

(The Companies Act, 2013)
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
OF
ADITYA INFOTECH LIMITED

I. The name of the Company is ADITYA INFOTECH LIMITED.

II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.

III. The objects for which the Company is established are: -

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of manufacture, assembles, importers, exporters, marketing, launching, repairers and to up-grade, buy, sell, process, rebuild with or without foreign colorations all types of computers, computers screens monitors, computers hardware, computers peripherals, key boards, printers, including DTP, Lan system, CD ROM Drivers, multimedia kits, memory SIMMS UPS, CTV modem, E-mail, cable network, dish antenna of all speed & compositions, its spares, parts, accessories. Also to manufacture, process & deal otherwise in all kinds of computer consumables like floppies, ribbons papers, stationery, monitor, screen, covers, files, discs etc.
2. To develop, obtain modify, market under license or otherwise, process, export, import computer software's, programmes and/or computers operating systems either in standard form and/or to meet specific requirements of various customers. Also get them registered for protection under the local or international laws.
3. To manufacture, import, export, process, remake, repair, buy, sell, assemble all kinds of office equipment- electrical electronic; mechanical, automatic, communication aids like, EPBX/PBX exchange, telex, telephones, satellite communications etc. also to deal, trade, manufacture, import, export, process, and assemble their parts accessories spares etc.
4. ¹[To carry on in India or elsewhere the business as manufactures, assemblers, designers, buyers, sellers, importers, exporters, franchisers, distributors, marketers of all kind of security and surveillance products including CCTV products including Thermal Cameras, and the audio products including speakers, mixers, digital audio products, and IP solutions, metal detectors, vehicle surveillance, access control, video door phones, biometric time and attendance instruments, thermo-ware, plastic moulded tableware's, glassware's, smart IOT products, smart phones & mobile phones, safety electronics and futuristic technology products, Tripods, Webcam Stands and mounts, Wall mounts and Stands, service parts of all products as cited above, etc. and also to provide the repair, maintenance, servicing on all cited products.]

¹ *(This Clause has been replaced by the resolution passed by the shareholders of the Company in their Extra Ordinary General Meeting held on March 7, 2020).*

For ADITYA INFOTECH LIMITED

Company Secretary

5. ²[To design, establish, develop, organize, arrange, manage and carry out basic / fundamental research, applied research, development, experimental work, commercial work, scale up works and every description in all branches of science, engineering and technology for awareness towards the development of CCTV surveillance, electronic security and safety products, computer peripherals, storage devices, smart IOT products, smart phones & mobile phones, futuristic technology products or any other products as referred in clause above.]
6. ³[To carry on business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, stockists, agents, subagents, merchants, distributors, consignors, or otherwise deal in all types of medical equipment and accessories including but not limited to gloves, Masks, N95 Masks, safety goggles, bandages, surgical furniture, medical equipments, diagnostic equipments, healthcare products and instruments including all types of thermometers, medical kits and all kinds and varieties of disposable and non-disposable surgical instruments, kits and equipments including personal protective kits and Sterilization kits.]

⁴[(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE]:

1. To advance money on the security of goods lying with or under the control of the Company to receive goods on consignment basis and to do all other such acts that may be usual or necessary in connection with the main business of the Company.
2. To act as forwarding agents and to insure, underwrite, undertake, goods merchandise or such other properties in connection with the main business of the Company.
3. To purchase, take on lease, or otherwise acquire all or any part of the business or undertaking or property and assets of any such other person, firm, company or corporation carrying on main business and agree to discharge their liabilities and to conduct, carry on or liquidate all of such business.
4. To take on lease, hire of purchase or acquire on license any lands, rights connected with lands, mills, factories, plants, buildings, cars, apparatus; stock in trade; right privileges and moveable or immoveable property of any description which may be deemed necessary or convenient for the main, business of the Company to carry on and to pay for the same either in shares or the Company or in cash or partly in shares and partly in cash.
5. To get insured all or any of the goods lying with the company against damage, fire or loss.
6. To build, assemble, erect, maintain and establish pre-fabricated houses or apartments or structure in connection with the main business of the Company.

²(This Clause has been inserted by the resolution passed by the shareholders of the Company on January 22, 2018 in their Extra Ordinary General Meeting).

³(This Clause has been replaced by the resolution passed by the shareholders of the Company in their Extra Ordinary General Meeting held on March 7, 2020).

⁴(The heading of this clause III (B) has been amended by the resolution passed by shareholder of the Company in their Extra Ordinary General Meeting held on January 22, 2018.)

7. To make, draw, issue, accept, endorse, discount and buy promissory notes, bills of exchange hundies, cheque, debentures, bonds coupons and such other negotiable instruments and securities of all kinds.
8. Subject to sections 73, 179 and 180 of the Companies Act, 2013 and the regulations made thereunder and the directions issued by the Reserve bank of India, to receive money on deposit or otherwise, with or without interest and to receive deposit or safe custody of any title deeds or other securities of all types.
9. To enter into any arrangements with persons or companies or others in such manner as may be lawful and for such period as may be expedient to further the objects of the Company.
10. To indemnify members, officers, directors, secretary and servants of the Company against proceedings, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company or for any loss damages or misfortunes which may happen in the execution of the duties of their office or in relation thereto.
11. To enter into any arrangements including collaboration with manufacturers or suppliers in India or abroad, to acquire knowhow, patterns, trade-marks, inventions, licenses and concessions and to pay for the same either in cash or by issue or partly paid or fully paid up shares of the company or by the way of recurring royalty payments or shares in profits or otherwise as may be agreed upon, and to use, exercise develop or grant licenses in respect of the property, rights or information so acquired.
12. To acquire by purchase, contract, concessional license, lease or otherwise any lands, mines, quarries, building factories, workshops, godowns and sheds as may be considered necessary for the attainment of the main object of the Company.
13. To pay out of the Company's fund all costs and expenses incurred in connection with all matters, preliminary and incidental to the formation, promotion and incorporation of this Company and the cost and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
14. To establish agencies or branches in India or elsewhere to regulate or to discontinue the same and to do all things which the Company lawfully may do as principals, agents, trustee, brokers contractors or otherwise.
15. To take or otherwise acquire and hold shares in any other such company having same objects altogether or in part similar to those of this Company.
16. To enter into partnership or into any arrangement for sharing profits, union of interests or co-operation, joint ventures, reciprocal concession with any person, firm or company carrying on or engaged in business which the Company is authorized to carry on and to lend money or to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm or company provided that the Company shall not do any banking business within the meaning of Banking Regulation Act, 1949.
17. To promote any Company or companies for the purpose of acquiring all or any of the property and liability of this Company or for any other purpose conducive to the main business of the Company.

18. To enter into contract with Government, Central or State, Railways, Municipal, Local or such other Authorities or Private Parties for the supply of any material or goods for the attainment of the main object of the Company.
19. To enter into any arrangements with the Government or other authorities, Municipal, Port Trust Railways, District or Local Bodies, Civil and Military Authorities, that may seem conducive to the Company's Object or any of them and obtain from any such Government or such other authorities any rights, privileges and concession.
20. To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences, calculated to benefit the employee or ex-employee of the Company (or its predecessors in business) or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards Provident Funds and Insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful objects.
21. To float, promote, form, subsidies and assist limited companies or other companies, syndicates or firms or association for the prosecution or execution of undertakings, works projects or enterprises of any description as may be expedient, for the main business of Company.
22. To open any kind of account in any bank and to make, accept and endorse and execute all types of promissory note, bill of exchanges and such other negotiable instruments of all types in connection with the main business of Company.
23. Subject to sections 73 and 179, 180 of the Companies Act, 2013 and Rules made thereunder and Direction issued by the R.B.I. to borrow or raise money in such other manners as the company shall determine fit and in particulars by the issues of debentures or debentures stock, perpetual or otherwise, charged upon all or any of the Company's property (both present & future), including its uncalled capital, and to redeem or pay off any such securities in connection with the main business of the Company.
24. To establish provide, maintain and conduct or otherwise subsidies in India or any part of the world, education and training institutions, researches laboratories and experimental workshops for scientific and technical research and experiments to undertake and carry on scientific and technical research and experiments to undertake and carry on scientific and technical and research's experiment and tests of all kinds, to promote studies and researches, scientific and technical investigations by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures meetings and conference and by providing or contributing to the remuneration of scientists and technical professors or teachers and awards or scholarships, prizes grants to students or otherwise generally and to encourage , promote and rewards studies, researches, investigation, experiments, test and inventions of any kind that may be likely to assist any business which the company is authorized to carry on and to enter any arrangement with Government or any other such party for the purpose as aforesaid.
25. To buy for the purpose of the main business of the Company steam, heat, light, electricity, gas or any other such power making of gas and to take all steps incidental or necessary in respect of the same.

26. To acquire, from any person or any source, technical information , know how, data, formulae, techniques and methods, engineering, manufacturing and operating plans , layouts, blue prints and other data for the design, installation, erection and consultancy, maintenance, operation of the plant, machinery, equipments and facilities whatsoever required for attaining the main objects of the Company and objects ancillary to the attainment of the main objects and to acquire, or grant or license such other rights and benefits in connection therewith.
27. To purchase, take on lease, or otherwise acquire the undertaking, business and property or any part thereof any company or company or companies carrying on business in India or elsewhere which this Company is entitled to undertake.
28. To enter into contracts, agreement and arrangements with any other such company, firm or person for the carrying out by such other company, firm or person on the behalf of the Company any of the main objects for which this company is formed.
29. To imports, revised, clean, restore, recondition, treat and otherwise manipulate by any process or means by products, re-use any waste, and other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same for the attainment of the main objects of the Company.
30. To repair, alter, remodel, clean renovate, convert, manipulate and prepare for sale or otherwise any goods belonging to the Company.
31. To employ experts to investigate into and examine the conditions, prospects, value, character and circumstances of any business concerns and undertakings and any assets, property or rights as may be necessary in connection with the main business of the Company.
32. To carry on any business or branch of a business which this Company is authorized to carry on through the agency of any subsidiary company or companies for taking the profits and bearing the losses of any business or branch of business so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any business or branch of business so carried on at any time and either temporarily or permanently to close any such branch of business
33. To dispose of any property belonging to the Company and to help in purchase of any article to articles, whether made by the Company or not by way of advance or to assist in the purchase of any such article or articles.
34. To buy foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf for the attainment of main object of the Company.
35. To lease, grant licenses, easements and such other rights over and dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such considerations as the Company may deem fit and in particular for shares, debentures or securities of any other such Company.

36. Subject to Sections 230, 231, 232 and 233 of the Companies Act, 2013 to amalgamate with any other company whose objects are similar to those of this Company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking or any such other Company, as aforesaid, with or without winding up or by sale or purchase of all or a controlling interest in the shares or stock of the other Company as aforesaid or in any other such manner.
37. Subject to the provisions of Section 52 of the Companies Act, 2013, to place to reserve or to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the Company may, from time to time, determine any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of dividend accrued on forfeited shares and moneys arising from the reissue by the Company of forfeited shares.
38. To apply for purchase or otherwise acquire prolong and renew, in any part of the world, any patents, patent rights, brevets invention, trade-marks, designs, licenses, and concessions conferring any exclusive or non-exclusive or limited rights to their use information as to any invention which may seem capable of being used for any of the business of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of the property rights, and information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
39. Subject to the provisions of the Companies Act, 2013, to make donations to such persons or institutions either of cash or any other such assets as may be conducive to any of the Company's main objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to the Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trust and convenience for the benefit of the employees or ex- employees (including Directors) of the Company or its predecessors in business or of persons having dealing with the Company or the dependents, relatives or connections of such persons and in particular, friendly or other benefit societies and to grant pension, allowance, gratuities and bonuses, either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident funds and such other welfare funds of or such persons.
40. To refer or agree to refer to Arbitration in India or outside India any claim, demand, dispute or any other such question by or against the Company or in which the Company is interested or concerned and whether between the Company and its member or members of their representatives, or between the Company and third parties, and to observe and perform and to do all acts, deeds, matters and things required to carry out or enforce the award.
41. To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business whether by cash payment or by the allotment of shares, debentures, or such other securities of the Company, creditor as paid up in full or in part.

42. To adopt such means of making known the business of the Company as may seem expedient, and in particular, by advertising in the press, by circulars, and exhibitions of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards.
43. To invest in other than investment in Company's own shares, the money of the Company not immediately required in such manner as may from time to time, be determined and to lend money or mortgage of immovable property of on hypothecation or pledge of moveable property with or without security.
44. To undertake and execute any trust (including the office of executor, administrator, receiver) of the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.
45. To insure the whole or any part of the property of the Company, either fully or partly, and to protect and indemnify the Company from liability or loss in any respect.
46. To exercise all or any of the corporate powers, rights and privileges and to conduct its main business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies, and dependencies thereof and in any or all Foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
47. To procure the Company to be registered or recognized under the laws of land in any part of the world.
48. To make donations in any national fund or any other such fund constituted for a charitable, national or such other purpose, subject to Section 180, 182 and 183 of the Companies Act, 2013.
49. To create any depreciation funds, reserve funds, sinking fund, insurance fund or any special or such other fund whether for depreciation or for repairing, improving or maintaining any of the property of the Company or for redemption of the debenture or redeemable preference shares or for special dividends or equalising dividends or for any other purposes and to transfer and such funds or part thereof to any of the funds herein mentioned.
50. Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any booklet literature, attainment articles or organizing lectures, conferences or seminars workshops training programmes as are likely to advance the main objects or for giving merit awards, scholarships, any other such assistance to institute, deserving students or other such scholars, consultants or persons to enable them to pursue studies or academic pursuits and for establishing or assisting institution, funds, or trust having any one of the main objects as one of its main objects.

THE OTHER OBJECTS ARE]

- ⁶[51. To carry on the business as dealers in and purchases of dairy farms gardens produce of all kinds and in particulars milk, cream, butter, ghee, cheese, poultry, eggs, fruits, vegetable, oils, vegetable ghee, porkpies, sausages, prawns, potted, meat, table delicacies and to purchase, acquire keep, maintain, breed, sell or otherwise dispose of all kinds of cattles, cows, buffaloes, pigs, poultry, and live or dead stock of all description.
52. To carry on the business of manufacturing and selling carbonated or such other waters, suppliers of heat, light, water, gas or brine for refrigerating purposes and to keep, maintain and equip service stations for the said purposes.
53. To carry on the business of manufactories of all kinds of condensed milk, jams, pickles, ciders, preserved foods of all kind and of such other articles as may conveniently be produced or manufactured therewith.
54. To engage and carry on the business or raising packing, grading, preparing for market eggs, butter, cream, milk, farm and poultry products of all description. To hatch, breed and raise either by natural means, or incubators or otherwise poultry of all kinds and to buy, sell, rear and deal in chickens, chicken food, incubators or otherwise poultry of all kinds, ducks turkey geese and guinea fowls, partridges and other birds. To carry on the business of slaughtering cattles, pigs, hogs, sheeps, lambs and other animals for food purposes as may be permitted by law and to manufacture hides, oils, fat, horn, glue, feathers, fertilizers, and such other by products thereof.
55. To erect, construct, establish and provide all kinds of conveniences, improvements, entertainments in particular reading, writing, bi-scope and cinema shows, lockers, safe, deposits, stables, telephones, telegraphs, clubs, stores, provisions, shops, bath vaults, swimming tanks and pools and lavatories.
56. To subscribe, buy, keep, sell, give on hire or otherwise deal in books, magazines, periodicals, journals, pictures and all kind of readable material. To establish, maintain, equip and furnish a reading and circulating library for use of the subscribers or customers or visitors either gratuitously or on such terms and in accordance with such regulations as may deemed proper.

⁵*(This sub clause has been deleted by the resolution passed by shareholders of the Company in their Extra Ordinary General Meeting on January 22, 2018.)*

⁶*(The points numbered from 51 to 126 have been inserted in the clause III(B) by the resolution passed by the shareholders of the Company in their Extra Ordinary General Meeting on January 22, 2018.)*

57. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, proprietors, managers of cinema house, theatres, concert halls, picture places, studios. To carry on the business of letting or subletting the use of cinema hall, theatres, picture places, studios or other machinery, apparatus building or structure of the Company for purpose of use of exhibitions, display of films, dramatic or theatrical performances, concerts or other entertainments or objects allied to or of similar kinds as that of the Company and to provide for the production, direction, exhibition, representation, display whether by mechanical means or otherwise or plays, open air or such other theatrical performances, operas, burlesque, ballets, pantomime, jugglery, megsmeric, yogic, hypnotic, spectacular pieces, mushairas, symposium and such other musical and dramatic athletic and similar performances for amusement or entertainment both in public and private.
58. To carry on the business of manufacturers of or dealers in all types of glass products, such as sheet and plate glass, optical glass, glass wool and laboratoryware.
59. To undertake to manufacture, process, imports, exports and sell of calcined petroleum, petrochemical and its by-products, coal and coal tar products, dyes, drugs, medicines and pharmaceuticals and derivatives, paints, pigments and varnishes, explosives and ammunition, all types of heavy chemicals, textile chemical, photographic chemicals, clay and boards, soaps, glycerine, fertilizers, pesticides, manures, fungicides and allied products, fats and waxes.
60. To carry on the business of goldsmiths, silversmiths, jewellery and gem merchants, importers and exporters of bullion and any other such articles related thereto.
61. To carry on the business of manufacturers of or dealers typewriters, calculating machines, vacuum cleaners, sewing machines, printing machines, ice-cream manufacturing machinery and Diary Equipment.
62. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.
63. To carry on the business of manufacturer of dealers of tractors, tractor parts, automobiles, ships, aeroplanes, earth moving equipments, internal combustion engines, boilers, locomotives, cranes and compressors.
64. To manufacture and/ or deal in automobile parts, spare parts and components or machineries thereof.
65. To carry on the business of machinists, manufacturers of pressed bowls, marine engineers, iron founder, brass founders, iron and steel converters, metallurgists, smiths, iron masters, steel masters, blast furnace proprietors, consulting engineers, asbestos manufacturers, japanners, annealers, enamelers, electric and chromium platers, polishers, painters, tinsmiths, locksmiths, ironsmiths, ironmongers, wire weavers and to buy, sell, manufacture, repair, alter, convert, let on hire, and deal in plant, machinery, tools, implements, utensils and rolling stock.

66. To carry on the business of manufacturers of and dealers in all types of celluloid, bakelite, industrial rollers, sheets, belting, tyres, tubes, scientific, industrial and surgical instruments and agricultural equipments.
67. To carry on business as manufacturers of and dealers in plywood, hardwood, blocks for flooring and other purposes, windows, doors, woodpulp, wood wool, masts, spars derricks, sleepers, tools, handles, paneling, wood work, furniture and articles of all description wholly or partly made from wood.
68. To carry on business as manufacturers or dealers in or as stockists, importers and exporters of packing materials, cartons, containers, boxes and cases made of paper, board, wood, glass, plastic, pulp, cellulose, films, polythene, rubber, metal, metal foils, gelatine, tin, flexible, treated, laminated or such other materials related thereto.
69. To undertake or promote research in economic, fiscal, commercial, financial technical and scientific problems.
70. To carry on business of timber and lumber merchants, lumber yard and sawmill proprietors and to buy, sell, prepare, for market, import and deal in timber and wood of all kinds and to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths.
71. To carry on the business of manufacturers, buyers, sellers, exporters and importers of pulp, paper boards and paper products of all types and kinds and in all forms and to process and re-pack paper and paper products and to carry on the business of stationers, printers, lithographers, stereotypes, electrotypes, photographic printers, block makers, photo lithographers, engravers, die-sinkers, account books, manufacturers, book sellers and publishers.
72. To carry on the business of spinners, weavers, manufacturers of cotton textiles and other fibrous materials, balers and pressers of jute cutting, jute rejections, hemp and the cultivation thereof and the business of buyers, sellers and dealers of jute, jute cutting, jute rejections, jute manufacturing hemp and other fibrous material, oil seeds and any other seeds and products and of goods or merchandise made thereof and to transact all manufacturing or cutting and preparing processes and mercantile business that may be necessary or expedient.
73. To carry on business of manufacturers of and dealers in sports goods.
74. To sink well and shafts, lay down pipes, constructs, improve, maintain, develop work, manage, carry out or control any roadways, tramways, runways, branches or siding, bridges, telegraph lines, canals, reservoirs, water courses, sharves, sheds hydraulic works, electric works and factories, power houses, cooly lines and houses and villages.
75. To carry on the business of manufacturers of and dealers in all kinds of electrical machinery and electrical apparatus for any purpose to manufacture, sell, supply and deal in accumulators, lamps, meters, engines, dynamos, batteries, telephonic or telegraphic apparatus of any kinds and manufacturers of and dealers in scientific instruments of any kind.

76. To carry on the business of fabricators and re-rollers of all types of ferrous and non-ferrous metals, manufacturing of steel strips, steel pressed sections tubes, pipes and bolts, hinges, eldrops, tower bolts, roofing nails, pad bolts door shutters, nuts, buckets, karals, gata channels, sanitary fittings, wires wire knittings, wire ropes, hardware, fittings of all kinds, cutting and handtools.
77. To carry on the business of water works engineers and manufacturers and suppliers of atomic powers and gas generators.
78. To build bus bodies and to manufacture railway wagons, passenger coaches (Railways or Roadways), tramways and their components, jigs and fixtures, precision instruments, gas welding plants, paper and cement plants, general purpose and loom room machinery, hardening, annealing and tempering furnaces, motor boats, cables and conductors.
79. To manufacture, buy, sell, import and export cement, rayon, pulp, glass wool and other sound and water proofing materials of all types.
80. To carry on research and development to manufacture, buy, sell, import and export, to act as distributing agent, developers, processors consultants, repairers and dealers in the field of all kinds and sources of energy such as mechanical, electrical, heat, sound and light derived from natural and other sources including in particular from the use of oil, gas, coal, water and other sources of energy such as solar, geothermal wind, tides, biogas, gobar gas, wastes and other residual products thereof and to supply, use, purchase, acquire, distribute and apply the same for industrial, commercial and domestic or such other purpose for providing motive power, electric power, thermal power and other types of power for lighting, heating, cooling, refrigeration, drying seasoning, evaporation, distilling and to develop processes, equipments instruments, apparatuses, appliances and accessories for conversion on one type of energy to other and in connection with all the aforementioned objects, to acquire, construct, manufacture, erect, lay down, alter, work, all equipments, instruments, apparatuses, appliances and other plant and machinery and to supply all such materials products and things as may be necessary or convenient in connection with the production, use, storage, regulation, measurement, supply and distribution of such products by the Company.
81. To carry on the business of manufacturers, merchants, importers, exporters, maintainers, hirers, processors, engineers, consultants, dealers and agents in all kind of electrical, electronic, mechanical and optical appliances and apparatuses of every description such as lighting, radio, television, telecommunication requisites, radars, computers, business machines and their components such as valves, transistors, resistors, condensers, coils, motors, generators and their requisites, components and stores of all kinds and descriptions.
82. To buy, sell, process, improve, alter, exchange or let on hire, import, export and deal in all kinds of metallic alloys, iron, steel, ingots, billets, rods wire, ferrous and non-ferrous metals.

83. To carry on the business of purchase and sale of Kapas, Cotton and Cotton Seeds and man-made fibers and plastic business.
84. To buy, sell, improve, alter, deal in Handicrafts, Brass Wares, China Wares, Cutlery, Crockery, Dry fruits, perfumes, and other material that can be conveniently dealt with by the Company and export of any other material that can be conveniently dealt with by the Company and export of any other possible item, from time to time and to carry on in India or elsewhere the business of importers, exporters of an dealers in all kinds of industrial, personal and household goods, materials, commodities, products, articles, chattels, merchandise, live and dead stock and moveable property and rights of every kind, general, traders and merchants, contractors, sub-contractors, concessionaires, store keepers, carriers, packing, freights and forwarding and travel agents and contractors, ware housement, trustees, brokers and to carry on trading in all branches of business and to carry on the said business wither as principals or otherwise.
85. To carry on the business as manufacturers of and dealers in building components such as light weight cellular re-inforced autoclaved concrete slabs and blocks for floors, walls and roofs and prestressed, precast, reinforce concrete building components and any other such materials related thereto.
86. To carry on the business of quarry proprietors, stone and granite merchants, dealers, exporters and contractors and to search for, mine, win, raise, make marketable, use, sell and dispose of granite stone, coal, minerals and mineral substances and products and to prepare and manufacture cement paving blocks, wax and bituminous road materials.
87. To carry on business as manufacturers of and dealers in marble, asbestos, stone, bricks, clay, china, drocelaine, terracotta, earthenwares, pipes, mosaics, slates, windows, doors, shutters, basins, chimney pieces, stoves, baths, sanitaryware, household fittings damp-proof materials, paints varnishes, ropes, cords and fitting of every description.
88. To carry on the business of hotel, restaurant, café, tavern, beer house, restaurant room and house-keeper, licensed victuallers, purveyors, caterers for public amusement entertainment generally, proprietors of clubs, dressing rooms, laundries, grounds and places of amusements recreations, sports, tennis courts, swimming pools, entertainment parks and institutions of all kinds tobacco and cigar merchants.
89. To manufacture, produce, compress, liquify, supply, purchase, sell, trade, import, export distribute as agents of all types of industrial, domestic, medical and commercial gases such as oxygen, hydrogen, acetylene, nitrogen, argon carbon dioxide, Freon, dissolved acetylene, Freon carbonic acid in gas and liquid form.
90. To buy, sell, manufacture, fabricate, repair, alter, convert, reconditions, improve, exchange, barter, import, export, let on hire and deal in all types of gas cylinders, bottles, containers, receivers, corks, valves, scales, liberators, gas masks, regulators, compressors, engines, machines, laboratory equipments, tools and such other appliances, equipments, apparatus, conveniences and accessories connected therewith.

91. To act as consulting engineers and management consultants and to prepare project reports and plan layouts and provide technical advice, guidance supervision in the erection, installation, commissioning of any project industrial or otherwise.
92. To carry on the business as seed merchants, oil merchants, cotton, groundnuts, condiments and castor merchants, cake and corn merchants, millers and flour merchants, bakers, biscuit makers and confectioners.
93. To carry on business in securities, and to deal in stock and shares.
94. To carry on the business of steel furniture, iron safes, rolling shutters, office equipments and such other steel structural products of all kinds.
95. To carry on business of petrol pumps and service stations.
96. To grow, raise, tend, cultivate tea, coffee, cinchona, rubber and other produce and to carry on the business of tea planters in all its branches and to carry on and work the business of cultivators, buyers of every kind of vegetable, mineral or other produce of the soil, to prepare, manufacture and render marketable such produce and to sell, dispose of an deal in any such produce either in its prepared manufactured or raw state and either by wholesale or retail.
97. To carry on the business of helicopter-spraying on farms, grove lands, cultivation, gardens and such other allied business of eradication of disease, virus and insecticides.
98. To deal in, supply manufacture, import, all kinds of cosmetics, perfumes and beauty aids.
99. To carry on the business of buying, selling, exporting, importing, manufacturing, constructing, devising and preparing all kinds of advertising novelties, materials, aids, complimentary gifts, devices, design and any other such media used for the purpose of audio-visual publicity and advertisement.
100. To carry on the business of advertising agents both outdoor and through newspaper, magazines, books, periodicals directories, screens, walls, buses, railway carriages, or through any such other media of advertisement of all types.
101. To carry on the business of manufacturers of processors and/or importers, exporters, buyers, stockists and distributors, and/or dealers of the followings:
 - (a) Polymers, natural or synthetic resins, plastics, latexes, and such other kinds of resins and plastics products and goods thereof.
 - (b) All types of compounds, drugs, dyestuffs, disinfectants and of electrical photographic, surgical and scientific apparatus and materials.
 - (c) Colours, paints enamels, varnishers, lacquers, pigments and chemicals.

(d) Pesticides and insecticides and their formulations, fertilizers of all types and kinds.

102. To establish, purchase, sell, take on lease, hire or otherwise acquire and work any textile mill, handlooms, power looms, cotton ginning and pressing factory, jute, hemp or such other fiber presses, spinning mills, weaving mills, waste process plants for pressing merchandise into bales and to buy, sell, import, export, pledge, speculate, enter into forward transaction or otherwise deal in jute, cotton, kapas, cotton seed, flex hemp silk and products made thereof.
103. To carry on the business of millers in all its branches, to set up mills for milling wheat Gram, Cereals Dal, Besan, Maida, Atta, Suji and other allied products, and to manufacture any bye-products, food products such as biscuits, Flakes, Dalia and confectionery from flours of all kinds and description and to set up factories or mills for the manufacture thereof description and to set up factories or mills for the manufacture thereof.
104. To manufacture, process, fabricate, design, buy, sell, import, export or otherwise deal in all kinds of electrical wires and cables, insulated cables, welding cables, D.C.C. Wires, Super Enamelled Wires (bare or covered by Plastic, Rubber, Cotton, Paper or PVC) conductors, low medium and high tension insulators, switch gears made of ferrous or non-ferrous metals, silver or any other such substance thereof.
105. To manufacture, process, formulate and to draw wires of all kinds and descriptions, whether of copper or aluminium or any other such metal, by any process or methods being employed or by researches on any metal or non-metal or any other such type of material required or may be innovated in future.
106. To manufacture sowing machines, reaping machines, thrashing machines, tractors and all other kinds of farms implements and machinery, dairy machines, elevating machines, conveying machines, transmission machines, incubators and parts, tools and accessories requisite thereof.
107. To carry on the business of manufacturers of and dealers in readymade garments of all kinds.
108. To assist any company or such other enterprises in its dealing with any Government, local statutory and such other authority whether in India or abroad in the legitimate pursuit of its activities and to produce capital for any company or enterprise.
109. To carry on the business of manufacturers and dealers of woolen, hosiery goods of every kind, nature and description for men, women and children.
110. To carry on the business of manufacturers and dealers in all kinds of carpets, durries, mats, rugs, blankets and such other similar articles of woolen and worsted materials,
111. To carry on the business of steam and general laundry and to wash, clean, purify, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other linen, cotton and woolen goods and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, material and articles of all kinds used for, any such purposes.

112. To carry on the business of importers and exporters, ship owners ship builders, charterer of such other vessels, ware housemen and insurance brokers, carriers forwarding agents, and wharfingers.
113. To set up tanneries and to carry on the business as manufacturers of and dealers in leather and leather goods of all descriptions and of leather dresses, hides, skins and all things and material connected therewith.
114. To carry on the business of advisers on problems relating to the administration and organization of industry and business and to advise upon the means and methods for extending, developing and improving all types of business of industries and all systems and processes relating to production, storage, distribution, marketing and sale of goods and/or relating to the rendering of the services.
115. To purchase or otherwise acquire or carry on the business of manufacturers of and dealers in bricks, tiles, stones, pipes, potteries, earthen or China and similar goods and any substitutes thereof in building material of any kind, spare parts, accessories and all things used by civil, mechanical, electronic electric (including electric) and refrigeration contractors.
116. To undertake, carry out, promote and sponsor programs for rural development including any program for promoting social and economical welfare or the upliftment of the people in any rural area and to incur any expenditure on any such program of rural development and to assist execution and promotion thereof either directly or through any agency or in any other manner. Without prejudice to the generality of the foregoing, the word "Rural Area" shall include such areas as may be regarded as rural areas under Section 35-CC of the Income Tax Act, 1961 or any other such law relating to rural development for the time being in force or as may be considered by the Directors of rural areas and in order to implement any of the above mentioned objects or purposes the Directors may, at their discretion, transfer without consideration or at such full or concessional value as the Director may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institution, Trust or Fund or any other agency developed to the work of rural development as approved by the Central Government or State Government or any other appropriate authority.
117. To erect, construct, establish and provide all kinds of conveniences, improvements, for customers and other and in particular lockers, safe deposits, vaults, stables telephone and telegraph facilities, clubs, stores provisions shops, bath, swimming, tanks, pools and other laboratories.
118. To carry on the business of ice makers, ice dealer, refrigerating stock keepers, makers, manufacturers of and dealers in freezing and refrigerating agents mixture and chemicals of all descriptions.
119. To carry on the business of stock and share brokers and to deal (purchase and sale) in shares, securities, debentures of private and public-sector companies registered under Companies Act, 2013 and to deal in Government Securities, trust Securities and all other such type of securities and actionable claims and to hold them as investments for earning profits.

- 120.** To acquire, take up and hold shares, stocks debentures, debentures-stock, bonds, obligations and securities issued or guaranteed by the Company, Corporation or authority constituted for carrying on business in India or in any foreign country and debenture-stocks, bonds, obligations and securities issued or guaranteed by any government, Sovereign Ruler, Commissioner, Public Body or authority, supreme, municipal, local or otherwise, whether in India or any foreign country.
- 121.** To sell export or otherwise by the themselves or through agent to carry on business as brewers, malters hop growers and merchants, bottlers, agents and distributors; barely and general grain flowers, ralsers, importers, processors, driers and merchants, manufacturers of and dealers in yeast, isinglass and other such requisites of all types manufacturers of and dealers in all kinds of aerated, mineral and medical and medicated waters, spirits, alcohols and general temperance and such other drinks, beverages and cordials bottle stopper makers, coopers, manufacturers of boxes cartons, paper and such other bags of all types and packing receptacles and labels thereof.
- 122.** To purchase, manufacture, produce, boll, refine, prepare, import, export, sell and to deal in sugar, sugar candy, jaggery, sugar beet, sugarcane, molasses, syrups and all other sugar products such as confectionery, glucose, golden syrup, alcohol and their by-products.
- 123.** To carry on in India or elsewhere the business of importers and exporters of, and dealers in all such items that are permissible under Import and Export Trade Policy of the Government of India, and also to buy and sell, either as principal to principal or as broker, Import Replenishment Licenses as per the Policy of the Government of India.
- 124.** To carry on the business of hire purchase, leasing & finance company and to finance all type of vehicles, building & estates commercial and house hold items, industrial units of all types.
- 125.** To carry on the business of contractors, builders, housing finance, broker dealers and estate agents.
- 126.** To carry on the business of traders, dealers, manufacturers, representatives, distributors, stockist, commission agent for all types of household and commercial use items.

IV. ⁷[The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.]

V. ^{8 & 9} [The Authorized Share Capital of the Company is INR 15,00,00,000 (Indian Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of INR 1 (Indian Rupees One each)]

⁷[This clause has been altered by the resolution passed by the members of the Company in their Extra Ordinary General Meeting held on January 22, 2018.]

⁸[The Authorized Share Capital of the Company has been increased from INR 5,05,00,000 (Indian Rupees Five Crore and Five Lakhs Only) to INR 15,00,00,000 (Indian Rupees Fifteen Crore Only) pursuant to a resolution passed by the members of the Company at an Extra Ordinary General Meeting held on June 17, 2024.]

*⁹[The Authorized Share Capital of the Company has been sub-divided from INR 15,00,00,000 (Indian Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) equity shares of INR 10 (Indian Rupees Ten) each to INR 15,00,00,000 (Indian Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crores) equity shares of INR 1 (Indian Rupee One) each pursuant to a resolution passed by the members of the Company at **For ADITYA INFOTECH LIMITED** held on June 17, 2024.]*

Company Secretary

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

Names and addresses, Occupation description of subscriber	No. of Equity Shares taken by each subscriber	Signature of Subscriber	Signature of witness with address, description and occupation
1. Hari Shanker Khemka S/o Sh. P.N. Khemka C-29, Friends Colony, New Delhi-110065 Business	10	Sd/-	<p>Witness for all the seven signatories.</p> <p>Sd/- (Neeraj Mittal) M.N. 92357, Chartered Accountant S/o Shri. S.B. Mittal Singhal Associates, Chartered Accountants 4546/16 Darva Gani New Delhi-110007</p>
2. Govind Kumar Khemka S/o Sh. P.N. Khemka C-29, Friends Colony, New Delhi-110065 Business	10	Sd/-	
3. Surendra Kumar Khemka S/o Sh. P.N. Khemka C-29, Friends Colony, New Delhi-110065 Business	10	Sd/-	
4. Indu Khemka W/o Sh. S.K. Khemka C-29, Friends Colony, New Delhi-110065 Business	10	Sd/-	
5. Aditya Khemka S/o Sh. H.S. Khemka C-29, Friends Colony, New Delhi-110065 Business	10	Sd/-	
6. Urmila Khemka W/o Sh. H.S. Khemka C-29, Friends Colony, New Delhi-110065 Business	10	Sd/-	
7. Anand Kumar Khemka S/o Sh. P.N. Khemka C-29, Friends Colony, New Delhi-110065 Business	10	Sd/-	
	70 (Seventy)		

Place: New Delhi

Date: 15th March, 1995

For ADITYA INFOTECH LIMITED
Company Secretary

THE COMPANIES ACT, 2013 COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956)

ARTICLES OF ASSOCIATION OF ADITYA INFOTECH LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant member's resolution passed at the extra ordinary general meeting of the company held on January 22, 2018 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

PRELIMINARY

The regulations contained in the Table 'F' in the Schedule I of the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles expressly incorporated herein below or by the Companies Act, 2013.

INTERPRETATION

1. In these Articles:

- a) "Act" means the Companies Act, 2013 and the Companies Act, 1956 to the extent not repealed or omitted by the Companies Act, 2013 (hereinafter referred to as 'the Act') including Rules made thereunder or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
- b) "Annual General Meeting" means the annual general meeting of the Company convened and held in accordance with the Act.
- c) "Articles" or "Articles of Association" means these articles of association of the Company as originally framed or as altered from time to time and registered with Ministry of Corporate Affairs/Registrar of Companies from time to time.
- d) "Board of Directors" or "Board", in relation to a company means the collective body of the directors of the Company.
- e) "Capital" means the share capital for the time being raised or authorized to be raised for the purposes of the Company.
- f) "Company" means ADITYA INFOTECH LIMITED.
- g) "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. "Dividend" includes interim dividend unless otherwise stated.
- h) "Dividend" includes interim dividend unless otherwise stated.
- i) "Electronic mode" means any communication by way of media like video conferencing and any other electronic media.
- j) "Extraordinary General Meeting" means an extraordinary meeting of the Company convened and held in accordance with the Act.
- k) "Financial Year" shall have the meaning assigned thereto by the Act.

- l) “Independent Director” shall mean an independent director as defined under the Act.
 - m) “India” shall mean the Republic of India;
 - n) “Law” shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and Securities Exchange Board of India, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or any other generally accepted accounting principles;
 - o) “Lien” shall mean any kind of security interest of whatsoever nature including any (i) mortgage, charge (whether fixed or floating), pledge, Lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing or conferring any priority of payment in respect of, any obligation of any person;
 - p) “MCA” shall mean the Ministry of Corporate Affairs, Government of India;
 - q) “Managing Director” means the Managing Director for the time being of the Company.
 - r) “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 in case of shares held by a Depository, the Beneficial Owners whose names are recorded as such with the Depository.
 - s) “Memorandum of Association” means the Memorandum of Association of the Company as originally framed or altered from time to time.
 - t) “Month” means the English Calendar month.
 - u) “Office” means the Registered Office for the time being of the Company.
 - v) “Register” means the Registers of the Company to be maintained pursuant to the provisions of the Act.
 - w) “Registrar” means the Registrar of Companies, National Territory of Delhi and Haryana.
 - x) “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
 - y) “Seal” means the common seal of the Company.
 - z) “SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;
 - aa) “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.
 - bb) “Writing” and “Written” means and includes words, handwritten, printed, typewritten, lithographed, represented or reproduced in any mode in a visible form.
2. Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

3. Expressions referring to writing shall be construed as including references to printing lithography, photography and other modes of representing or reproducing words in a visible form.
4. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.

PUBLIC COMPANY

1. The Company is a public company as defined under section 2(71) of the Act and accordingly:
 - (i) is not a private company;
 - (ii) has a minimum paid up share capital as may be prescribed as per Law.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. The authorized share capital of the Company shall be such amount as is given in Clause V of the Memorandum of Association.
6. Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose-off 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 at a discount (subject to the compliance with the provision of section 53 of the Act)] and at such time as they may from time to time think fit and with 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. Provided that the option or right for the allotment of shares shall not be given to any persons without the sanction of the Company in General Meeting.
7. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.

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 the general meetings.

8. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
 - a) Equity share capital with voting rights;
 - b) Equity share capital with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
 - c) Preference share capital
 - d) Any other kind of capital, whether equity, preference or otherwise, and whether with differential rights as to dividend, voting or otherwise.

9. Subject to the Section 55 of the Act and provisions of the Rules, the Company shall have the power to issue Preferences Shares which are or at the option of the Company are liable to be redeemed on or before the expiry of a period of 20 years from the date of their issue and the resolution authorizing such issue shall prescribed the manner, terms and conditions of redemption.
10. In accordance with Section 56, and other applicable provisions of the Act, and the rules, every person whose name is entered as a member in the register of members shall be entitled to receive share certificates within two months after the allotment or within one month from the date of receipt by the Company, of the application complete in all respect for the registration of transfer or transmission or within such other period as the conditions of issue shall provide but not later than three months:
- a) One certificate for all shares of each class or denomination registered in his name without payment of any charges; or
 - b) Several certificates, if the directors so approve, each for one or more of his shares of each class or denomination registered in his name, upon payment of such charges as may be fixed by the Board for each certificate after the first and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be.
11. Every certificate shall be under the seal, if any, and shall specify the shares to which it relates and the amount paid-up thereon. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for share to one of several joint holders shall be sufficient delivery to all such holders.
12. Shares may be issued and held either in physical mode or in dematerialized state with a depository. Notwithstanding anything contained herein, the Company shall be entitled to dematerialize or rematerialize its shares, debentures and other securities pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

Subject to applicable provisions of the Act, the Company 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 creation ties 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 thereto or re-enactment thereof.

The Company shall intimate such depository the details of allotment of share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

13. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- 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 rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

14. The Company shall issue, when so required, receipts for all securities deposited with it whether for registration, sub-division, exchange or for other purposes and shall not charge any fees for registration of transfers, for sub-division and consolidation of certificates and for sub-division of letters of allotment, renounceable letters of right, and split, consolidation, renewal and transfer receipts into denominations of the market unit of trading.

“The Company shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgment”.

15. Subject to the provisions of the Act, the Board, with the prior approval of shareholders the Company, shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed or converted to equity shares, on such terms and conditions and in such manner as determined by the Board, by way of special resolution, in accordance with the Act.

16. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to:-

- a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- b) employees under any scheme of employees' stock option; or
- c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

FURTHER ISSUE OF SHARES

17. A. Where at any time after the expiry of two years from the formation of the company or at any time after the expiry of one year from the allotment of shares in the company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the company by allotment of further shares then:

- (a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date;
- (b) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
- (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (b) shall contain a statement of this right;
- (d) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the company.

- 17B. Notwithstanding anything contained in Article (17A) the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in Article 17A (a) hereof) in any manner whatsoever.
- (a) If a special resolution to that effect is passed by the company in general meeting, or
 - (b) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the company.
- 17C. Nothing in Article 17A (c) hereof shall be deemed:
- (a) To extend the time within which the offer should be accepted; or
 - (b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.
- 17D. Nothing in this Articles 17A to 17C shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures issued by the company:
- (i) To convert such debentures or loans into shares in the company; or
 - (ii) To subscribe for shares in the company

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

- 1. Either has been approved by the central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and
 - 2. In the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by the special resolution passed by the company in General Meeting before the issue of the loans.
18. The Share capital may be divided into different class of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of that class, as prescribed by the Act.

SHARE WARRANT

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

UNDERWRITING AND BROKERAGE

20. Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
21. The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

TRANSFER OF SHARES

22. The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The aforesaid securities transfer form shall be executed by or on behalf of both the Transferor and Transferee. The Transferor shall be deemed to remain the holder of such shares until the name of the Transferee is entered in the Register of Members in respect thereof. In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form in a Depository, the provisions of the Depository Act shall apply.
23. Subject to the provisions of Sections 58 and 59 of the Act, and Section 22A of the Securities Contracts (Regulation) Act, 1956, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Shareholder in or debentures of the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.
24. The Company on its own or through its Registrar & Transfer Agent shall maintain a "Register of Transfers" and shall record therein fairly and distinctly particulars of every Transfer or transmission of any Share, Debenture or other security held in a material form.
25. A common form for registration of transfer of shares shall be used by the Company.

TERM OF ISSUE OF DEBENTURE

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

LIEN

27. i) The Company shall have first and paramount Lien:
 - (a) on every share / debenture (not being a fully paid share / debenture), and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares / debenture (not being fully paid shares / debenture) standing registered in the name of a single person, (whether solely or jointly with others), and upon the

proceeds of sale thereof for all monies presently payable by him or his estate in respect of such shares / debentures to the company and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

1. The Company's Lien, if any, on a Share / debenture shall extend to all dividends payable and bonuses declared from time to time in respect of such shares / debenture.

The Company's lien, in case of partly paid shares, shall be restricted to moneys called or payable at a fixed time in respect of such shares.

28. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—
 - a. unless a sum in respect of which the lien exists is presently payable; or
 - b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
29.
 - i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
 - ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
2. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
30.
 - i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

31.
 - i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
 - ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - iii) A call may be revoked or postponed at the discretion of the Board.
32. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
33. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

34.
 - i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
 - ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
35.
 - i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
36. The Board—
 - a. may, if it thinks fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - b. upon all or any of the monies so advanced, 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, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Provided that money paid in advance of calls on any share may carry interest but shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced.

3. The Board may decline to recognize any instrument of transfer unless:-
 - a. the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
 - b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - c. the instrument of transfer is in respect of only one class of shares.
4. On giving of previous notice of at least seven days or such period as may be prescribed under the Act and Rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. However, such registration shall not be suspended for more than thirty days at any one time or for more than sixty in aggregate in any year.
5. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever except where the Company has a Lien on shares. Further, any contract or arrangement between 2 (two) or more persons in respect of the Transfer shall be enforceable as a contract.

6. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION OF SHARES

37. On the death of a member, the survivor or survivors, where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares. Nothing in this article shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
38. Subject to provisions of Articles, any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:-
- a. to be registered himself as holder of the share; or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.

If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

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

39. The Board shall, in either case, have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
40. The Company shall be fully indemnified by such person for all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
41. The foregoing provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

No fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

FORFEITURE OF SHARES

42. If any Member fails to pay the whole or any part of any call or installment or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Board may at any time thereafter during such time as the call or installment or any part thereof and other moneys remain unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person, if any, entitled to the share by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.

43. The notice shall name a day (not less than fourteen (14) days from the date of service of the notice) on or before which and the place or places at which such call, installment or such part thereof and other moneys as aforesaid and such interest and expenses as aforesaid are to be paid, and if payable to any person other than the Company, the person to whom such payment is to be made.
44. The notice shall also state that in the event of non-payment on or before the time and if payable to any person other than the Company, at the place appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.
45. If the requirement of any such notice as aforesaid is not be complied with, every or any of the shares in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installment, interest and expenses and other moneys due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other money payable in respect of the forfeited shares and not actually paid before the forfeiture.
46. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
47. When any shares shall have been so forfeited, an entry of the forfeiture with the date thereof, shall be made in the Register of Members and notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture but no forfeiture shall be, in any manner invalidated by any omission or neglect to give such notice or to make any entry as aforesaid.
48. The forfeiture of a share shall involve extinction at the time of the forfeiture, of all interest in and all claims of and demands against the Company, in respect of the share and all other rights incidental to the share except only such of those rights as by these presents are expressly saved.
49. Any share so forfeited shall be deemed to be the property of the Company and may be sold 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.
50. The Board may at any time before any share so forfeited shall have been sold or otherwise disposed of or re- allotted, annul the forfeiture thereof upon such conditions as they think fit.
51. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but such a person shall notwithstanding such forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest, expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture but shall not be under any obligation to do so.
52. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
53. a) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- b) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute document with respect to transfer of the share in favour of the person to whom the share is sold or disposed of;

- c) The transferee shall thereupon be registered as the holder of the share; and
 - d) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
54. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
55. The Board may subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering the share on such terms as they think fit.
56. The provisions of these foregoing regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
57. The foregoing provisions of Articles as regard forfeiture of shares shall, mutatis mutandis, apply to other securities including debentures of the Company.

BORROWING POWERS

58. Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion, raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this or any other Company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to Transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the monies to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed such limits as specified in the Companies Act, 2013 and the rules thereof. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which monies may be borrowed by the Board of Directors.
59. The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.
60. To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.
61. Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with

rights to allotment of or conversion into Equity shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.

ALTERATION OF CAPITAL

62. Subject to the provisions of the Act, the Company may by ordinary resolution:
- a. increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
 - b. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;
 - c. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - d. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - e. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith;
 - f. cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its Share Capital by the amount of the shares so cancelled.

Provided that the cancellation of shares as mentioned herein above shall not be deemed to be a reduction of share capital
63. The Company may from time to time in accordance with the provisions of the Act and by resolution passed the shareholders of the Company, reduce its share capital in any manner and in accordance with the provisions of the Act and the Rules made thereunder.
64. Where shares are converted into stock—
- a. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit;
 - b. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - c. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
 - d. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stockholder” respectively.

65. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,— a. its share capital; b. any capital redemption reserve account; or c. any share premium account

CAPITALIZATION OF PROFITS

66. (i) The Company in general meeting may, upon the recommendation of the Board, resolve:
- a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (iii), either in or towards:
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
 - (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
 - (e) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
67. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
 - b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power:
- a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

- (iii) Any agreement made under such authority shall be effective and binding on such members.
68. For the purpose of issuance of bonus shares, Board is authorized to take all such other actions as may be necessary for that purpose; provided it is permissible to do so under the Act and Rules.

BUY-BACK OF SHARES

69. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 of the Act and other applicable laws for the time being in force and as amended from time to time, the Company may purchase its own Equity shares or other Securities.

Reduction of Capital

70. The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:
- a. its share capital; and/ or,
 - b. any capital redemption reserve account; and or,
 - c. securities premium account; and or,
 - d. any other reserve in the nature of share capital.

and in particular may off any paid-up share capital upon the footing that it may be called up again or otherwise and may, if and so far as is necessary, alter its Memorandum of Association by reducing the amount of its share capital and of its shares accordingly.

GENERAL MEETINGS

71. All general meetings other than annual general meeting shall be called extraordinary general meeting. The Board may, whenever it thinks fit, call an extraordinary general meeting.
72. The Board may, whenever it thinks fit, call an extra ordinary general meeting.
73. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
74. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to transact the business. The quorum for general meeting shall be as provided in the Act.
75. No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
76. The Chairperson of the Board shall preside as Chairperson at every general meeting of the Company.
77. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of the Director to be Chairperson of the meeting and if no Director present be willing to take the Chair, the members present shall elect one of their members to be the Chairman of the Meeting.
78. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.

79. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013 and Rules made thereunder.
80. The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and shall be made within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
81. The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting is, or could reasonably be regarded as defamatory of any person, or is irrelevant or immaterial to the proceedings, or is detrimental to the interests of the Company.
82. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
83. The register of charges, register of investments, register of Shareholders, books of accounts and the minutes of the meetings of the Board and Shareholders shall be kept at the registered office of the Company and shall be open, during Business hours, for such periods not being less in the aggregate than 2 (two) hours in each day as the Board determines, for the inspection of any member without charge. In the event such member conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.
84. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.
85. Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred above, Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
86. The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.
87. The Chairperson may, with the consent of any meeting at which quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
88. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
89. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
90. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

91. Subject to any rights or restrictions for the time being attached to any class or classes of shares:-
- a. on a show of hands, every member present in person shall have one vote;
 - b. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company; i.e. one fully paid up share- one vote;
 - c. on e-voting, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company; i.e. one fully paid up share- one vote.

Provided that a proxy shall not have the right to speak at such a meeting and shall not be entitled to vote except on a poll.

92. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
93. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
94. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
95. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
96. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of Lien.
97. i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
98. ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

99. Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
100. An instrument appointing a proxy shall be in the form as prescribed in the Act. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

101. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given.

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

Board of Directors

102. Subject to the provisions of the Act and unless otherwise determined by the Company in its general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).
103. The following shall be First Directors of the Company:
 1. Hari Shanker Khemka
 2. Surendra Kumar Khemka
 3. Aditya Khemka
104. Notwithstanding anything to the contrary in these Articles, so long as any moneys remain owing by the Company to any Public financial institution(s) and/or bank(s) owned or controlled by the Central Government or by the Reserve Bank of India out of any loan granted by the said Institutions to the Company, the said Institutions, may have a right from time to time to appoint one person as their nominee Director on the Board of the Company and to remove from such office any person so appointed and to appoint any other person in his place; the said Nominee Director shall not be required to hold any qualification shares in the Company. Subject to aforesaid, the said Nominee Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
105. Subject to Section 149 and 152 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, subject to a minimum of 3 (three) directors and maximum of fifteen directors, and by a Special Resolution increase the number to more than fifteen directors, and may alter their qualifications and the Company may, (subject to the provisions of Section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.
106. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
107. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations.
108. The Company shall have such number of Woman Director (s) 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.
109. Subject to the provisions of the Act, all the Directors on the Board of the Company, other than Independent Directors, shall retire from office at the completion of the Annual General Meeting of the Company.
110. The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
111. The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act and rules made thereunder. The remuneration of the directors shall, in so far as it consists of a monthly payment, be

deemed to accrue from day-to-day. Remuneration may be paid as fixed monthly remuneration and also as a commission based on profits.

112. Sitting fees, subject to ceiling as provided in the Act, may be paid to the directors other than managing director, joint managing director and whole-time director.
113. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company or in connection with the business of the Company.
114. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
115. Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
116. The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an Independent Directors unless he is qualified to be appointed as an Independent Director under the provisions of the Act and the SEBI Listing Regulations. An alternate director 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 the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
117. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board. The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

118. The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their body to the office of the managing director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

Subject to the provisions of any contract between him and the Company, the managing director/ whole-time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director.

Subject to the provisions of the Act, a managing director or whole time director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and party in other) as the Board may determine.

The Board, subject to Section 179 and any other applicable provisions of the Act, may entrust to and confer upon a managing director or whole time director any of the powers exercisable by them upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or

any of such powers

POWERS OF BOARD

119. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by the memorandum of association or otherwise authorized to exercise and do, and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
120. The Board may appoint at any time and from time to time by a power of attorney in the manner specified under Section 22 of the Act, any person to be the attorney of the Company for such purpose and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board by or under these articles and for such period and subject to such conditions as the Board may from time to time think fit.
121. If the Directors or any of them or any other 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 any part of the assets of the Company by way of indemnity to secure the Directors or any other person so becoming liable as aforesaid from any loss in respect of such liability.
122. Subject to the provisions of the Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make a special exertion for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit, which remuneration may be in form of either Salary, Commission or a lump sum and may either be in addition to or substitution of the remuneration specified in the preceding articles.

PROCEEDINGS OF THE BOARD

123. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
124. The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
125. Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board.
126. The quorum for a Board meeting shall be as provided in the Act. If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to such other date and time (if any) as may be fixed by the Chairman not being later than seven days from the date originally fixed for the meeting.
127. The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means, as may be prescribed by the Rules or permitted under law and participation in the Board meeting as mentioned above shall be counted for the purpose of quorum.
128. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

129. The continuing directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
130. Subject to the provisions of the Act allowing for shorter notice periods, a meeting of the Board shall be convened by giving not less than 7 (seven) days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.
131. The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of them to be Chairperson of the meeting.
132. The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body or managing director or any other principal officer of the company except for those matters which are compulsorily required to be transacted only at the meeting of the board and delegation of such power is not permitted under the Act. Board while delegating the power to any Committee or person shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
133. A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be a Chairperson of the meeting.
134. A Committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present. In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
135. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
136. Save as otherwise expressly provided in the Act, a resolution passed by circulation in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.
137. The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.
138. The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such members or members of its body as it thinks fit.
139. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
140. The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means, as may be prescribed by the Rules or permitted under law and participation in the Committee meetings as mentioned above shall be counted for the purpose of quorum

141. The minutes duly signed by the Chairman of Board and Committees and duly confirmed by the Directors or members of Committees shall be conclusive evidence of the conduct of business and presence of directors at the Board Meeting.

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

142. Subject to the provisions of the Act, A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
143. A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.
144. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer

STAUTUORY REGISTERS

145. 145. The Company shall keep and maintain at its registered office the register including register of charges, register of members, register of directors, annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name, register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and index of members/debenture holders/other security holders and other registers (the "Register") as required to be kept and maintained under the Act, or Rules made thereunder, the Depositories Act, 1996 and other applicable laws, with the details of shares/debentures/other securities held in physical and dematerialized form in any medium as may be permitted by law including any form of electronic medium.

The Register and index of beneficial owner maintained by a depository under Section 11 of the Depository Act, 1996 shall also be deemed to be the Register and index of members/debenture holders/other security holders for the purpose of the Companies Act, 2013 and any amendment or re-enactment thereof.

The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

The Company shall keep and maintain at its Registered Office all statutory registers, other than the Register of Members, which shall be maintained by the Registrar & Transfer Agents, for such duration as the Board may decide unless otherwise prescribed, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during business hours on all business days, at the registered office of the company by the persons entitled thereon on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

DIVIDENDS AND RESERVES

146. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

147. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount, on such class of shares, and at such times as it may think fit.
148. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be 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.
149. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
150. Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
151. Where any capital is paid in advance of calls made by the Company, any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right on the member (who has paid such advance) to dividend or to participate in profits.
152. Every such cheque or warrant shall be made payable on the order of the person to whom it is sent. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
153. Any 1 (one) of 2 (two) or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
154. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
155. No dividend shall bear interest against the Company.
156. Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "unpaid dividend account"
157. Any money transferred to the unpaid dividend account of a Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.
158. No unclaimed or unpaid dividend shall be forfeited by the Board.
159. (a) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- (b) The Board may retain dividends payable upon shares in respect of which any person is, under the transmission, entitled to become a member, until such person shall become a member in respect of such shares.

160. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

UNPAID OR UNCLAIMED DIVIDEND

161. Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, the Company shall, within seven days from the date of expiry of the said period of 30 days, transfer the total amount of the dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank, to be called “Unpaid Dividend Account”.
162. Any money transferred to the unpaid dividend account of a Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed.
163. No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Law.

RELATED PARTY TRANSACTIONS

164. Except with the consent of the Board / Audit Committee given by the resolution at the meeting of the Board / Audit Committee and subject to such conditions as may be specified in Section 188 of the Act and the applicable rules, the Company shall not enter into any contract or arrangement with a ‘related party’ with respect to:
- (i) sale, purchase or supply of any goods or materials;
 - (ii) selling or otherwise disposing of, or buying, property of any kind;
 - (iii) leasing of property of any kind;
 - (iv) availing or rendering of any services;
 - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
 - (vi) such related party’s appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and
 - (vii) underwriting the subscription of any securities or derivatives thereof, of the Company;
165. Nothing in this Article shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm’s length basis.
166. The audit committee of the Board may provide for an omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed by applicable law.
167. The terms “office of profit” and “arm’s length basis” shall have the meaning ascribed to them under Section 188 of the Act.

Subject to the Provision of Section 188 of Act, Non-executive Director of the Company may be eligible for fees with respect to the Consultancy and Advisory services provided by the Non-Executive Directors to the Company.

ACCOUNTS

168. Company shall prepare and keep at its books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of affairs of the Company, and that of its branch offices, and explain the transactions effected both at the registered office and its branch offices and such books shall be kept on accrual basis and according to double entry system of accounting. Books of accounts may also be maintained in electronic form.
169. The Books of Account shall be kept at the Registered Office or at such other place in India as the Directors think fit.
170. The Company shall preserve in good order the books of accounts relating to a period of not less than eight years preceding the current year together with vouchers relevant to entries in such books of accounts.
171. The books of account and books and papers of the Company, or any of them, shall be open for the inspection by directors in accordance with the applicable provisions of the Act and the Rules.
172. No member (not being a director) shall have any right of inspecting any books of account or books and papers or documents of the Company except as conferred by law or authorised by the Board.

AUDIT

173. The appointment including filing up of casual vacancies, qualifications, powers, rights, duties and remuneration of the Auditors shall be regulated by and in accordance with the Act and Rules made thereunder.
174. The Company shall comply with the provisions of the Act in relation to the audit of the accounts of Branch Offices of the Company.

SERVICE OF DOCUMENTS AND NOTICES

175. A document may be served on the Company or an officer by sending it to the Company or officer at Office of the Company by Registered Post, or by leaving it at the Office or by such other methods as may be permitted under law.
 - a. A document (which expression for this purpose shall be deemed to have included and include any summons, notice requisition, process order, judgment or any other document in relation to or in winding up of the Company) may be served or sent to the Company on or to any member either personally or by sending it by post to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the service of notice to him or by electronic email.
 - b. All notices shall, with respect to any registered share to which persons are entitled jointly, be given to whichever of such persons is named first in the Register and the notice so given shall be sufficient notice to all the holders of such share.
 - c. Where a document is sent by post:
 - i. Service thereof shall be deemed to be effected by properly addressing, paying and posting a letter containing the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by registered post without acknowledgement due and has deposited with the Company a sum sufficient to defray expenses of doing so, service of the document or

notices shall not be deemed to be effected unless it is sent in the manner intimated by the member, and

- ii. Unless the contrary is provided, such service shall be deemed to have been effected:
 - 1. In the case of a notice of a meeting, at the expiration of forty-eight hours the letter containing the notice is posted; and
 - 2. In any other case, at the time at which the letter would be delivered in ordinary course of post.
- d. Where a document or notice is sent by electronic mail, the document or notice shall be deemed to have been delivered upon an electronic mail containing the document or notice being sent to the email address provided to the Company by the member.
- e. Each registered holder of shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.
- f. If a member has no registered address in India and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.
- g. A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.
- h. Subject to the provisions of the Act and these Articles, notice of general meeting shall be given:
 - (i) To the members of the Company as provided in the article.
 - (ii) To the persons entitled to a share in consequence of the death or insolvency of a member.
 - (iii) To the Auditors for the time being of the Company; in the manner authorized by as in the case of any member or members of the Company.
- i. Subject to the provisions of the Act any document required to be served or sent by the Company on or to the members, or any of them and not expressly provided for by the articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.
- j. Every person, who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares shall be bound by every document in respect of such share which, previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derived his title to such share.
- k. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or Secretary (if any) or Officer as the Board may appoint or authorize. The signature to any notice to be given by the Company may be written or printed or lithographed or affixed using Digital Signatures.

WINDING UP

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

INDEMNITY AND INSURANCE

177. Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer or employee of the Company shall be indemnified by the Company against any liability and it shall be the duty of Directors, out of the asset of the Company, to pay all costs, losses and expenses (including travelling expense) which any such director, manager, company secretary and officer or employee may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or employee or in any way in the discharge of his duties in such capacity including expenses.
178. Subject as aforesaid, every director, managing director, manager, company secretary or other officer or employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
179. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

GENERAL POWERS AND RESPONSIBILITY FOR THE ACT OF OTHERS

180. Wherever in the Act, Rules, Regulations, Guidelines, standards etc., by any statutory authority / body, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.
181. Board of Directors of the company shall be authorised to take any action in the interest of company irrespective of the fact that any specific provision in these regulations is not contained in that regard, provided such action is otherwise permitted under the Act. Such action, if permitted under the Act, shall be deemed that they are taken in pursuance of regulations made under these articles.
182. Members of the Company by passing necessary resolution in their meeting may waive any condition imposed under these regulations for transaction of any business by the company or by the board of directors. After such waiver, the transaction shall be deemed to be carried as it was permitted and carried by exercising power and authority under these regulations.

183. 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, Managing Director, the Manager, the Secretary or an authorized officer of the Company and need not be under its seal.
184. Subject to the provisions of the Act no Director or other Officer of the Company shall be liable for the acts, receipt, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, Company or Corporation, with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or over sight in his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own willful act or default.
185. Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with Registrar of Companies in respect of any act done or required to be done by any Director or other Officer by reason of his holding the said office, shall be paid and borne by the Company.

SECRECY CLAUSE

186. No member shall be entitled to inspect the Company's works without the permission of the Board 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 Board will be inexpedient in the interest of the members of the Company to communicate to the public.
187. Every Director, Managing Directors, Manager, Secretary, 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.
188. Any confidential information disclosed to a Member or Director shall not be used by him for any purpose other than for the exercise of rights or performance of obligation as a Member or Director of the Company and shall not be disclosed by him to any person, firm or Company.

MISCELLANEOUS

189. Subject to the provisions of these Articles and the Act no member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Board or the Managing Director or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery or trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Company to communicate.
190. If any dispute, controversy or claim between the parties arises out of or in connection with or relating to the enforcement, performance of the terms and conditions of Articles such dispute shall be referred to binding Arbitration and determined in accordance with the Arbitration & Conciliation Act, 1996 and Rules made thereunder. Any Arbitral Award shall be final and binding on the parties and the parties waive irrevocably any rights to any form or appeal, review or recourse to any stage or other judicial

authority in so far as such waiver may validly be made. The venue for Arbitration shall be Delhi and language for of proceedings shall be English.

191. Any dispute, controversy or claim between the parties arising out of or in connection with or relating to the enforcement, performance of the terms and conditions of Articles shall be construed in accordance with applicable Laws of India. The jurisdiction for any dispute arising under Articles of Company shall be only at Delhi.

For ADITYA INFOTECH LIMITED

Company Secretary

Names and addresses, Occupation description of subscriber	Signature of Subscriber	Signature of witness with address, description and occupation
1. Hari Shanker Khemka S/o Sh. P.N. Khemka C-29, Friends Colony, New Delhi-110065 Business	Sd/-	Witness for all the seven signatories. Sd/- (Neeraj Mittal) M.N. 92357, Chartered Accountant S/o Shri. S.B. Mittal Singhal Associates, Chartered Accountants 4546/16, Darya Ganj, New Delhi-110002
2. Govind Kumar Khemka S/o Sh. P.N. Khemka C-29, Friends Colony, New Delhi-110065 Business	Sd/-	
3. Surendra Kumar Khemka S/o Sh. P.N. Khemka C-29, Friends Colony, New Delhi-110065 Business	Sd/-	
4. Indu Khemka W/o Sh. S.K. Khemka C-29, Friends Colony, New Delhi-110065 Business	Sd/-	
5. Aditya Khemka S/o Sh. H.S. Khemka C-29, Friends Colony, New Delhi-110065 Business	Sd/-	
6. Urmila Khemka W/o Sh. H.S. Khemka C-29, Friends Colony, New Delhi-110065 Business	Sd/-	
7. Anand Kumar Khemka S/o Sh. P.N. Khemka C-29, Friends Colony, New Delhi-110065 Business	Sd/-	

Place: New Delhi

Date: 15th March, 1995

For ADITYA INFOTECH LIMITED



Company Secretary