-plastic materials (of synthetic or natural origin), oxygen, nitrogen, hydrogen, halogens, hydrocarbonagages, including ethylene, acetylene, propylene, butanes and guloguse and allied type reagents, agricultural, chemicals, insecticides, fumigants, weedicides, pesticides, colouring materials, pigments and lacs, paints, varnish, lacquers, finishes, dyes, toners, perfume, and flavouring chemicals, rubber chemicals, plastic and resinous materials, elastomers, gums, glues and adhesive compositions, plasticisiers surface active agents, tanning agents, coating resins, drugs and pharmaceutical chemicals, solvents, marine chemicals, and synthetic fibres.
45. To carry on the businesses of printers, stationers, lithographers, type-founders, stereotypers, electro-typers, photographic printers, photolithographers, chromolithographers, engravers, diesinkers, book binders, designers, draughtsmen, paper and ink manufactures, book sellers, publishers, advertising agents, engineers, and dealers in or manufacturers of any other articles or things related thereto.
46. To carry on the business of iron-founders, mechanical engineers and manufacturers of agricultural implements and other machinery tool makers, brass founders, metal workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, builders,

painters, metallurgists, electrical engineers, water supply engineers, gas makers, farmers, printers, carriers and merchants.

47. To carry on any business relating to the winning and working of minerals, the production and working of metals and the production, manufacture and preparation of any other such materials, related thereto.
48. To carry on the business of the costumiers, robe, dress and mantle makers, tailors, silk mercers, makers and suppliers of clothing, lingerie and trimming of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiers, glovers, lace makers, dealers in fabrics and materials of all kinds and ribbons.
49. To purchase, take on lease or otherwise acquire any mines, mining rights and metalliferous land in India or elsewhere, and any interest therein, and to explore, work, exercise, develop and turn to account the same, to crush, win, get, quarry, smelt calcine, refine, dress, amalgamate, manipulate, and prepare for market ore, metal and mineral substances of all kinds, and to carry on any other metallurgical operations related thereto.
50. To carry on the business of producers and suppliers of electricity or gas, whether for the purpose of light, heat, motive power, telephonic, telegraphic, industrial or other purposes; and to provide work, maintain and carry out all necessary cables, wires, accumulators, lamps, exchanges, telephone and apparatus connected with the operation, distribution, supplying, accumulation and employment or electricity or gas.
51. To carry on the business of a store-keeper in all its branches, and in particular to buy, sell, manufacture and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail, and to transact every kind of agency business.
52. To carry on the business of manufacture and sellers of and dealers in and agents for all kinds of radio/television apparatus and other electronic appliances and equipment, all kinds of electric lamps including gas filled lamps, vacuum lamps, carbon lamps and arc lamps, electric discharge tubes and other articles, instruments and things of use in connection with the generation, transformation, propagation, radiation, distribution, supply, accumulation and employment or application of electricity, for radiating wires for wireless signaling, lighting, heating, motive power, X-ray, medical and other purposes whatsoever, and to construct, maintain, carry out, work, buy, sell, let on hire and deal in works, plant, machinery, conveniences and things of all kinds capable of being used in connection with such purposes of any kind, including cables, wires, lines, Stations, exchanges, accumulators, dynamos, motors, batteries, switching, regulating, controlling, signaling and medical lamps, meters and engines.
53. To carry on business as financiers, concessionaries, and merchants, and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations which may seem to be capable of being carried on in connection with any of these objects, or calculated to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.
54. To carry on business as manufacturers of and dealers in fertilisers, phosphates, bone products, glue, aluminic products and manures, and as distillers, dye-makers, gas makers, scrap and perfume makers, metallurgists and mechanical engineers.

55. To act as consultants-technical, financial, commercial, personnel, managerial, marketing, purchasing, quality control, operational. Projects and in furtherance and pursuance of which to accept appointment and act as consultants and/or in any manner for form whatsoever either in advisory or any other capacity either by itself solely or in conjunction with others so as to render services emanating from the activities herein above mentioned, either directly or otherwise, in India or abroad.
56. To deal in or engage in the manufacture of materials required for the packing and preservation and dispatch of finished and unfinished goods, raw materials and articles of all description and kind.
57. To carry on the business of setting-up of facilities for the generation/distribution of all forms of energy, whether from conventional sources such a thermal, hydel, nuclear or from non-conventional sources such as tide, wind, solar, geo-thermal including its operation/maintenance of facilities for generation and distribution of all forms of energy.
58. To carry on the business of builders and contractors for construction and interconnected work of any kind including manufacture of various materials and components used therein.
59. To carry on the business of manufacturing, trading, product marketing, retailing, distribution, franchise, sale, purchase, supply, import, export or otherwise dealing in various apparels, pens, pencils, watches, pocket watches, diary, key chains and T-shirt, jackets, telephone, mobile, electronics & electric items and all other types of digital life style and new generation products.
60. To engage in Real Estate Promoters, Developers & Project Management Association including civil, mechanical, electrical and other type, erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis for equipments of industrial, domestic and other purposes.
61. To carry on the business of developing, managing an industrial park! special economic zone, notified by the Central! State Government from time to time.
62. To become member and/ or participant in trading, settlement and other activities of commodity exchanges (including National Multi Commodity Exchange) facilitating for itself or for clients, trade and clearing/ settlement of trade whether on spot, in future or any other manner permitted for the time being, in derivatives or any other variant in vogue of all the merchandise and commodities permitted under laws of India.
63. To carry on the business of consultants and advisors on issues relating to the corporate law, finance, taxation, management, administration and organization of industry and business, including rendering of services in business strategy, corporate planning, project evaluation, feasibility studies, equipment management, product development, human resource and market research for manufacturing, transport, service and other peripheral industries for extending, developing and improving all types of business or industries and all systems or processes relating to production, storage, marketing, distribution and sale of goods.
64. To carry on the business of providing consultancy, advisory services in all matters relating to setting up any business of Amusement & Entertainment of all sorts, for the public or private and to establish, develop, design, commission, erect, build, renovate, alter, enlarge, maintain, remove,

replace, repair, remodel, refine or do any other related work on any basis including lease otherwise run and operate amusement parks, video game and promote, acquire, purchase, develop and sell properties for the purpose of Amusement & Entertainment Parks, Commercial complex, Shopping complex etc. in India or abroad.

65. To carry on the business of investment in Equity Shares, Securities and Commodities, Derivatives, Future & Options, Swaps, Currency Trading, Portfolio Management Services, Investment in units of Mutual Funds, Insurance Products, Private Equity, Money Market Instruments.
 66. To carry on the business of research, development, consultancy services & trading in all securities & commodities, in spot markets and in future and all kinds of derivatives of all the commodities and securities.
 67. To carry on the business of trading in agriculture products, including precious metals, precious all other commodities securities, in spot markets and in futures and all kinds of derivatives of all the above commodities and securities.
 68. To carry on business as brokers, sub brokers, market makers, arbitrageurs, investors and/or hedgers in agricultural products, metals including precious stones, diamonds, petroleum and energy products and all other commodities securities, in spot markets and in futures and all kinds of derivatives of all the above commodities and securities permitted under the laws of India.
- IV. The liability of the members is limited.
- V. The Authorized Share Capital of the Company is Rs. 58,50,00,000/- (Rupees Fifty Eight Crores Fifty lacs only) divided into 26,25,00,000 (Twenty Six Crores Twenty Five Lacs) Equity Shares of Rs. 2/- (Rupees Two only) each aggregating to Rs. 52,50,00,000/- (Rupees Fifty Two Crores Fifty Lacs only) and 6,00,000 (Six Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred only) each aggregating to Rs.6,00,00,000/- (Rupees Six Crores only).

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

S. No.	Name, Address, Description and Occupation of Subscribers	No. of Shares Taken	Signatures of the Subscribers	Signatures of witnesses with address, Description and Occupation
1.	Shiv Nadar S/o Late S.S. Nadar 100, Friends Colony (East) New Delhi Engineer	1 (One)	Sd/-	<p>I witness the signature and particulars of the four subscribers to the Memorandum appearing at</p> <p>R.P. Basia Membership No. 17101 S/o Sh. M.R. Basia 11, Central Market. Ashok Vihar, Phase-I, New Delhi – 110052 Chartered Accountant</p>
2.	Anil Kumar Dang S/o. Shri S.L. Dang E-8/14, Vasant Vihar New Delhi – 110057 Engineer	1 (One)	Sd/-	
3.	Ashok Kumar Malhotra S/o. Shri R.L. Malhotra E-6, Greater Kailash-II, New Delhi-110048 Business Executive	1 (One)	Sd/-	
4.	Kiran Nadar W/o. Shri Shiv Nadar 100, Friends, Colony, New Delhi House Wife	1 (One)	Sd/-	
5.	Gita Dang W/o. Anil K. Dang E-8/14, Vasant Vihar, New Delhi-110057	1 (One)	Sd/-	
6.	Gita Malhotra W/o. Sh. A.K.Malhotra E-6, Greater Kailash, Part-II New Delhi-110048 Business Executive	1 (One)	Sd/-	
7.	Arun Kumar Dang S/o. Late Sh. S.L. Dang E-8/14, Vasant Vihar, New Delhi-110057 Business Executive	1 (One)	Sd/-	

Dated: 15-01-1989
New Delhi

UNDER THE COMPANIES ACT, 2013 AND
THE COMPANIES ACT, 1956 (AS APPLICABLE)
(Company limited by Shares)

ARTICLE OF ASSOCIATION
OF
SWISS MILITARY CONSUMER GOODS LIMITED
PRELIMINARY

1. Applicability of Table F

- a) The Regulations contained in Table F of Schedule I to the Companies Act, 2013 shall apply to the Company only in so far as the same are not provided for or are not inconsistent with these Articles.
- b) The regulations for the management of the Company and for the observance of the minutes thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.
- c) Any power conferred on the Board of Directors by virtue of resolutions passed in the past by the shareholders pursuant to and in accordance of the provisions of the previous Act shall continue to be available to the Board of Directors but subject to the provisions of the Act.
- d) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force from time to time.

INTERPRETATION

2. In these present regulations, the following words and expressions shall have the following meanings, unless excluded by the subject or context;

“The Company” or “This Company” means Swiss Military Consumer Goods Limited.

“The Act” means the Companies Act, 2013 and subsequent amendments thereto or any statutory modification or re-enactment thereof, for the time being in force and where the context so requires shall mean and include any previous enactment thereof.

“Affiliate” with respect to any party, means any Company, corporation, association or other entity, which, indirectly, Controls, is controlled by or is under common control, with such party.

“Annual General Meeting” means the annual general meeting of the Company convened and held in accordance with the Act.

“Articles of Association” or “Articles” means these Articles of Association of the Company as originally framed or as altered from time to time or applied in pursuance of any previous Company law or this Act.

"Auditors" means and includes those persons appointed as such under section 139 of the Act for the time being by the Company

"Beneficial Owner" means a person whose name is recorded as such with a depository.

"Board" or **"Board of Directors"** means the Directors of the Company collectively referred to in the Act. Any reference to the term "Board" or "Board of Directors", in these presents, where the context and/or Act so permits, shall mean and include a committee thereof.

"Capital" means the share capital for the time being raised or authorized to be raised for the purposes of the Company.

"Control" in relation to an entity, shall mean the legal or beneficial ownership directly or indirectly of more than 50% of the voting securities of such entity or controlling the majority of the composition of the Board of Directors or power to direct the management or policies of such entity by contract or otherwise. The term "controlling" and "controlled" shall be construed accordingly.

"Debenture" includes debenture-stock, bonds and other securities of the Company evidencing a debt, whether constituting a charge on the assets of the Company or not.

"Debenture holders" means the duly registered holders from time to time of the debentures of the Company and shall include in case of debentures held by a Depository, the beneficial owners whose names are recorded as such with the Depository.

"Directors" means the Directors for the time being of the Company and includes Alternate Directors.

"Dividend" includes interim dividend unless otherwise stated.

"Executor" or **"Administrator"** means a person who has obtained probate or Letters of Administration, as the case may be, from some competent Court having effect in India and shall include the executor or Administrator or the holder of a certificate, appointed or granted by such competent court and authorized to negotiate or transfer the shares of the deceased member.

"Extraordinary General Meeting" means an extraordinary meeting of the Company convened and held in accordance with the Act.

"Financial Year" shall have the meaning assigned thereto by Section 2 (41) of the Companies Act 2013.

"Key Managerial personnel" means the Chief Executive Officer or the Managing Director or the Company Secretary or the Whole-Time Director or the Chief Financial Officer; and such other officer as may be notified pursuant to the Act from time to time.

"Managing Director" shall have the meaning assigned thereto in the Act.

"Member" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and every other person who agrees in writing to become the member of the Company and whole name is entered in the register of members of the Company and in case of shares held by a Depository, the Beneficial Owners whose names are recorded such with the Depository.

"Memorandum" shall mean Memorandum of Association of the Company and shall include Articles of Association wherever the context so requires.

"Month" means the English Calendar month.

“**Office**” means the Registered Office, for the time being of the Company. “**Officer**” shall have the meaning assigned thereto by the Act.

“**Ordinary Resolution**” shall have the meaning assigned thereto by the Act.

“**Participant**” means a person registered as such under Section 12(1A) of the Securities and Exchange Board of India Act, 1992.

“**Paid up**” includes “credited as paid up”.

“**Person**” shall include any Association, Corporation, Company as well as individuals.

“**Proxy**” includes Attorney duly constituted under a Power Attorney”.

“**Register**” means the Register of Members to be kept pursuant to the said Act.

“**Registrar**” means a Registrar, an Additional Registrar, a Joint Registrar, a Deputy Registrar or an Assistant Registrar, having the duty of registering companies and discharging various functions under the Act.

“**Seal**” means Common seal for the time being of the Company.

“**SEBI**” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

“**SEBI Listing Regulations**” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

“**Secretary**” means a Company Secretary within the meaning of clause (c) of sub-Section (1) of Section 2 of the Company Secretaries Act, 1980 and includes a person or persons appointed by the Board to perform any of the duties of a Secretary subject to the provisions of the Act.

“**Shares**” means the Equity shares of the Company unless otherwise mentioned. “**Section**” means Section of the Companies Act, 2013.

“**Special Resolution**” shall have the meaning assigned thereto by Section 114 of the Companies Act 2013.

“**Transfer**” means (in either the noun or the verb form and including all conjugations thereof with their correlative meanings) with respect to the Shares, the sale, assignment, transfer or other disposition (whether for or without consideration, whether directly or indirectly) of any Shares or of any interest therein or the creation of any third party interest in or over the Shares, but excluding any renunciation of any right to subscribe for any shares offered pursuant to a rights issue to existing shareholders in proportion to their existing shareholding in the Company; and

“**Writing**” and “**Written**” means and includes words, hand written, printed, typewritten, lithographed, represented or reproduced in any mode in a visible form.

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

“**These Presents**” or “**Regulations**” means these Articles of Association as originally framed or altered from time to time and include the Memorandum where the context so requires.

CAPITAL

3. *Authorized Share Capital*

The authorized share capital of the Company shall be such amount as is given, in Clause V of the Memorandum of Association.

4. *Shares at the Disposal of the Directors*

Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid shares. Without prejudice to the generality of the forgoing, the Directors shall also be empowered to issue Shares for the purposes of granting stock options to its permanent employees under the terms and conditions of any regulation in this regard. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

5. *Alteration of Capital*

The Company shall have power to alter its share capital in the manner permitted under the provisions of Section 61 of the Act.

6. *Allotment of securities*

Any allotment of securities by the Company shall be subject to the provisions contained in Section 39 and 42 of the Act and the relevant Rules made thereunder.

7. *Reduction of Capital*

The Company may, subject to the provisions of Sections 52, 55 & 66 and other applicable provisions of the Act from time to time, by Special Resolution reduce its capital and any Capital Redemption Reserve Account or Share Premium Account in any manner for the time being authorized by law, and in particular, the capital may be paid off on the footing that it may be called up again or otherwise.

8. *New capital part of the existing capital*

Except so far as otherwise provided by the conditions of the issue or by these presents any capital raised by the creation of new shares, shall be considered as part of the existing capital and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

9. Power to issue Shares with differential voting rights

The Company shall have the power to issue Shares with such differential rights as to dividend, voting or otherwise, subject to the compliance with requirements as provided for in the Companies (Share Capital and Debentures) Rules, 2014, or any other law as may be applicable.

10. Power to issue preference shares

- i. Subject to the provisions of Section 55 of the Act, the Company shall have the powers to issue preference shares which are liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of such redemption.
- ii. Subject to the provisions of the Act and any other applicable provisions, the Company shall have the power to issue Cumulative Convertible Preference Shares which are, or at the option of the Company, to be liable to be converted into equity shares in the capital of the company in such manner and on such terms and conditions as the resolution of the Company in General Meeting sanctioning the issue shall prescribe.

11. Sweat Equity/Employees Stock Option Scheme (ESOP)

Subject to the provisions of Section 2(88), 54 and other applicable provisions of the Act and the rules made thereunder the Company may issue sweat equity shares if such issue is authorized by a special resolution passed by the Company in the general meeting. The Company may also issue shares to employees including its working Directors, under ESOP or any other scheme, if authorized by a special resolution of the Company in general meeting subject to the provisions of the Act.

12. Further Issue of Shares

- a) The Board of Directors or the Company as the case may be, shall have the power to issue further shares, subject to and in accordance with the provisions of the Act to the following classes of persons:
 - i. The persons who at the date of offer, are holders of equity shares of the Company, in proportion, as nearly as circumstances admit, to the paid-up equity share capital on such shares by issuing a letter of offer to such persons. Further, such offer shall not include an inherent right exercisable by such person to renounce the shares so offered to him/her/it/them in favour of any other person (hereinafter referred to as "right of renunciation"). The Board of Directors of the Company, acting in the best interest of the Company, at its discretion may accord such right of renunciation to such category of members as it deems fit to the exclusion of the other category of members.
 - ii. The employees including the employees of the subsidiaries of the Company under any stock option scheme approved by the shareholders;
 - iii. Any persons whether or not those included in (i) & (ii) above.
- b) The further issue may be made in any manner as the Board may determine whether by preferential offer or private placement.

13. Allotment on application to be acceptance of shares

Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the register, shall, for the purpose of these articles, be a Member.

14. Money due on shares to be a debt to the Company

The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of allottee in the Register of Members as the name of the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

15. Members or heirs to pay unpaid amounts

Every Member or his heir's executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

SHARE CERTIFICATES

16. a) Every Member entitled to certificate for his shares

- (i) Every member or allottee of shares shall be entitled, without payment, to receive one or more certificates specifying the name of the person in whose favour it is issued, the shares to which it relates, and the amount paid thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of fractional coupon of requisite value, save in case of issue of share certificates against letters of acceptance of or renunciation or in cases of issues of bonus shares.
- (ii) Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of the Directors under duly registered powers of attorney and signed in the manner specified in the Act.
- (iii) Particulars of every share certificate issued shall be entered in the Registrar of Members against the name of the person, to whom it has been issued, indicating date of issue.

b) Joint ownership of shares

Any two or more joint allottees of shares shall be treated as a single member for the purposes of this article and any share certificate, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. The Company shall comply with the provisions of Section 56 of the Act.

c) Issue of new certificate in place of one defaced, lost or destroyed or Renewal of Certificates

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space

on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act. or rules applicable in this behalf.

The provision of these Articles shall mutatis mutandis apply to debentures of the Company.

17. Rules to issue share certificates

The rules under “The Companies (Share Capital and Debentures) Rules, 2014 shall be complied with in the issue, reissue, renewal of share certificates and the format sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said rules. The Company shall deliver the certificates of all securities as per Section 56(4) of the Act.

18. Rights of Joint holders

If any share stands in the names of two or more persons, the person first named in the Register shall, as regards receipt of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares be deemed the sole holder thereof but the joint holders of share shall be severally as well as jointly liable for payment of all installments and calls due in respect of such share and for all incidents thereof according to the Company’s regulations.

UNDERWRITING & BROKERAGE

19. Commission for placing shares, debentures, etc.

- a) Subject to the provisions of the Act, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures, or debenture-stock of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, debentures or debenture-stock of the Company
- b) The Company may also, in any issue, pay such brokerage as may be lawful.

LIEN

20. Company’s lien on shares /debentures

The Company shall have a first and paramount lien upon all the shares /debentures (other than fully paid up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at fixed time in respect of such shares/debentures, and no equitable interest in any shares shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and interest from time to time declared in respect of such shares/debentures. Unless otherwise agreed, the registration of a transfer of shares/debentures shall operate as a waiver of the Company’s lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from provisions of this clause.

21. *Enforcing lien by sale*

For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as they think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorize one of their members to execute a transfer thereof on behalf of and in the name of such member. No sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell have served on such member or his representative and default shall have been made by him or them in payment, fulfillment or discharge of such debts, liabilities or engagements for fourteen days after such notice.

22. *Application of sale proceeds*

The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

23. *Board to have right to make calls on shares*

The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution), make such call as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and the member(s) and place(s) appointed by the Board. A call may be made payable by installments.

Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in General Meeting.

24. *Notice for call*

Fourteen days' notice in writing of any call shall be given by the Company specifying the date, time and places of payment and the person or persons to whom such call be paid.

25. *Call when made*

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board.

26. *Liability of joint holders for a call*

The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

27. *Board to extend time to pay call*

The Board may, from time to time, at its discretion extend the time fixed for the payment of any

call and may extend such time to all or any of the members The Board may be fairly entitled to grant such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.

28. *Calls to carry Interest*

If a member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at 10% per annum or such lowerrate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

29. *Dues deemed to be calls*

Any sum, which as per the terms of issue of a share becomes payable on allotment or at a fixed date whether on account of the nominal value of the share or by way of premium, shall for the purposes of the Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same may become payable and in case of non-payment 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.

30. *Proof of dues in respect of share*

On any trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares it shall be sufficient to prove (i) that the name of the members in respect of whose shares the money is sought to be recovered appears entered in the Register of Members as the holder, at or subsequent to the date on which the money sought to be recovered is alleged to have become due on the shares, (ii) that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member or his representatives pursuance of these Articles, and (iii) it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.

31. *Partial payment not to preclude forfeiture*

Neither a judgment nor a decree in favour of the Company, for call or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall, from time to time be due from any member to the Company in respect of his shares either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.

32. *Payment in anticipation of call may carry interest*

- (a) The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in

advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

- (b) The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.
- (c) The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

FORFEITURE OF SECURITIES

33. Board to have right to forfeit shares and other Securities

If any member fails to pay any call or installment of a call or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter during such time as the call or installment remains unpaid, give notice to him 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.

34. Notice for forfeiture of shares and other Securities

- (d) The notice shall name a further day (not earlier than the expiration of fourteen days from the date of notice) and place or places on which such call or installment and such interest thereon (at such rate as the Directors shall determine from the day on which such call or installment ought to have been paid) and expenses as aforesaid, are to be paid.
- (e) The notice shall also state that in the event of the non-payment at or before the time the call was made or installment is payable the securities will be liable to be forfeited.

35. Effect of forfeiture

If the requirements of any such notice as aforesaid were not complied with, every or any security in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited security and not actually paid before the forfeiture.

36. Notice of forfeiture

When any security shall have been so forfeited, notice of the forfeiture shall be given to the member on whose name it stood immediately prior to the forfeiture and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

37. Forfeited security to be the property of the Company

Any security so forfeited shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.

38. *Allottee to be liable even after forfeiture*

Any member whose securities have been forfeited shall, notwithstanding the forfeiture be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such securities at the time of the forfeiture together with the interest thereon from time to time of the forfeiture until payment at such rates as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.

39. *Claims against the Company to extinguish on forfeiture*

The forfeiture of a security involves extinction, at the time of the forfeiture of all interest in and all claims and demands against the Company, in respect of the securities and all other rights incidental to the security, except only such of those rights as by these Articles expressly saved.

40. *Evidence of forfeiture*

A duly verified declaration in writing that the declarant is a Director or Secretary of the Company, and that a security in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the securities.

41. *Effecting sale of security*

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinafter given, the Board may appoint some person to execute an instrument of transfer of the securities sold, cause the purchaser's name to be entered in the register in respect of the security sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register in respect of such securities, the validity of the sale shall not be impeached by any person.

42. *Certificate of forfeited securities to be void*

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant securities shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting allottee) stand cancelled and become null and void and have no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said securities to the person or persons entitled thereto.

43. *Board entitled to cancel forfeiture*

The Board may at any time before any security so forfeited shall have them sold, re-allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.

TRANSFER AND TRANSMISSION OF SHARES

44. *Register of Transfers*

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares.

45. Endorsement of Transfer

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at their discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

46. Instrument of Transfer

The instrument of transfer of any share shall be in writing and be in the form prescribed under the Act and Rules, and all the provisions of Section 56 of the Act, and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

47. Executive transfer instrument

Every such instrument of transfer shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof. The instrument of transfer shall be in respect same class of shares and should be in the form prescribed under the Act.

48. Closing Register of transfers and of Members

The Board shall be empowered, on giving not less than seven days' notice by advertisement in a newspaper circulating in the district in which the registered office of the Company is situated, to close the transfer books, the register of members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year as it may seem expedient.

49. Directors may refuse to register transfer

The Board may, subject to the right of appeal conferred by the Act, decline to register:

- a) The transfer of a share, not being fully paid up share, to a person whom they do not approve;
- b) Any transfer of shares on which the Company has a lien

50. Transfer of partly paid shares

Where in the case of partly paid shares, an application for registration is to be made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56(3) of the Act shall be applicable in this regard.

51. Survivor of joint holders recognized

In case of the death of any one or more persons named in the Register of Members as the joint-holders of any shares, the survivors shall be the only person recognized by the Company as having any title to or interest in such share but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

52. *Title to shares of deceased members*

The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one or two joint holders) shall be the only person recognized by the Company as having any title to the shares registered in the name of such member, and the Company shall be bound to recognize such executors or administrators or holders of a Succession Certificate or the legal representatives shall have first obtained Probate holders or Letter of Administration or Succession Certificate as the case may be, from a duly constituted Court in the Union of India., Provided that in any case where the Board in its absolute discretion, thinks fit, the Board may dispense with the production of Probate or Letter of Administration or Succession Certificate, upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a member

53. *Transfers not permitted*

No share shall in any circumstances be transferred to any infant, insolvent or person of unsound mind, except fully paid shares through a legal guardian.

54. *Transmission of shares*

Subject to the provisions of these presents , any person becoming entitled to shares in consequence of the death, lunacy , bankruptcy or insolvency of any members, or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Articles, or of his title, either be registering himself as the holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder, provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares.

55. *Rights on Transmission.*

A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

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

56. *Company not liable to notice of equitable rights*

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company

may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the board shall so think fit.

57. Lock in of securities

The Board of Directors of the Company, acting in the best interest of the Company, may, at its discretion, prescribe such period for lock-in of securities held by/allotted/ converted/to be converted/to be issued/issued to the Promoters/Promoters' Group of the Company, which may be in addition to the lock-in requirements provided under any statutory/regulatory requirement.

58. DEMATERIALISATION OF SECURITIES

(i) Words and Expressions

- a) The words and expressions used in this chapter shall have the same meaning and expression as defined in Depositories Act, 1996
- b) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize, rematerialize its securities and to offer its securities in a dematerialized form pursuant to the provisions of Depositories Act, 1996 and the regulations and rules made thereunder from time to time.

(ii) Company to Recognize Interest in Dematerialized Securities under the Depositories Act, 1996

Either the Company or the investor may exercise an option to issue, dematerialize, hold the securities (including shares) with a depository in Electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof.

(iii) Dematerialization/Re-Materialization of Securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialize its existing securities, re-materialize its securities held in Depositories and/or offer its fresh securities in the de-materialized form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.

(iv) Option to Receive Security Certificate or Hold Securities with Depository

Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its record, the name of the allottees as the beneficial owner of that security.

(v) Securities in Depositories to be in fungible form

All securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Section 88, 89 and 186 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

(vi) Beneficial Owner Deemed as Absolute Owner

Except as ordered by the Court of competent jurisdiction or by law required, the Company shall be entitled to treat the person whose name appears on the register of members as the holders of any share or whose name appears as the beneficial owner of the shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami, Trust Equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.

(vii) Rights of Depositories and Beneficial Owners

Notwithstanding anything to the contrary contained in the Act, or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

Save as otherwise provided above, the Depository is the registered owner of the securities, and shall not have any voting rights or any other rights in respect of the securities held by it.

Every person holding securities of the Company and whose name is entered as a beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository

(viii) Register and Index of Beneficial Owners

The Company shall cause to be kept a Register and Index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by law including any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a Register and Index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a Branch register of Members resident in that State or Country.

(ix) Cancellation of Certificates Upon Surrender by Person

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the depository as the Registered owner in respect of the said securities and shall also inform the Depository accordingly.

(x) Service of Documents

Notwithstanding anything contained in the Act, or these Articles, to the contrary, where securities are held in a depository, the record of the beneficial ownership may be served by such depository on the Company by means of hard copies or through electronic mode or on storage devices.

(xi) Allotment of Securities

Where the securities are dealt within a Depository, the Company shall intimate the details of allotment of relevant securities to the Depository on allotment of such securities.

(xii) Transfer of Securities

Nothing contained in Section 56 of the Act or these Articles shall apply to either a transfer or transmission of securities effected by a transferor and transferee if both are beneficial owners in the records of a Depository.

(xiii) Certificate Number and other details of Securities in Depository

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.

(xiv) Provisions of Articles to Apply to Shares Held in Depository

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depository Act, 1996.

(xv) Depository to Furnish Information

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owner at such intervals and in such manner as may be specified by laws and the Company in that behalf.

(xvi) Option to Opt Out in Respect of Any Such Security

If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be.

(xvii) Overriding Effect of This Article

Provisions of the Articles will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Articles.

59. NOMINATION FACILITY

- a) Every holder of securities of the Company may at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a person as his nominee in whom the securities of the Company held by him shall vest in the event of his death.

- b) Where the securities of the Company or held by more than one person jointly, the joint holders may together nominate, in the manner prescribed, under the Companies (Share Capital and Debentures) Rules, 2014, a person as their nominee in whom all the rights in the securities of the Company shall vest in the event of death of all the jointholders.
- c) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any person the right to vest the securities of the Company, the nominee shall, on the death of the holder of securities of the Company or as the case may be, on the death of the joint holders become entitled to all the rights in the securities of the holder or, as the case may be, of all the joint holders in relation to such securities of the Company to the exclusion of all the other persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies ((Share Capital and Debentures) Rules, 2014.
- d) Where the nominee is a minor, the holder of the securities concerned, can make the nomination to appoint in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any person to become entitled to securities of the Company in the event of his death, during the minority.
- e) The transmission of securities of the Company by the holders of such securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

60. *BUY BACK OF SHARES*

The Company shall be entitled to purchase its own shares or other securities, subject to such limits, upon such terms and conditions and subject to such approvals as required under Section 68 to 70 of the Act and other applicable Rules made thereunder and to the extent applicable the regulations laid down by SEBI.

SHARE WARRANTS

61. *Rights to issue share warrants*

The Company may issue share warrants subject to, and in accordance with provisions of the Act, and accordingly the Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

62. *Rights of warrant holders*

- (a) The bearer of the share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right to signing a requisition, for calling a meeting of the Company, and of attending, and voting and exercising other privileges of a member at any meeting held after the expiry of two clear days from time of the deposit, as if his name were inserted in the Register of Members as the holder of the shares included in the deposited warrant.

- (b) Not more than one person shall be recognized as the depositor of the share warrant.
- (c) The Company shall, on two days written notice, return the deposited share warrant to the depositor.

63. Privileges and disabilities of the holders of share warrant

- a. Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a member at a meeting of the Company, or be entitled to receive any notice from the Company.
- b. The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the shares included in the warrant, and he shall be member of the Company.

64. *Issue of new share warrant or coupon*

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

65. *Rights to convert shares into stock & vice-versa*

The Company in General Meeting may, by an Ordinary Resolution, convert any fully paid-up shares into stock and when any shares shall have been converted into stock the several holders of such stock, may henceforth transfer their respective interest therein, or any part of such interest in the same manner and subject to the same Regulations as, and subject to which shares from which the stock arise might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into fully paid up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however, that such minimum shall not exceed the nominal amount of shares from which the stock arose.

66. *Rights of stock holders*

The holders of stock shall according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose; but no such privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred those privileges or advantages. Where the shares are converted into stock, such of the Articles as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

GENERAL MEETINGS

67. *Annual General Meetings*

The Company shall, in addition to any other meetings hold a General Meeting which shall be called as its Annual General Meeting, at the intervals and in accordance with the provisions of the Act.

68. *Extraordinary General Meetings*

The Board may, whenever it thinks fit, convene an Extraordinary General Meeting at such date, time and at such place as it deems fit, subject to such directions if any, given by the Board.

69. *Extraordinary Meetings on requisition*

The Board shall on, the requisition of members convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under Section 100 of the Act.

70. *Notice for General Meetings*

All General Meetings shall be convened by giving not less than clear twenty- one days' notice and shall be served either in writing or electronic mode specifying the place, date, day and hour of the meeting and in case of any special business proposed to be transacted, the nature of that business shall be given to all the shareholders and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any member shall not invalidate the proceedings of any General Meeting.

71. *Shorter Notice admissible*

A General Meeting of the Company may be called with the consent of the members of the Company and in the manner specified in the Act.

72. *Special and Ordinary Business*

- (a) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of sanctioning of dividend, the consideration of the accounts, balance sheet and the reports of the Directors and Auditors, the election of Directors in place of those retiring by rotation and the appointment of and the fixing up of the remuneration of the auditors.
- (b) In case of special business as aforesaid, an explanatory statement as required under Section 102 of the Act and Rules made thereunder shall be annexed to the notice of the meeting.

73. *Quorum for General Meeting*

The quorum for any General Meeting of the Company shall be the presence of such number of members as are required to be present in person as is specified in the Act having regard to the number of members including beneficial owners in the Company as on the date of the General Meeting. No business shall be transacted at any General Meeting unless the requisite quorum as specified in the Act, is present at the commencement of the meeting.

74. Time for quorum and adjournment

If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if called upon the requisition of members, shall stand dissolved; and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other date or time and place or the Board may determine. If at the adjourned meeting also the quorum is not present within half an hour from the time appointed for the meeting, the members present shall be quorum.

75. Chairman of General Meeting

The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

76. Election of Chairman

If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman and if no Director be present or if all the Directors decline to take the chair then the members present shall choose someone of their number to be the Chairman.

77. Adjournment of Meeting

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

78. Casting vote of Chairman

In case of equal votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is held shall be entitled to a second or a casting vote in addition to the vote or votes to which he may be entitled to as a member.

79. Passing resolutions by Postal Ballot

- (a) Notwithstanding any of the provisions of these Articles the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.
- (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

VOTE OF MEMBERS

80. *Voting rights of Members*

- a) On a show of hands every member holding equity shares and present in person shall have one vote.
- b) On a poll (whether voted electronically or otherwise), every member holding equity shares therein shall have voting rights in proportion to his shares of the paid up equity share capital.
- c) A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.
- d) The Company shall provide e-voting facility to the shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations or any other law, if applicable to the company.

81. *Voting by joint-holders*

In the case of joint-holders, the vote of the first named of such joint holders who tender a vote whether in person or by proxy shall be accepted to the exclusion of the votes of other joint holders.

82. *No right to vote unless calls are paid*

No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

83. *Instrument of proxy*

The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a Corporation either under its common seal or under the hand of its attorney duly authorized in writing. Any person whether or not he is a member of the Company may be appointed as a proxy.

The instrument appointing a proxy and Power of Attorney or other authority (if any) under which it is signed must be deposited at the registered office of the Company not less than forty-eight hours prior to the time fixed for holding the meeting at which the person named in the instrument proposed to vote, or, in case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

84. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights:

Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

85. *Validity of proxy*

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the shares in respect of revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

86. *Corporate Members*

Any corporation which is a member of the Company may, by resolution of its Board of Director or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual member of the Company.

DIRECTOR

87. Number of Directors

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than fifteen, including all kinds of Directors.

88. Independent Directors

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under SEBI Listing Regulations.

89. Additional Directors

The Board of Directors shall have power at any time and from time to time to appoint one or more persons as Additional Directors provided that the number of Directors and Additional Directors together shall not exceed the maximum number fixed under the Act. An additional Director so appointed shall hold office up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier and shall be eligible for re-election by the Company at that Meeting.

90. Alternate Directors

Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate director to act for a director of the Company during such directors' absence for a period of not less than 3 (three) months from India. The Board may appoint such person as an Alternate Director to act for a Director (hereinafter called 'the Original Director') (subject to such person being acceptable to the Chairman) during the Original Director's absence. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

91. Debenture Directors

Any Trust Deed for securing debentures or debenture stock may if so arranged provide for the appointment from time to time by the trustee thereof or by the holders of debentures or debenture stock of some person to be a Director of the Company and may empower such trustee or holders of debentures or debenture stock from time to time to remove any Directors so appointed. A Director appointed under this Article is herein referred to as a "Debenture Director" and the Debenture Director means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares, not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provision shall have effect notwithstanding any of the other provisions herein contained.

92. *Nominee Directors*

- a) So long as any moneys remain owing by the Company to any All India Financial Institutions, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non Banking Financial Company controlled by the Reserve Bank of India or any such Company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the Debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures/shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such corporation so provides, the corporation shall have a right to appoint from time to time any person or persons as a Director or Directors whole- time or non whole- time (which Director or Director/s is/are hereinafter referred to as “Nominee Directors/s) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).
- b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
- c) The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as they holds or continues to hold Debentures/shares in the Company as result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall vacate such office immediately on the moneys owing by the Company to the Corporation are paid off or they ceasing to hold Debentures/Shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished.
- d) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which Nominee Director/s is//are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- e) The Company shall pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.
- f) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

93. *Remuneration of Directors*

Subject to approval of Board of Directors, every Director other than the Managing Director and the Whole-time Director shall be paid a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any Committee thereof attended by him and shall be paid in addition thereto all travelling, hotel and other expenses properly incurred by him in attending and returning from the meetings of the Board of Directors or any committee thereof or General Meeting of the Company or in connection with business of the Company to and from any place.

94. *Remuneration for extra services*

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from the town in which the Registered Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled, subject to the applicable provisions of the Act.

95. *Continuing Director may act*

The continuing Directors may act notwithstanding any vacancy in the Board but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a general meeting of the Company but for no other purpose.

96. *Vacation of office of Director*

The Office of a Director shall be deemed to have been vacated under the circumstances enumerated under Section 167 and other relevant provisions of the Act.

97. *Equal power to Director*

Except as otherwise provided in these Articles all the Directors of the Company shall have in all matters equal rights and privileges and be subject to equal obligations and duties in respect of the affairs of the Company.

98. *Directors not liable for retirement*

Subject to the provisions of Section 152 of the Act, the Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

ROTATION AND RETIREMENT OF DIRECTOR

99. *One-third of Directors to retire every year*

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation in accordance with Section 152 of the Act (excluding Independent Directors), or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided that

and to the extent permissible under the Act, the Managing Director or Whole time Director, appointed or the Directors appointed as a Debenture Director and Nominee Director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

100. Which Director to retire

The Directors to retire by rotation shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

101. Procedure, if place of retiring directors is not filled up

Subject to the provisions of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating Director(s) is not filled up and the meeting has not expressly resolved not to fill up the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a public holiday till the next succeeding day which is not a public holiday at the same time and place, and if at the adjourned meeting the place of the retiring Director(s) is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the retiring Director(s) shall be deemed to have been reappointed at the adjourned Meeting

102. Increase or reduction in the number of Directors

Subject to the provisions of Section 149, 152, 164 of the Act and other provisions of the Act, the Company in General Meeting may increase or reduce the number of its Directors.

103. Power to remove Director by ordinary resolution

The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.

PROCEEDINGS OF THE BOARD

104. Meetings of the Board

- a) The Board of Directors shall meet at least once in every three calendar months for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit provided that at least four such meetings shall be held in every year in such a manner that not more than 120 days shall intervene between two consecutive meetings of the Board.
- b) The Chairman may, at any time summon a meeting of the Board and the Secretary or a person authorized in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice in writing of every meeting of the Board shall be given to every Director for the time being in India, and at his usual address in India to every other Director.
- c) The notice aforesaid shall be given in writing by giving not less than 7 days' notice and such notice may be given in the manner permitted under the Act. The meeting of the Board may

be called at shorter notice in accordance with the relevant provisions of the Act and Rules made thereunder.

- d) The meetings of the Board other than the meeting that is adjourned for want of quorum can be convened to be held on any day irrespective of that day being a public or a national holiday.

105. Quorum

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 is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time, The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time. The Directors participating by video conferencing or any other audio visual means shall also be counted for the purpose of determining the quorum.

106. Questions how decided

- e) Save as otherwise expressly provided in the Act, a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.
- f) In case of an equality of votes, the Chairman shall have second or casting vote in addition to his vote as Director.

107. Right of continuing Directors when there is no quorum

The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or of summoning a General Meeting of the Company but for no other purpose.

108. Election of Chairman of Board

- g) The Board may elect a chairman of its meeting and determine the period for which he is to hold office. The Chairman be permitted to hold the position of both the Chairman of the Board and/or General Meeting as well as Managing Director/CEO/equivalent position thereof in the Company as per the recommendations of the appropriate committee of the Directors and approved by the Board of Directors and as permitted by applicable laws from time to time.
- h) If no such Chairman is elected or at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the Chairman of the Meeting.

109. Committees of the Board and Delegation of Powers

- i) The Board may, subject to the provisions of the Act, form such number of committees as it deems fit, and/or required under the applicable law, and delegate any of its powers to committees consisting of such members of its body as it thinks fit and/or specified under the applicable law.
- j) Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

110. Validity of acts done by Board or a Committee

All acts done by any meeting of the Board, of a committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified, be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.

111. Resolution by Circulation

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the Committee, as the case may be and to all other Directors or members at their usual address in India by hand delivery, or by post or by courier, or through such electronic means and approved by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

POWERS OF THE DIRECTORS

112. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as are not by the Act or any other Law or by the Memorandum or by these Articles, required to be exercised by the Company in General Meeting subject nevertheless to the provisions of these Articles, the Act or any other law and to such regulations as may be prescribed by the Company in General Meeting, but no resolution of the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been made, provided that the powers specified to be exercised only at the meeting by the Act, shall be exercised only at meetings of the Board unless the same be delegated to the extent therein stated.

Provided that the power specified in Section 179 of the Act shall, subject to these Articles, be exercised only at meetings of the Board, unless the same be delegated to the extent therein stated.

113. Powers to be exercised by Board only by Meeting:

Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:

- (a) to make calls on shareholders in respect of moneys unpaid on their shares;
- (b) to authorize buy-back of securities under Section 68 of the Act;
- (c) to issue securities, including debentures, whether in or outside India;

- (d) to borrow money(ies);
- (e) to invest funds of the Company;
- (f) to grant loans or give guarantee or provide security in respect of the loans; and
- (g) any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations to be exercised by the Board only by resolutions passed at the meeting of the Board.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above, In respect of dealings between the company and its bankers the exercise by the company of the powers specified in clause (d) shall mean the arrangement made by the company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day to day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meeting of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under Section 180 of the Act.

BORROWING POWERS

114. (i) Subject to the provisions of Section 179 of the Act, the Board may from time to time, at its discretion, by a resolution passed at a meeting of the Board accept deposits, and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the business of the Company.

(ii) The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit by a resolution passed at a meeting of the Board (not by resolution by circulation) and in particular by the issue of bonds, debentures or debenture-stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, and the debentures, debenture-stock and other securities may be assignable free from any equities between the Company and the person to who the same may be issued.

(iii) Any debenture, or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares and attending (but not voting) at general meetings, appointment of Directors or otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting accorded by a special resolution.

(iv) The Directors or any of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon and shall be entitled to receive such payments as consideration for the giving of any such guarantee as may be determined by the Board of Directors with power to them to indemnify the guarantors from or against any liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property or assets or otherwise.

(v) The Company can borrow from the Financial Institutions or banks subject to their right of conversion of their loans into Equity Shares of the Company with right to rights shares, bonus shares or dividend thereof.

115. Terms of Issue of Debentures

Any debentures, debenture stock, or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise, Debentures with a right of conversion into or allotment of shares shall be issued only with the consent of the Company in a General Meeting by a Special Resolution.

116. Register of Charges

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

117. Subsequent assigns of uncalled capital

Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same, subject to such prior charges and shall not be entitled to obtain priority over such prior charge.

118. Charge in favour of Director for Indemnity

If the Director or any person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

REGISTERS

119. a) The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act
- (i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;
 - (ii) A register of Debenture holders;
 - (iii) A register of any other security holders
- b) The Company may keep in any country outside India, a part of the registers referred above, called “foreign register” containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.
- c) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

**MANAGING DIRECTOR(S)/WHOLE-TIME DIRECTOR(S)/KEY
MANAGERIAL PERSONNEL**

120. a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the Managing Director or whole-time Directors and such other Key Managerial Personnel viz. Chief Executive Officer, Chief Financial Officer and Company Secretary.
- b) The Directors may from time to time resolve that there shall be either one or more Managing Directors or whole -time Directors.
- c) In the event of any vacancy arising in the office of a Managing Director or Whole-time Director, the vacancy shall be filled by the Board of Directors subject to the approval of the members, as may be required.
- d) If a Managing Director or whole- time Director ceases to hold office as Director, he shall ipso facto and immediately cease to be Managing Director/Whole time Director.
- e) Subject to the provisions of Section 152 of the Act, the Managing Director or whole-time Director shall not be liable to retirement by rotation as long as he holds office as Managing Director or whole-time Director.

121. Powers and duties of Managing Director or whole-time Director

The Managing Director/Whole-time Director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these presents by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The Managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

122. Remuneration of Managing Directors/Whole- time Directors

Subject to the provisions of the Act and subject to such sanction of Central Government\Financial Institutions as may be required for the purpose, the Managing Directors\whole-time Directors shall receive such remuneration (whether by way of salary commission or participation in profits or partly in one way and partly in another) as the Company in General Meeting may from time to time determine.

123. Reimbursement of expenses

The Managing Directors\whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

124. Business to be carried on by Managing Directors/ Whole time Directors

- (a) The Managing Directors\whole-time shall have subject to the supervision, control and discretion of the board, the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties in relation to the Management of the affairs and transactions of Company, except such powers and such duties as are required by law or by these presents to be exercised or done by the Company in General Meeting or by Board of Directors and also subject to such conditions or restriction imposed by the Act or by these presents.
- (b) Without prejudice to the generally of the foregoing and subject to the supervision and control of the Board of Directors, the business of the Company shall be carried on by the Managing Director/ Whole time Director and he shall have all the powers except those which are by law or by these presents or by any resolution of the Board required to be done by the Company in General Meeting or by the Board.
- (c) The Board may, from time to time delegate to the Managing Director or Whole time Director such powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time revoke, withdraw, alter or vary all or any of the powers conferred on the Managing Director or Whole time Director by the Board or by these presents.

125. Subject to the provisions of the Act,

- (i) a Key Managerial Personnel may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and the Key Managerial Personnel so appointed may be removed by means of a resolution by the Board.
- (ii) A Director may be appointed as chief executive officer, company secretary or chief financial officer.

A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a Director and Chief Executive Officer, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, Chief Executive Officer, Company Secretary or Chief Financial Officer.

COMMON SEAL

126. Custody of Common Seal

The Board shall provide for the safe custody of the Common Seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof; and the Common Seal shall be kept at the Registered Office of the Company and committed to the custody of the Managing Director or the Secretary if there is one.

127. Seal how affixed

The seal shall not be affixed to any instrument except by authority of a resolution of the Board or a committee of the Board authorized by it in that behalf, and except in the presence of at least one Director and of the secretary or such other person as the Board may appoint for the purpose. Every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by that Director and of the secretary or such other person aforesaid in whose presence the seal shall have been affixed

provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority issuing the same.

DIVIDENDS AND RESERVE

128. Right to dividend

- a) The profits of the Company, subject to any special rights, relating thereto created or authorized to be created by these presents and subject to the provisions of the presents as to the Reserve Fund, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively and the last day of the year of account in respect of which such dividend is declared and in the case of interim dividends on the close of the last day of the period in respect of which such interim dividend is paid.
- b) Where capital is paid in advance of calls, such capital shall not, confer a right to participate in the profits.

129. Declaration of Dividends

The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

130. Interim Dividends

Subject to the provisions of Section 123, the Board may from time to time pay to the members such interim dividends as appear to them to be justified by the profits of the Company.

131. Dividends to be paid out of profits

No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

132. Reserve Funds

- a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.
- b) The Board may also carry forward any profits when it may think prudent not to appropriate to Reserves.

133. Deduction of arrears

The Board may deduct from any dividend payable to any members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

134. Adjustment of dividends against calls

Any General Meeting declaring a dividend may make a call on the members as such amount as the meeting fixed, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the members be set off against the call.

135. Receipt of joint holder

Any one of two or more joint holders of a share may give effectual receipt for any dividends, or other moneys payable in respect of such shares.

136. Notice of dividends

Notice of any dividend that may have been declared shall be given to the persons entitled to share thereto in the manner mentioned in the Act.

137. Dividends not be bear interest

No dividends shall bear interest against the Company.

138. Transfer of shares not to pass prior to dividends

Subject to the provisions of Section 126 of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

139. Unpaid or Unclaimed Dividend

- (i) Subject to the provisions of the Act, if the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30(thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf.
- (ii) Subject to the provisions of the Act, any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section(1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".
- (iii) Subject to the provisions of the Act, no unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

CAPITALISATION OF PROFITS

140. Capitalization of Profits

- a) The Company in General Meeting, may, on recommendation of the Board resolve:
 - (i) That it is desirable to capitalize any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and
 - (ii) That such sum be accordingly set free for distribution in the manner specified in the

sub-clause (b) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

- b) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards:
 - (i) Paying up any amounts for the time being unpaid on shares held by such members respectively
 - (ii) Paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
 - (iii) Partly in the way specified in sub-clause (i) and partly that specified in sub clause (ii).
- c) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
- d) A securities premium account and a capital redemption reserve account may, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

141. Power of Directors for declaration of bonus issue

- a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
 - (i) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and
 - (ii) generally do all acts and things required to give effect thereto.
- b) The Board shall have full power:
 - (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and also
 - (ii) to authorize any person, on behalf of all the members entitled thereto, to enter into an agreement with the Company providing for the allotment to such members , credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to the capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.
- c) Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

142. Books of Account to be kept

- a) The Board of Directors shall cause true accounts to be kept of all sums of money received and

expended by the Company and the matters in respect of which such receipts and expenditure takes place, of all sales and purchases of goods by the Company, and of the assets, credits and liabilities of the Company.

- b) If the Company shall have a Branch Office, whether in or outside India, proper books of account relating to the transactions effected at the office shall be kept at that office, and proper summarized returns made upto date at intervals of not more than three months, shall be sent by Branch Office to the Company at its registered office or to such other place in India, as the Board thinks fit where the main books of the Company are kept.
- c) All the aforesaid books shall give a fair and true view of the affairs of the Company or of its Branch Office, as the case may be with respect to the matters aforesaid, and explain its transactions.

143. Where Books of accounts to be kept

The Books of Account shall be kept at the Registered Office or at such other place in India as the Directors think fit.

144. Inspection by Members

No member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by the Act.

145. Service of documents on the Company

A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the Company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed under the Act.

146. Boards Report to be attached to Balance Sheet

In accordance with the provisions of the Act, along with the financial statements laid before the shareholders, there shall be laid a 'Board's report' as to the state of the Company's affairs and to the amounts, if any, which it proposes to carry any reserves in such balance sheet and the amount, if any, which it recommends should be paid by way of dividend; and material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which balance sheet relates and the date of the report. The Board shall also give the fullest information and explanations in its report aforesaid or in an addendum to that report, on every reservation, qualification or adverse remark contained in the auditor's report and by the company secretary in practice in his secretarial audit report.

AUTHENTICATION OF DOCUMENTS

147. Authentication of documents and proceedings

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director, the Manager, the Secretary or an authorized officer of the Company and need not be under its seals

WINDING UP

148. Application of assets

Subject to the provisions of the Act as to preferential payments, the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the members according to their rights and interests in the Company.

149. Division of assets of the Company in specie among members

If the Company shall be wound up whether voluntarily or otherwise, the liquidators may with sanction of a special resolution divide among the contributories in specie or kind, the whole or any part of the assets of the Company and any with like sanction, vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories of any of them, as the liquidators with the like sanction shall think fit, in case any share to be divided as aforesaid involve as liability to calls or otherwise any persons entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing, direct the liquidators to sell his proportion and pay them the net proceeds, and the liquidators shall, if practicable, act accordingly.

INDEMNITY AND RESPONSIBILITY

150. Director's and others' right to indemnity:

- a) The Board shall be entitled to meet out of the funds of the Company to defend, every officer of the Company as defined by Section 2(59) of the said Act, or any person (whether an officer of the Company or not) employed by the Company, against all claims made on them (including losses and expenses), in or about the discharge of their respective duties.
- b) Every Officer of the Company, as defined by Section 2(59) of the said Act, or any person (whether an Officer of the Company or not) employed by the Company, shall be indemnified from all claims, losses and expenses expended by them, respectively in or about the discharge of their respective duties, out of the funds of the Company against all liabilities, including attorney fees, incurred by them in defending any proceedings under the Act, or other laws applicable to the Company, and/or its subsidiaries in any jurisdiction.
- c) The Company may take and maintain any insurance as the Board may think fit on behalf of its directors (present and former), and the Key Managerial Personnel, for indemnifying any or all of them against any liability for any acts in relation to the Company for which they may be liable.

151. Not responsible for acts of others

- a) No Director of the Company, Manager, Secretary, Trustee, Auditor and other officer or servant of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or servant or for joining in any receipts or other act for the sake of conformity merely or for any loss or expenses happening to the Company through the insufficiency or deficiency in point of titles or value of any property acquired by the order of the Directors for or on behalf of the Company or mortgaged to the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation to or with whom any moneys, securities or effects of the Company shall be entrusted or deposited or for any loss occasioned by any error of judgement, omission default or oversight on his part or for any other

loss, damage or misfortune whatever which shall happen in relation to the execution or performance of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

- b) An Independent Director, and a non-executive director not being a promoter or a Key Managerial Personnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he has not acted diligently.

SECRECY CLAUSE

152. Secrecy

No member shall be entitled to inspect the Company's works without the permission of the Managing Director or to require discovery of any information respectively any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director it will be inexpedient in the interest of the members of the Company to communicate to the public.

153. Duties of Officers to observe secrecy

Every Director, Managing Directors, Manager, Secretary, Chief Executive officer, Chief Financial Officer, Auditor, Trustee, Members of Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provision of these Articles or law.

154. General Powers

Where any provisions of the said Act provides that the Company shall do such act, deed, or thing or shall have a right, privilege or authority to carry out a particular transaction, only if it is so authorized in its Articles, in respect of all such acts, deeds, things, rights, privileges and authority, this Article hereby authorizes the Company to carry out the same, without the need for any specific or explicit Article in that behalf.

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

S. No.	Name, Address, Description and Occupation of Subscribers	No. of Shares Taken	Signatures of the Subscribers	Signatures of witnesses with address, Description and Occupation
1.	Shiv Nadar S/o Late S.S. Nadar 100, Friends Colony (East) New Delhi Engineer	1 (One)	Sd/-	<p>I witness the signature and particulars of the four subscribers to the Memorandum appearing at</p> <p>R.P. Basia Membership No.17101 S/o Sh. M.R. Basia 11, Central Market. Ashok Vihar, Phase-I, New Delhi - 110052 Chartered Accountant</p>
2.	Anil Kumar Dang S/o. Shri S.L. Dang E-8/14, Vasant Vihar New Delhi – 110057 Engineer	1 (One)	Sd/-	
3.	Ashok Kumar Malhotra S/o. Shri R.L. Malhotra E-6, Greater Kailash-II, New Delhi-110048 Business Executive	1 (One)	Sd/-	
4.	Kiran Nadar W/o. Shri Shiv Nadar 100, Friends, Colony, New Delhi House Wife	1 (One)	Sd/-	
5.	Gita Dang W/o. Anil K. Dang E-8/14, Vasant Vihar, New Delhi-110057	1 (One)	Sd/-	
6.	Gita Malhotra W/o. Sh. A.K. Malhotra E-6, Greater Kailash, Part-II New Delhi-110048 Business Executive	1 (One)	Sd/-	
7.	Arun Kumar Dang S/o. Late Sh. S.L. Dang E-8/14, Vasant Vihar, New Delhi-110057 Business Executive	1 (One)	Sd/-	

Dated: 15-01-1989
New Delhi