

**Form No. INC-34**

Form language

**e-AOA (e-Articles of Association)** English Hindi

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

Refer instruction kit for filing the form.

All fields marked in \* are mandatory

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

F

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

F - A COMPANY LIMITED BY SHARES

(F – a company limited by shares

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

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

The name of the company is

ORACLE MARKETING PVT LTD

Check if not applicable	Check if altered	Article No.	Description
			<b>Interpretation</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>In these Articles, the following expressions shall have the following meanings, unless there be something in the subject or context inconsistent therewith- "Act" or "said Act" means "The Companies Act, 2013" and shall include the rules made thereunder to the extent applicable and include any statutory modification or re-enactment thereof for the time being in force in India. "Articles" means the Articles of Association of the Company, as altered from time to time. "Board" or "Board of Directors" means the Board of Directors of the Company or, as the case may be, Directors assembled at Board Meeting duly called and constituted or acting by circular under the Articles, from time to time. "Company" means 'Oracle Marketing Private Limited' "Director" means a director duly appointed to the Board. "Member" means the duly registered holders, from time to time of the shares of the Company and includes the subscribers to the Memorandum. "Memorandum" means the Memorandum of Association of the Company. "Office" or "Registered Office" means the registered office for the time being of the Company. "Officer" includes any Director, Manager or Secretary or any other person in accordance with whose directions or instructions, the Board of Directors or any one or more of the Directors is or are accustomed to act. "Ordinary Resolution" or "Special Resolution" means an ordinary resolution or special resolution, as the case may be, as defined in Article 52 of the Articles; "Presents" means these Articles of Association as originally framed or as altered from time to time. "Secretary" or "Company Secretary" means and include any individual possessing the qualifications as prescribed by Companies (Appointment and</li> </ul>

			Qualifications of Secretary) Rules, 1988 and appointed to perform the duties which may be performed by a Secretary under the act and any other ministerial or administrative duties. "Writing" includes typing, printing and lithography and any other modes or representing or reproducing words in a visible form. Words importing the singular number shall also include where the context admits or requires the plural number and vice versa. Words importing the masculine gender shall also include the feminine gender and vice versa. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company. Subject to the provisions of the Act, the Company is a private company within the meaning of Section 2(68) of the Act such that:- i. the right to transfer the shares of the Company shall be restricted in the manner and to the extent herein after provided. ii. the number of members of the Company (exclusive of persons in the employment of the company and the persons who having been formerly in the employment of the Company, where members after the employment ceased) shall be limited to two hundred. Provided that when two or more persons hold one or more shares jointly in the Company, they shall be treated as a single number. iii. no invitation shall be issued to the public to subscribe for any shares or in debentures of the Company. Subject to the provisions of the Act, the Office of the Company shall be at such place and the business of the Company shall be carried on such place or places as the Board may determine from time to time.
			<b>Share Capital and Variation of rights</b>
<input type="checkbox"/>	<input type="checkbox"/>	ii 1	<ul style="list-style-type: none"> <li>Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	2	<ol style="list-style-type: none"> <li>Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,— <ol style="list-style-type: none"> <li>one certificate for all his shares without payment of any charges; or</li> <li>several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</li> </ol> </li> <li>Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.</li> <li>In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders</li> </ol>
<input type="checkbox"/>	<input type="checkbox"/>		<ol style="list-style-type: none"> <li>If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company</li> </ol>

		3	<p>deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>ii. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.</p>
<input type="checkbox"/>	<input type="checkbox"/>	4	<p>Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>
<input type="checkbox"/>	<input type="checkbox"/>	5	<p>i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p> <p>ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</p> <p>iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p>
<input type="checkbox"/>	<input type="checkbox"/>	6	<p>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</p> <p>ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p>
<input type="checkbox"/>	<input type="checkbox"/>	7	<p>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.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	8	<ul style="list-style-type: none"> <li>The company shall have the power to issue preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend for out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the company and the board may, subject to the provision of section 55 of the act, exercise such power in such manner &amp; on such terms as the Company may, before the issue of such preference shares determine by special resolution. The Company in general meeting may decide to issue fully paid-up bonus share to the Members if so recommended by the Board of Directors. The Authorized Share Capital of the Company shall be such sum as is mentioned in Clause V of the Memorandum of the Company, with the power to increase or reduce such capital from time to time in accordance with the Articles and provisions of the Act; and with the powers to divide the share capital, whether original, increased or decreased into several</li> </ul>

			<p>classes and attach thereto respectively, such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Articles and provisions of the Act. Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new shares shall be considered as part of the existing capital, unless provided otherwise, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, transfer, transmission, voting or otherwise. In the event it is permitted by law to issue securities without voting rights attached to them, the Company may issue such securities upon such terms and conditions and with such rights and privileges attached thereto as though fit and as may be permitted by law.</p>
			<b>Lien</b>
<input type="checkbox"/>	<input type="checkbox"/>	9	<p>i. The company shall have a first and paramount lien—</p> <ol style="list-style-type: none"> <li>a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</li> <li>b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</li> </ol> <p>ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p>
<input type="checkbox"/>	<input type="checkbox"/>	10	<ul style="list-style-type: none"> <li>• The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—</li> <li>• a unless a sum in respect of which the lien exists is presently payable; or</li> <li>• 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	11	<ol style="list-style-type: none"> <li>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof</li> <li>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</li> <li>iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</li> </ol>
<input type="checkbox"/>	<input type="checkbox"/>	12	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> </ol>
			<b>Calls on shares</b>
			<ul style="list-style-type: none"> <li>• Subject to terms on which any shares may have been issued and to</li> </ul>

<input type="checkbox"/>	<input checked="" type="checkbox"/>	13	the conditions of allotment, the Directors may, from time to time, by resolution passed at the meeting of the Directors make such call as they think fit upon the Members in respect of all moneys unpaid on shares held by them respectively and each Member shall pay the amount of every call so made on him to the person at the time and places appointed by the Directors. A call may be payable by instalments. Provided that no call shall exceed one-fourth of the nominal value of the shares or be payable at less than one month from the date fixed for payment of the last preceding call.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	14	<ul style="list-style-type: none"> <li>A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed and may be made payable by Members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Directors.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	16	<ul style="list-style-type: none"> <li>If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.</li> <li>The Board shall be at liberty to waive payment of any such interest wholly or in part.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	17	<ol style="list-style-type: none"> <li>Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</li> <li>In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</li> </ol>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	18	<ul style="list-style-type: none"> <li>The Board - <ul style="list-style-type: none"> <li>a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and</li> <li>b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.</li> </ul> </li> </ul>
			<b>Transfer of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	19	<ol style="list-style-type: none"> <li>The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.</li> <li>The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</li> </ol>

<input type="checkbox"/>	<input type="checkbox"/>	20	58 decline to register— ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or iii. any transfer of shares on which the company has a lien.
<input type="checkbox"/>	<input type="checkbox"/>	21	<ul style="list-style-type: none"> <li>• The Board may decline to recognise any instrument of transfer unless—</li> <li>• a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</li> <li>• 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</li> <li>• c. the instrument of transfer is in respect of only one class of shares.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	22	<ul style="list-style-type: none"> <li>• (a) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year. (b) Subject to the restriction of these articles a share may be transferred by a member or other persons entitled to transfer, to any persons selected by the transfer, at fair value but no share shall be transferred to a person who is not a member unless such selected by the transferor, is approved by the board of directors unanimously as one of whom it is desirable in the interest of the company to admit to membership. In case the board of directors do not approve of the person selected by the transferor such shares shall be transferred to any person selected by the board of directors unanimously as one of whom it is desirable in the interest of the company to admit to membership. (c) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a shares, the auditors of the company. shall on the application of either party, certify in writing the same which in the opinion is the fair value and such sum shall be deem to be the fair value. (d) The directors may, in their absolute discretion and without assigning any reason there for. decline to register any transfer of and shares, whether or not is a full paid share. (e) The company shall be entitled to register any shares in the name of any minor or person it fully paid up and allow the dividend thereof to be collected by such person as it deems the guardian of such minor shareholder. (f) Notwithstanding anything contained contrary elsewhere in these articles whenever any member of the company who is employed by the company as a full time director or otherwise resigns or is dismissed from employment or is removed from such directorship the board may at any time within 14 days after his resignation or dismissal or removal resolve that such member will demand transfer to his shares or share: to any one nominated by the board at a fair value to be fixed by the auditors. Should the said member decline to transfer his share or shares the company may receive the purchase money and shall there- upon cause the name of the person nominated by the board to be entered in the register as the holder or the share or shares and shall hold the purchase money in trust for such member. The board shall have the power to issue a fresh or duplicate share certificate or certificates, to the person nominated by the board as aforesaid &amp; cancel the original shares certificates. The receipt of the company for the purchase money shall be a good discharge to the person</li> </ul>

			nominated by the board and after his name is entered in the register in purported exercise of the aforesaid powers the validity of the proceeding shall not be questioned by any person.
			<b>Transmission of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	23	<ul style="list-style-type: none"> <li>i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares</li> <li>ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	24	<ul style="list-style-type: none"> <li>i. 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— <ul style="list-style-type: none"> <li>a. to be registered himself as holder of the share; or</li> <li>b. to make such transfer of the share as the deceased or insolvent member could have made.</li> </ul> </li> <li>ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	25	<ul style="list-style-type: none"> <li>i. 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.</li> <li>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</li> <li>iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	26	<ul style="list-style-type: none"> <li>• A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the share before his death or insolvency.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	27	In case of a One Person Company—
			<b>Forfeiture of shares</b>

<input type="checkbox"/>	<input type="checkbox"/>	28	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
<input type="checkbox"/>	<input type="checkbox"/>	29	<ul style="list-style-type: none"> <li>The notice aforesaid shall—</li> <li>name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</li> <li>state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	30	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
<input type="checkbox"/>	<input type="checkbox"/>	31	<ul style="list-style-type: none"> <li>A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</li> <li>At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	32	<ul style="list-style-type: none"> <li>A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.</li> <li>The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	33	<ul style="list-style-type: none"> <li>A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;</li> <li>The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;</li> <li>The transferee shall thereupon be registered as the holder of the share; and</li> <li>The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	34	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
			<b>Alteration of capital</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. In addition to and without derogating the powers for the purpose conferred on</li> </ul>

	35	<p>the Directors under the Act or these Articles, the Company in General Meeting may determine that any shares (whether forming part of original capital of the Company or not) may be offered or issued to such persons (whether Members or holders of debentures of the Company or not) in such proportion, and on such terms and conditions and either at premium or at par, and whether or not at discount (subject to compliance of the provisions of the Act), and with such rights and privileges annexed thereto, as such General Meeting may determine. A General Meeting may resolve to capitalize any part of amount standing to the credit of any of Company's Reserve Account or to the credit of the Profit and Loss Account or otherwise available for the distribution or standing to the credit of share premium for issue and distribution of fully paid up shares or paying up any money for the time being remaining unpaid on any shares by any members. Subject to the provisions of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution determine.</p>	
<input type="checkbox"/>	<input type="checkbox"/>	36	<ul style="list-style-type: none"> <li>• Subject to the provisions of section 61, the company may, by ordinary resolution,—</li> <li>• consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>• convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> <li>• sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</li> <li>• cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	37	<ul style="list-style-type: none"> <li>• Where shares are converted into stock,—</li> <li>• 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:</li> <li>• 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.</li> <li>• 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.</li> <li>• such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	38	<ul style="list-style-type: none"> <li>• The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—it share capital; any capital redemption reserve account; or any share premium account.</li> </ul>

			<b>Capitalisation of profits</b>
<input type="checkbox"/>	<input type="checkbox"/>	39	<ul style="list-style-type: none"> <li>• The company in general meeting may, upon the recommendation of the Board, resolve—</li> <li>• that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and</li> <li>• 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.</li> <li>• The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards —</li> <li>• paying up any amounts for the time being unpaid on any shares held by such members respectively;</li> <li>• 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;</li> <li>• partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</li> <li>• 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;</li> <li>• The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	40	<ol style="list-style-type: none"> <li>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall— <ol style="list-style-type: none"> <li>a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and</li> <li>b. generally do all acts and things required to give effect thereto.</li> </ol> </li> <li>ii. The Board shall have power— <ol style="list-style-type: none"> <li>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</li> <li>b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</li> </ol> </li> <li>iii. Any agreement made under such authority shall be effective and binding on such members</li> </ol>
			<b>Buy-back of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	41	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its

			own shares or other specified securities.
			<b>General meetings</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	42	<ul style="list-style-type: none"> <li>The Company shall in each year hold a meeting as its General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of next and provided that such meeting shall be held within six months after expiry of the Company's financial year. The Annual General Meeting shall be held at Registered Office or at some other place within the city, town or village, in which the Registered Office is situated, as the Directors shall appoint at a time during business hours, on a day that is not a National Holiday. All general meetings other than annual general meeting shall be called extraordinary general meeting. The Directors may, whenever think fit, convene an Extra Ordinary General Meetings, and Extra Ordinary General Meetings shall also be convened on requisition by members, or, in such circumstances, as provided by the provisions of the Act.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>The Board may, whenever it thinks fit, call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. An Annual General Meeting and an Extra Ordinary General Meeting shall be called by twenty one days' notice in Writing at least, vide channels of communication including postage, speed post, courier to the usual address of members in India or abroad, electronic messages with a delivery confirmation through various modes as internet, telecom etc. The notice of the meeting must inform shareholders regarding availability of participation through electronic means such as videoconference and provide necessary information to enable shareholders to access the available facility of video conferencing. The notice shall be exclusive of the day for which it is given, and shall specify the place, the day and the hour of meeting and the business to be transacted and in the case of special business an explanatory statement shall be annexed in accordance with the provisions of the Act and such notice shall be given in manner hereinafter mentioned or such other manner, if any, as may be prescribed by the Act to all Members and to the persons entitled to a share in consequence of the death or insolvency of a Member and to the Auditors for the time being of the Company. There shall appear with reasonable prominence in every notice calling a General Meeting a statement that a Member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and that proxy need not be a Member of the Company. A General Meeting may be called at a shorter notice, if consent is given in Writing or by electronic mode by not less than ninety -five percent of the members entitled to vote at such meeting. The Company may dispatch notice in electric mode in accordance with provisions of Act and relevant provisions of the Information Technology Act, 2000. The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting, by, any person entitled to receive notice shall not invalidate the proceedings at that meeting. In the case of an Annual General Meeting, all business to be transacted at the meeting shall be deemed special, with the exception of business relating to:-a. The consideration of accounts, Balance Sheets and reports of the Board</li> </ul>

		43	<p>of Directors and Auditors; b. The declaration of a dividend; c. The appointment of Directors in the place of those retiring; and d. The appointment of and the fixing of remuneration of the Auditors; and In the case of any other General Meeting all business shall be deemed special. Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning all such item of business, including in particular the nature of the concern or interest, if any, therein of every Director, and the Manager, if any. Provided that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to, or affects any other company, the extent of shareholding interest in that other company of every Director, and the Manager if any, of the Company shall also be set out in the statement if the extent of such shareholding interest is not less than twenty percent of the paid-up capital of that other company. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid. A resolution shall be Ordinary Resolution when at a General Meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or on a poll, as the case may be), in favour of the resolution (including the casting vote, if any, of the Chairman) by Members who, being entitled to do so, vote in person or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by Members so entitled and voting. A resolution shall be a Special Resolution when: -a. The intention to propose the resolution as a Special Resolution has been duly specified in the notice calling the General Meeting or other intimation given to the Members of the resolution. b. The notice required under the Act has been duly given of the General Meeting; and c. The votes cast in favour of the resolution (whether on a show of hands, or on a poll as the case may be), by Members who, being entitled so to do vote in person or where proxies are allowed, by proxy, are not less than three times the number of the votes, if any, cast against the resolution by Members so entitled and voting. Where, by any provision contained in this Act or in the articles of a company, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the company by such number of members holding not less than one per cent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up and the company shall give its members notice of the resolution in such manner as may be prescribed.</p>
			<b><i>Proceedings at general meetings</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	44	<p>i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.</p> <p>ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</p>
<input type="checkbox"/>	<input type="checkbox"/>	45	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
<input type="checkbox"/>	<input type="checkbox"/>	46	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

<input type="checkbox"/>	<input checked="" type="checkbox"/>	47	<ul style="list-style-type: none"> <li>If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting. Members can participate in Annual General Meeting through electronic mode such as video conferencing, teleconferencing or such similar modes, subject to the applicable provisions, if any, of the Act and as may be prescribed by the Government or other regulatory authority, if any, in this behalf from time to time, and all relevant Articles dealing with electronic participation in meetings shall be read mutatis-mutandis. The Members of the Company participating through electronic mode will be entitled to cast their vote for resolutions in a manner laid down in the Articles. If the meeting held through electronic mode, the Chairman of the meeting shall assume following responsibilities: i. To safeguard the integrity of the meeting via video conferencing ii. To ensure proper video conference equipment/facilities. iii. To prepare the minutes of meeting. iv. To ensure that no one other than the concerned shareholders or proxy to shareholders is attending the meeting through electronic mode. v. If a statement of a participant in the meeting via video conferencing is interrupted or garbled, the Chairman of the meeting shall request for a repeat or reiteration and if need be, the Chairman shall repeat what he heard the participant was saying for confirmation or correction. Members can participate in Annual General Meeting through electronic mode such as video conferencing, teleconferencing or such similar modes, subject to the applicable provisions, if any, of the Act and as may be prescribed by the Government or other regulatory authority, if any, in this behalf from time to time, and all relevant Articles dealing with electronic participation in meetings shall be read mutatis-mutandis. The Members of the Company participating through electronic mode will be entitled to cast their vote for resolutions in a manner laid down in the Articles. If within half an hour after the time appointed for the holding of a General Meeting a quorum be not present the meeting if convened on the requisition of shareholders shall be dissolved and in any other case shall stand adjourned to the same day in the next week; at the same time place and or to such other day and at such other time and place as the Directors may determine. If at such adjourned meeting also a quorum be not present within half an hour from the time appointed for holding the meeting the Members present shall be the quorum and may transact the business for which the meeting was called.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	48	In case of a One Person Company—
			<b>Adjournment of meeting</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	49	<ul style="list-style-type: none"> <li>The Chairman with the consent of meeting may adjourn any meeting from time to time and from place to place; but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. No notice of an adjourned meeting shall be necessary to be given unless the meeting is adjourned for thirty days or more.</li> </ul>
			<b>Voting rights</b>
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> <li>Subject to any rights or restrictions for the time being attached to any class or classes of shares,—</li> </ul>

		50	<ul style="list-style-type: none"> <li>• on a show of hands, every member present in person shall have one vote; and</li> <li>• on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	51	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
<input type="checkbox"/>	<input type="checkbox"/>	52	<ul style="list-style-type: none"> <li>i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</li> <li>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	53	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.
<input type="checkbox"/>	<input type="checkbox"/>	54	Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
<input type="checkbox"/>	<input type="checkbox"/>	55	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
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>• No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on the show of hands) demanded in the manner hereinafter mentioned, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried, unanimously, or by a particular majority, or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of the votes recorded in favour of or against such resolution. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion, and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding shares in the Company: a. having one-tenth or more of total voting power in respect of resolution; or b. hold shares on which an aggregate sum of not less than five lakhs rupees has been paid-up or such higher amount as may be prescribed has been paid-up. c. The demand for a poll may be withdrawn at any time by the person who made the demand. d. The poll may be by way of secret ballot. If a poll is demanded for the appointment of a Chairman or on a question of adjournment, it shall be taken forthwith and without adjournment. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the Chairman may direct. Where a poll is to be taken, the Chairman of the Meeting may appoint two scrutinizers to scrutinize the votes given on the poll and to report thereon to him; The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutinizer from the office and to fill vacancies in the office of the scrutinizer arising from such removal or from any other cause; Of the two</li> </ul>

		56	<p>scrutinizers appointed under this Article, one may be a Member (not being an Officer or employee of the Company) present at the meeting, provided that such a Member is available and willing to be appointed. Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken; The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. In case of an equality of votes, whether on show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote which he may be entitled as a Member. Votes may be given either personally or by attorney or by proxy, or in case of a Corporation, also by a representative duly authorized as aforesaid. i. Upon a show of hands every Member entitled to vote and present in person or by attorney or proxy shall have one vote ii. Upon a poll every Member who being an individual is present in person or by attorney or by proxy or being a Corporation is present by a representative or proxy shall have a voting right in proportion to his share of the paid up equity capital of the Company iii. In both the above cases, the vote of a Member participating in the meeting through electronic mode will be recognized and confirmed by the Chairman of the Meeting Provided that in the event of the Company issuing Preference Shares, the holders of such Preference Shares shall have no right to vote either in person or by proxy, at any General Meeting by virtue or in respect of their holdings of Preference Shares, unless the preferential dividend due on such Preference Shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of commencement of the Meeting or unless a resolution is proposed directly affecting the rights or privileges attached to such Preference Shares; Any Member who is a body corporate present by a representative duly authorized in accordance with the provisions of the Act shall be entitled to exercise the same rights and powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member, including vote on a show of hands or poll, right to vote by proxy and by postal ballot etc. The production of a copy of resolution of body corporate duly signed by any one Director of such body corporate or by a Member of its governing body and certified by him as being a true copy of the resolution shall on production at the Meeting be accepted by the Company as sufficient evidence of the validity of his appointment. Any person entitled under the Transmission Article for transfer of any shares may vote at General Meetings in respect thereof as if he was the registered holder of such shares provided that at least forty eight hours before the time of holding the Meeting or adjourned Meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.</p>
			<b>Proxy</b>
	<input type="checkbox"/>	57	<p>The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated</p>

			as valid.
<input type="checkbox"/>	<input type="checkbox"/>	58	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
<input type="checkbox"/>	<input checked="" type="checkbox"/>	59	<ul style="list-style-type: none"> <li>A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used. Any Member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting. In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself and that a proxy need not be a Member.</li> </ul>
			<b>Board of Directors</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	60	<ul style="list-style-type: none"> <li>Unless and until otherwise determined by the Company in a General Meeting the number of Directors shall not be less than two or more than as prescribed under the Act. The persons hereinafter named are the first Directors of the Company: (a) A.K. Sonthalia (b) Amal Dey</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	61	<ul style="list-style-type: none"> <li>Subject to the provisions of the Act or any other law, rules and regulations for the time being in force, the remuneration of the Directors may be determined from time to time by the Board and may be paid in such manner as may be determined by the Board. Any director hold any other office in the company in conjunction with the office of director on such terms as to remuneration and otherwise as may be fixed by the board, subject to provisions of the act. Each director shall be entitled to be paid up of the funds of the company for attending meetings of the board or a committee thereof including adjourned meetings such sum as sittings fees as shall be determined from time to time by the directors but not exceeding their limits as prescribed in the act. The company may, subject to the provisions of these articles and the act pay a commission on the net profits of the company to its director whether whole of part-time employment of company or not. If any director being willing, shall be called upon to perform extra services in going or residing away from his place if residence for any of the purposes of the company or to give special attention to the business a member of committee of directors or to hold any office in company or to work as contractor, agent purchaser or in perform any other duty or to make any special exertions for any of the purposes of the company may subject of the provisions of the act, remunerate such director by a fixed sum or by a percentage of profit for any other remuneration to which may otherwise entitled. The Board may allow and pay to any Director, the expenses properly incurred by them in connection with business of the Company. Remuneration of the Directors shall in so far as it consists of a monthly payment be deemed to accrue from day to day, unless agreed otherwise by the Directors. In addition to the remuneration payable to them in pursuance of the act or the articles, the directors</li> </ul>

			may be paid all travelling, hotel and other expenses incurred by them.a) In attending and returning from meetings of the board of directors or any committee thereof of general meetings of company including the adjourned meetings orb) In execution of their duties as directors of the company connection with the business of the company.
<input type="checkbox"/>	<input type="checkbox"/>	62	The Board may pay all expenses incurred in getting up and registering the company.
<input type="checkbox"/>	<input type="checkbox"/>	63	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
<input type="checkbox"/>	<input type="checkbox"/>	64	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
<input type="checkbox"/>	<input type="checkbox"/>	65	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	66	<ul style="list-style-type: none"> <li>Subject to the provisions of the Act and the rules made thereunder, the Board of Directors shall have power at any time and from time to time to appoint any person to appoint Additional, Alternate or Nominee Director.Directors shall be not liable to retire from office by rotation.In the event of the company borrowing any many from and while such money remains due, any financial corporation institution, government, body, bank, collaborator, person or any other loan giving agency or source shall have, if the terms of agreement so provide, power and may exercise such power to appoint one or more directors of the company and any director so appointed shall hold office during the pleasure of or may be removed or substituted by any person by the appointing authority, provided such appointment or removal shall be in writing signed by the appointer and served in the company. 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.Subject to the provisions of the Act, the continuing Directors may act notwithstanding any vacancy in their body; but if the number falls below the minimum number fixed, the Directors shall not, except in emergencies or for the purposes of filling up vacancies or for summoning General Meeting of the Company, act so long as the number is below the minimum. The Directors may so act notwithstanding the absence of a necessary quorum under the provisions of these Articles.The office of a Director shall be vacated ipso facto: - i. If by notice in Writing given to the Company he resigns from his office; or ii. In any of the events specified in the relevant provision of the Act. Every Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors in the manner specified and in accordance with the applicable provisions of the Act. At every Annual General Meeting of the Company, a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution, unless a resolution that it shall be so be made has first been agreed to by the meeting without any vote being given against it. i. A resolution moved in contravention of sub-</li> </ul>

			<p>article (i) of this Article shall be void whether or not objection is taken at the time to its being so moved. ii. For the purposes of this Article, a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment. Subject to the relevant provisions of the Act, the Company may by Ordinary Resolution remove a Director, (not being a Director appointed by the Tribunal under Section 242 of the Companies Act, 2013) before the expiry of his period of office, after giving him a reasonable opportunity of being heard. The management of the business of the company shall be vested in the board of directors and the board directors may exercise all such power and do all such acts and things as the company is by its memorandum of association or otherwise authorised to exercise or do add as are not hereby or by statute directed or required to be exercised done by the company in general meeting but subject nevertheless, to the provision of the act and to these presents and regulations from time to time made by the company in general meeting not being inconsistent with the provisions of these presents, provided that no such regulations shall invalidate any prior act of the directors (which would have been valid if such regulation had not been made. The directors may from time to time and at any time by power of attorney appoint any company firm or person or body or person whether nominated directly or indirectly by the directors to be attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit and any powers of attorney may contain such provisions, for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise and such attorney to delegate all or of the powers, authorities vested on him.</p>
			<b><i>Proceedings of the Board</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	67	<ul style="list-style-type: none"> <li>• The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</li> <li>• A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	68	<ol style="list-style-type: none"> <li>i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</li> <li>ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</li> </ol>
<input type="checkbox"/>	<input type="checkbox"/>	69	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.
<input type="checkbox"/>	<input type="checkbox"/>	70	<ol style="list-style-type: none"> <li>i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</li> <li>ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</li> </ol>
			<ol style="list-style-type: none"> <li>i. The Board may, subject to the provisions of the Act, delegate any of</li> </ol>

<input type="checkbox"/>	<input type="checkbox"/>	71	<p>its powers to committees consisting of such member or members of its body as it thinks fit.</p> <p>ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p>
<input type="checkbox"/>	<input type="checkbox"/>	72	<p>i. A committee may elect a Chairperson of its meetings.</p> <p>ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>
<input type="checkbox"/>	<input type="checkbox"/>	73	<p>i. A committee may meet and adjourn as it thinks fit.</p> <p>ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>
<input type="checkbox"/>	<input type="checkbox"/>	74	<p>All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held. Subject to the provisions of the act the board may, from time to time and with the unanimous consent, appoint one or more directors to be managing director or wholetime director either for a fixed tern or without any limitation as to the period for which he is or they are to hold such office and may, from time to time (subject to the provisions of any contract between him or them and the compound), remove or dismiss him or them from office and appoint another or others in his places. A managing or wholetime director shall be subject to the same provisions as to registration and removal as the other director, and he shall ipso facto and immediately ceases to be a managing director or whole- time director, as the case may be, if he ceases to hold the office of directors from any cause. Subject to the provisions of any contract between him and the company a managing or wholetime director shall, in addition to the remuneration as may from time to time be sanctioned by the board. Subject to the provisions of the act and in particular to the prohibition and restrictions contained thereof the board may, from time to time entrust to and confer upon a managing director or wholetime director for the being such of the powers exercisable under these present by the board as it may think fit, and may confer such powers for such time, and to be exercised for such objects, and purposes, and upon such terms and conditions and with such restriction at it thinks fit: and the board may from time to time revoke, withdraw, alter or vary all or any or such powers. The Company shall have the power to hold Board or Committee Meetings through the electronic mode, and also allow Directors to participate in the Board or Committee Meetings through the means of Video or Teleconferencing, and their votes will be recognised and counted by the Chairman, subject to the applicable provisions, if any, of the Act and as may be prescribed by</li> </ul>

the Government or other regulatory authority, if any, in this behalf from time to time by notification and/or ways prescribed by the Government or other regulatory authority, and all relevant Articles dealing with Board or Committee Meetings shall be read mutatis-mutandis. Every Director of the Company must attend at least one meeting of Board of Directors in a period of twelve months financial year of the Company. The Chairman may at any time and the Managing Director or such other Officer of the Company as may be authorized by the Directors shall upon the request of a Director convene a meeting of the Directors. Notice of every meeting of the Board of Directors of the Company shall be given in Writing to every Director vide any of the channels of communication including postage, speed post, courier to his usual address in India or abroad, electronic messages with a delivery confirmation through various modes as internet, telecom etc. The notice of the meeting shall also seek confirmation from the Director as to whether he will attend the meeting physically or through electronic mode and shall contain the contact details to whom the Director shall confirm in this regard. All meetings of the Directors shall be presided over by such Chairman if present, but if at any meeting of Directors the Chairman be not present, at the time appointed for holding the same, then and in that case the Directors shall choose one of the Directors then present to preside at the meeting. The quorum for a meeting of the Board of Directors of the Company shall be one third of its total strength or two Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum; provided that where at any meeting, the number of interested Directors exceeds or is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. For the purpose of this Article: -i. 'Total strength' means the total strength of the Directors of the Company as determined in pursuance of the Act, after deducting there from the number of the Directors, if any, whose places may be vacant at the time; ii. "Interested Director(s)" means any Director whose presence cannot by reason of any provisions of the Act count for the purpose of quorum at the time of the discussion or vote on any matter, during the meeting of the Board. Any matter in which the Board of Directors has no quorum or is conflicted can be taken up only at a shareholders' meeting at a simple majority of the votes, except where matters require Special Resolution under the Act. If a meeting of the Board could not be held for want of quorum, then, unless the Directors present at such meeting otherwise decide, the meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is National Holiday, till the next succeeding day which is not a National holiday at the same time and place. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed and has been approved by a majority of the directors or members, who are entitled to vote on the resolution: Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board. A resolution under sub-section (i)

shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting. The Company shall cause minutes of meetings of the Board of Directors and all Committees of the Board to be duly entered in a book or books provided for that purpose. Each page of every such book shall be consecutively numbered and initialled or signed and the last page of the record of proceedings of each Board or Committee meetings in such books shall be dated and signed. The minutes shall contain: -i. a fair and correct summary of the proceedings at the Meeting; ii. the names of the Directors present at the Meeting of the Board of Directors or of any Committee of the Board; iii. particulars of the Directors who attended the meeting through electronic mode; iv. all orders made by the Board and Committee of the Board and all appointments of Officers; v. all resolutions and proceedings of Meetings of the Board and the Committees of the Board; and vi. in the case of each resolution passed at a Meeting of the Board, the names of the Directors, if any, dissenting from, or not concurring in, the resolution. The minutes of any meeting of the Board or of any Committee of the Board, purporting to be signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting shall for all the purposes whatsoever be prima facie evidence of the actual passing of the resolutions recorded and the actual and regular transaction or occurrence of the proceedings so recorded and of the regularity of the meeting at which the same shall appear to have taken place. The Directors may if the circumstances so require, meet by means of telephone, television, computer or through any other audio-visual links. The provisions relating to notice, agenda, quorum and minutes stated in these Articles shall mutatis mutandis apply to the meetings held through such audio-visual media. If a meeting is held through electronic mode, the draft minutes of the meeting shall be circulated in soft copy or otherwise within fifteen days of the meeting. Subject to the provisions of the Act and these Presents, the business of the Company shall be managed by the Board, who may exercise all such powers and do all such acts and things as the Company is by its Memorandum or Articles or otherwise authorized to exercise and do and are not by these Presents or by statute directed or required to be exercised or done by the Company in a General Meeting, but subject nevertheless to the provisions of the Act and of the Memorandum and these Presents and to any regulations not being inconsistent with Memorandum and these Presents from time to time made by the Company in a General Meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Subject to the provisions of the Act and rules made thereunder, the power of delegation under the proviso, the Board shall exercise the following powers on behalf of the Company, and it shall do so only by means of resolutions passed at its meetings: - a) to make calls on shareholders in respect of money unpaid on their shares; b) to authorise buy-back of securities under Section 68 of the Act; c) to issue securities, including debentures, whether in or outside India; d) to borrow monies; e) to invest the funds of the company; f) to grant loans or give guarantee or provide security in respect of loans; g) to approve financial statement and the Board's report; h) to diversify the business of the company; i) to approve amalgamation, merger or reconstruction; j) to take over a company or acquire a controlling or substantial stake in another company; k) any other matter which may be prescribed. Provided that the Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, the Manager, or

			any other principal officer of the Company or in the case of a branch office of the Company, the principal officer of the branch office of the Company, the powers specified in sub-article (d), (e) and (f) to the extent specified in the Act and all such conditions as the Board may prescribe.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	76	i. In case of a One Person Company— ii. where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118; iii. such minutes book shall be signed and dated by the director; iv. the resolution shall become effective from the date of signing such minutes by the director.
			<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
<input type="checkbox"/>	<input type="checkbox"/>	77	<ul style="list-style-type: none"> <li>• Subject to the provisions of the Act,—</li> <li>• 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;</li> <li>• A director may be appointed as chief executive officer, manager, company secretary or chief financial officer</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	78	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.
			<b>The Seal</b>
<input type="checkbox"/>	<input type="checkbox"/>	79	i. The Board shall provide for the safe custody of the seal. ii. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			<b>Dividends and Reserve</b>
<input type="checkbox"/>	<input type="checkbox"/>	80	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	81	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
<input type="checkbox"/>	<input type="checkbox"/>	82	i. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the

			company) as the Board may, from time to time, thinks fit. ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve
<input type="checkbox"/>	<input type="checkbox"/>	83	i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
<input type="checkbox"/>	<input type="checkbox"/>	84	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.
<input type="checkbox"/>	<input type="checkbox"/>	85	i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
<input type="checkbox"/>	<input type="checkbox"/>	86	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
<input type="checkbox"/>	<input type="checkbox"/>	87	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.
<input type="checkbox"/>	<input type="checkbox"/>	88	No dividend shall bear interest against the company.
			<b>Accounts</b>
<input type="checkbox"/>	<input type="checkbox"/>	89	i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
			<b>Winding up</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid-up, or which ought</li> </ul>

		90	to have been paid-up, at the commencement of the winding up, on the shares held by them respectively, and if in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up paid-up or which ought to have been paid up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
			<b>Indemnity</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	91	<ul style="list-style-type: none"> <li>i. Subject to the provisions of the Act, every Director of the Company or Officer (whether Managing Director, Manager, Secretary or other Officer) or employee of the Company shall be indemnified by the Company and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses (including travelling expenses) which any such Director, officer or employee may incur or become liable to by reason of any contract entered into or act or deed by him as such Director, officer or employee or in any way in the discharge of his duties. ii. Subject as aforesaid, every Director or 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 favor or in which he is acquitted or in connection with any application under the Act in which relief is given to him by the court.</li> </ul>
			<b>Others</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>Every Director, manager, auditor, trustee, member of a committee, officer, servant, agent, account or other person employed in the business of the Company, shall before entering upon his duties sign a declaration pledging himself to observe as strict secrecy respecting all transactions of the Company with customers and state of account with individuals, and in matter relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except where required so to do by the directors or by any meeting or by a court of law or by the person to whom such matters relate, and so far as may be necessary in order to comply with any of the provisions in these presents contained. Subject to the provisions of the act, every director, manager, auditor, secretary, treasurer, trustee members of a committee accountant, agent officer, servant or other person employed in the business of the company shall when required to sign a declaration pledging himself to observe a secretary respecting all transaction of the company with customers and the state of accounts with individuals and in matters relating thereto and in all technical matters concerning equipment and process and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or the auditors or by resolution of the company in general meeting or by a court of law or by the person to whom such matters relate except so far as may be necessary in or order to comply with any of the provisions in these presents contain. Nothing herein contained shall affect the powers of central government or any officer appointed by the government to acquire or to hold an investigation into the companies affairs. No member</li> </ul>

or other person (not being a director) shall be entitled to enter upon the property of the company or to inspect or examine the premises or properties of the company without the permission of the board or of the managing director or subject to articles 141 to require discovery of or any information respecting any detail of the trading of the company or any matter which is or may be in the nature of a trade secret, mystery of 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 board of managing director it will be inexpedient in interest of company to communicate. On any sale of the undertaking of the company the board or the liquidators on a winding up may, if authorised by a special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company, whether incorporated in India or not either than existing or to be formed for the purchase in whole or in part of the property of the company and the board (if the profits of the company permit) or the liquidators (in a winding up) may distribute such shares or securities or any other property of the company amongst the members without realization or vest the same in trustees for them and any special resolution may provide for the distribution of appropriation of the cash, shares or other securities benefit or property otherwise than in accordance with the strict legal rights of the members, or contributors of the company and for the valuation of any such securities of property at such price and in such manner, as they meeting may approve and all holders or shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto see only in case the company is proposed to be or is in the course of being wound up, such statutory rights (if any) under section 494 of the act as are incapable of being varied or excluded by these articles. If the company shall be wound up, whether voluntary or otherwise the liquidators may with the sanction of a special resolution divide among the contributories in specie or kind any part of the assets of the company and may, with the sanction, vest any part of the assets of the company contributories or any of them as the liquidators with the sanction, shall think fit. The Company shall cause to be kept a Register of Members, an Index of Members, and Register of Debenture holders in accordance with the provisions of the Act. In addition to the Registers mentioned above, the Company shall maintain the following registers, books and documents a) Register of investments b) Register of Mortgage and Charges c) Register of Contracts, Companies and firms in which Director's interested d) Register of Directors e) Register of Directors shareholding etc. f) Register of Body Corporates under the same management and of every loan, guarantee or security g) Register of Body Corporates in the same group and investment in shares or debentures of other body corporates h) Copy of instrument creating any charge, requiring registration i) Copy of Annual Returns prepared together with a copy of certificates, documents, required to be annexed thereto ii. The Register of Members, Index of Members, copies of all Annual Returns prepared in accordance with the Act, together with the copies of certificates and documents required to be annexed thereto as provided by the Act shall, except when the Register of Members is closed under the provisions of the Act or these Presents, be open during business hours to inspection of any Member without fee and to inspection of any other person on payment of such sum as may be prescribed by the Act for each inspection. Any such Member or debenture holder or any other person may make extracts there from or require a copy thereof on payment of such sum as may be prescribed by the Act. Subject to

the provisions of the Act, the Board of Directors may from time to time, by a resolution passing at a Meeting of the Board accept deposits or borrow moneys from Members either in advance of calls or otherwise and may generally raise and secure the payment of such sum or in such manner and upon such terms and conditions in all respect as they think fit and in particular by issue of bonds or redeemable debenture stock, or any mortgage or any charge or other security on the undertaking or the whole or any part of the property of the Company(both present and future)including its uncalled capital for the time being. Provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed without the sanction of the Company at a General Meeting, the aggregate of the paid up capital of the Company and its free reserves. The director may, from time to time at their discretion may borrow any sum or sums of money or make any arrangement for finance for the purpose of the company and may raise or secure the payment of such sum of sums or the financial arrangements in such manner and upon such terms and conditions in all respects as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the company any promissory notes of bills or exchange of by issuing bonds, perpetual or redeemable debentures or debenture stock or any mortgage charge or other security on the undertaking or the whole or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the company both pre- sent and future including its uncalled capital for the time being. Any debenture, debenture- stock, bonds or other security may be issued at a discount, premium or otherwise special privileges as to redemption, surrender drawings, allotments of shares and attending at general meeting of the company and appointment of directors. The Company may also, as per applicable laws and regulations, raise monies from any Indian, foreign or non-resident investor by way of rights issue or private placement of its securities, acceptance of deposits or otherwise as may be permitted by the rules and regulations applicable for the time being in force. Indemnity may be given - 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 Directors may execute or cause to be executed, a mortgage charge or security over or affecting the whole or any part of assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability. The Directors shall cause a proper register to be kept in accordance with the Act of all mortgage debenture and charges specifically affecting the property of the Company; and shall duly comply with the requirements of the said Act in regard to registration of mortgages and charges and inspection to be given to creditors or Members to the Register of Charges and of copies of instruments creating charges. Such sum as may be prescribed by the Act shall be payable by any person other than Director or Member of the Company for each inspection of the Register of Charges. The Directors shall have the power to open bank accounts to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorize any other person or persons to exercise such powers. The Company may at least once in every year get the accounts of the Company balanced and audited, and the truth and fairness of the profit and loss account and Balance Sheet ascertained by one or more Auditor or Auditors.

		<p>Subject to the provisions of the Act, the Company shall appoint an individual or a firm as an auditor of the Company. The Auditor shall have requisite qualification, as prescribed under the Act or rules defined thereunder. The remuneration of the Auditors of the Company shall be fixed by the Company in General Meeting or as may be decided therein, except that the remuneration of any Auditors appointed in the first Board meeting or to fill casual vacancy, may be fixed by the Directors and where his appointment has been made by the Central Government it may be fixed by the Central Government. The Company shall maintain minutes book of General Meetings and all other statutory records and books of accounts in accordance with the applicable provisions of the Act. The Company shall cause minutes of all proceedings of General Meetings to be entered in books kept for that purpose with their pages consecutively numbered, within thirty days of the conclusion of every such meeting concerned. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat. Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings took place or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose, shall be evidence of the proceedings. The books containing minutes of proceedings of General Meetings of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of any Member without charge between 11 am and 1.00 pm on all working days other than Saturdays. Any Member shall be entitled to be furnished within seven days after he had made a request in that behalf to the Company with a copy of any minutes referred to above at such charge as may be prescribed by the Act.</p>
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## Attachments

First Subscriber (s) sheet

AOA Subscriber sheet.pdf

## Declaration

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

Adoption of Articles as per Companies Act 2013

## To be digitally signed by

Name

KARAMVEER DHILLON

Designation

Director

DIN

07445896

DSC