

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

L W S KNITWEAR LTD

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
<input checked="" type="checkbox"/>	<input type="checkbox"/>	I	<ul style="list-style-type: none"> In these regulations the Act means the Companies Act 2013 the seal means the common seal of the company. Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
			Share Capital and Variation of rights
<input checked="" type="checkbox"/>	<input type="checkbox"/>	II 1	<ul style="list-style-type: none"> 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2	<ul style="list-style-type: none"> 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 one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount

			paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3	<ul style="list-style-type: none"> 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 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. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4	<ul style="list-style-type: none"> 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5	<ul style="list-style-type: none"> 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. 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. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6	<ul style="list-style-type: none"> 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. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	7	<ul style="list-style-type: none"> 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	8	<ul style="list-style-type: none"> Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special

resolution determine.

Lien

<input checked="" type="checkbox"/>	<input type="checkbox"/>	9	<ul style="list-style-type: none"> The company shall have a first and paramount lien 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 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. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	10	<ul style="list-style-type: none"> 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 unless a sum in respect of which the lien exists is presently payable or b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	12	<ul style="list-style-type: none"> 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. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.
			Calls on shares
<input checked="" type="checkbox"/>	<input type="checkbox"/>	13	<ul style="list-style-type: none"> The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	14	<ul style="list-style-type: none"> A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be

			required to be paid by instalments.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	15	<ul style="list-style-type: none"> 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"> 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. The Board shall be at liberty to waive payment of any such interest wholly or in part.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	17	<ul style="list-style-type: none"> 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. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	18	<ul style="list-style-type: none"> The Board - 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 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.
			<i>Transfer of shares</i>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	19	<ul style="list-style-type: none"> The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	20	<ul style="list-style-type: none"> The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	21	<ul style="list-style-type: none"> The Board may decline to recognise any instrument of transfer unless. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56b. the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and c. the instrument of transfer is in respect of only one class of shares.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	22	<ul style="list-style-type: none"> On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine Provided that such

			registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
			Transmission of shares
<input checked="" type="checkbox"/>	<input type="checkbox"/>	23	<ul style="list-style-type: none"> 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 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	24	<ul style="list-style-type: none"> 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 to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	25	<ul style="list-style-type: none"> If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	26	<ul style="list-style-type: none"> 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	27	<ul style="list-style-type: none"> In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the

prior written consent of such person who shall in the event of the death of the member become the member of the company.

Forfeiture of shares

<input checked="" type="checkbox"/>	<input type="checkbox"/>	28	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	29	<ul style="list-style-type: none"> The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	30	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	31	<ul style="list-style-type: none"> A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	32	<ul style="list-style-type: none"> 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. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	33	<ul style="list-style-type: none"> 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 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 The transferee shall thereupon be registered as the holder of the share and 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	34	<ul style="list-style-type: none"> 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.

			Alteration of capital
<input checked="" type="checkbox"/>	<input type="checkbox"/>	35	<ul style="list-style-type: none"> 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	36	<ul style="list-style-type: none"> Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	37	<ul style="list-style-type: none"> Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. 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. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	38	<ul style="list-style-type: none"> The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.
			Capitalisation of profits
<input checked="" type="checkbox"/>	<input type="checkbox"/>	39	<ul style="list-style-type: none"> The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the companys reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and 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. 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 paying up any amounts for the time being unpaid on any shares held by such members respectively 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 partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) 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 The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
<input checked="" type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> Whenever such a resolution as aforesaid shall have been passed the Board shall 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 generally do all acts and things required to give effect thereto. The Board shall have power 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 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 Any agreement made under such authority shall be effective and binding on such members
		40	
			Buy-back of shares
<input checked="" type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> 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.
		41	
			General meetings
<input checked="" type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> All general meetings other than annual general meeting shall be called extraordinary general meeting.
		42	
<input checked="" type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> 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.
		43	
			Proceedings at general meetings
<input checked="" type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> 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. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
		44	
<input checked="" type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
		45	
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> 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
		46	

			shall elect one of their members to be Chairperson of the meeting.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	47	<ul style="list-style-type: none"> 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	48	<ul style="list-style-type: none"> In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
			<i>Adjournment of meeting</i>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	49	<ul style="list-style-type: none"> The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			<i>Voting rights</i>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	50	<ul style="list-style-type: none"> Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	51	<ul style="list-style-type: none"> A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	52	<ul style="list-style-type: none"> In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	53	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	54	<ul style="list-style-type: none"> Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
<input checked="" type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> No member shall be entitled to vote at any general meeting unless

		55	all calls or other sums presently payable by him in respect of shares in the company have been paid
<input checked="" type="checkbox"/>	<input type="checkbox"/>	56	<ul style="list-style-type: none"> 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.
			Proxy
<input checked="" type="checkbox"/>	<input type="checkbox"/>	57	<ul style="list-style-type: none"> The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	58	<ul style="list-style-type: none"> An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
<input checked="" type="checkbox"/>	<input type="checkbox"/>	59	<ul style="list-style-type: none"> A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
			Board of Directors
<input checked="" type="checkbox"/>	<input type="checkbox"/>	60	<ul style="list-style-type: none"> The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	61	<ul style="list-style-type: none"> The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	62	<ul style="list-style-type: none"> The Board may pay all expenses incurred in getting up and registering the company.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	63	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	64	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	65	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	66	<ul style="list-style-type: none"> Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. 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.
			<i>Proceedings of the Board</i>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	67	<ul style="list-style-type: none"> The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	68	<ul style="list-style-type: none"> Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	69	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	70	<ul style="list-style-type: none"> The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	71	<ul style="list-style-type: none"> The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	72	<ul style="list-style-type: none"> A committee may elect a Chairperson of its meetings. 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.

<input checked="" type="checkbox"/>	<input type="checkbox"/>	73	<ul style="list-style-type: none"> A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	74	<ul style="list-style-type: none"> 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	75	<ul style="list-style-type: none"> 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	76	<ul style="list-style-type: none"> In case of a One Person Company 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 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
<input checked="" type="checkbox"/>	<input type="checkbox"/>	77	<ul style="list-style-type: none"> Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer
<input checked="" type="checkbox"/>	<input type="checkbox"/>	78	<ul style="list-style-type: none"> A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.
			The Seal
<input checked="" type="checkbox"/>	<input type="checkbox"/>	79	<ul style="list-style-type: none"> The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			Dividends and Reserve

<input checked="" type="checkbox"/>	<input type="checkbox"/>	80	<ul style="list-style-type: none"> The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	81	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	82	<ul style="list-style-type: none"> 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. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
<input checked="" type="checkbox"/>	<input type="checkbox"/>	83	<ul style="list-style-type: none"> 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. 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. 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 checked="" type="checkbox"/>	<input type="checkbox"/>	84	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	85	<ul style="list-style-type: none"> 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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	86	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	87	<ul style="list-style-type: none"> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	88	<ul style="list-style-type: none"> No dividend shall bear interest against the company.

			Accounts
<input checked="" type="checkbox"/>	<input type="checkbox"/>	89	<ul style="list-style-type: none"> 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. 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.
			Winding up
<input checked="" type="checkbox"/>	<input type="checkbox"/>	90	<ul style="list-style-type: none"> Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
			Indemnity
<input checked="" type="checkbox"/>	<input type="checkbox"/>	91	<ul style="list-style-type: none"> Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
			Others
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act 2013 and by a special resolution passed at the Annual General Meeting of the L W S KNITWEAR LIMITED (the Company) held on 28.09.2023. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.PRELIMINARYTABLE F EXCLUDED1.The regulation contained in the Table marked F in Schedule F to the Companies Act 2013 as amended from time to time shall not apply to the company except in so far as the some are repeated contained or expressly made applicable in these Articles or by the said Act.2.The regulations for the management of the Company and for the observance by the members thereto and their representatives shall subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolutions as prescribed or permitted by the Companies Act 2013 as amended from time to time be such as are contained in these Articles. 3.DEFINITIONS AND INTERPRETATIONIn these Articles the following words and expressions unless repugnant to the subject shall mean the followingAct means the

Companies Act 2013 or any stator modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law so far as may be applicable. Annual General Meeting means the annual general meeting of the Company convened and held in accordance with the Act. Articles of association or Articles mean these articles of association of the Company as originally framed or as altered from time to time or applied in pursuance of any previous company law or of this Act. Board or Board of Directors means collective body of the Directors of the Company. Business shall mean the business as mentioned in Memorandum of Association including related activities and such other business in each case as approved by the Board of Directors in accordance with the provisions of these Articles. Capital means the share capital for the time being raised or authorized to be raised for purposes of the Company. Chairman means the chairman of Board of Directors and/or of the Company. Company means a company Incorporated under the laws of India. Depository means in depository as defined in clause (e) of sub-section (l) of Section 2 of the Depositories Act 1996 and a company formed and registered under the Companies Act 2013 and which has been granted a certificate of registration under sub-section (IA) of Section 12 of the Securities and Exchange Board of India Act 1992. Director shall mean any director of the Company including alternate directors Independent Directors and nominee directors appointed by the Board in accordance with and the provisions of these Articles. Equity Shares or Shares shall mean the issued subscribed and fully paid up equity shares of the Company of Re. 1 each Exchange shall mean BSE Limited and the National Stock Exchange of India Limited. Extraordinary General meeting means and extraordinary general meeting of the Company convened and held in accordance with the Act. General Meeting means any duly called constituted and convened meeting of the shareholders of the Company under the provisions of the Act and any adjournments thereof. Member means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository the beneficial owners whose names are recorded as such with the Depository. Memorandum or Memorandum of Association means the memorandum of association of the Company as may be altered from time to time. Office means the registered office for the time being of the Company. Officer shall have the meaning assigned thereto by the Act. Ordinary Resolution shall have the meaning assigned thereto by the Act. Register of Members means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act 1996 in case of shares held in a Depository and Special Resolution shall have the meaning assigned thereto by the Act. 4. Except where the contact requires otherwise these Articles will be interpreted as follows. (a) headings are for convenience only and shall not affect the construction or interpretation may provision of these Articles (b) where a word or phrase is defined other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings (c) words importing the singular shall include the plural and vice versa (d) all words (whether gender specific or gender neutral) shall be deemed to include each of the masculine feminine and neuter genders (e) the expressions hereof herein and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in

which the relevant expressions appears(f)the ejusdem generis (for the same kind) rule will not apply to the interpretation of these Articles Accordingly include and including will be read without limitation.(g)Any reference to a person includes any individual firm corporation partnership company trust association joint venture government (or agency or political subdivision thereof) or other entity of any kind whether or not having separate legal personality. A reference to any person in these Articles shall where the context permits include such persons executions administrators heirs legal representatives and permitted successors and assigns(h)a reference to any document (including these Articles) is to that document as amended consolidated supplemented notated or replaced from time to time (i)references made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs. The applicable provisions of the Companies Act 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act 2013 have been notified.(j)a reference to any statute or statutory provision includes to the extent applicable at any relevant time.(i) that statute or statutory provision as from time to time consolidated modified re-enacted or replaced by any other statute or statutory provision and (ii) any subordinate legislation or regulation made under the relevant statute or statutory provision(k)references to writing include any mode of reproducing words in a legible and non transitory form and (l)references to Rupees Re. Rs. INR are references to the lawful currency of India.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. AUTHORISED SHARE CAPITAL
The authorised share capital of the Company shall be such amount divided in to such numbers class(s) and description of shares and into such denomination(s) as stated for the time being or may be varied from time to time under the provisions of the Act in the Clause V of the Memorandum of Association with power to increase or reduce such capital from time to time. The Company in a General Meeting may from time to time increase the capital by the creation of new shares. Such increase in the capital shall be of such aggregate amount and to be divided into such number of Shares of such respective amounts as the resolution so passed in that respect shall prescribe. Subject to the provisions of the Act any Shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine and in particular such Shares may be issued with a preferential restricted or qualified right to dividends and in the distribution of assets of the Company on winding up and with or without a right of voting at General Meetings of the Company in conformity with and only in the manner prescribed by the provisions of the Act. Whenever capital of the Company has been increased under the provisions of this Article the Directors shall comply with the applicable provisions of the Act.

6. NEW CAPITAL PART OF THE EXISTING CAPITAL
Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the payment of calls and installment forfeiture lien surrender transfer and transmission voting and otherwise.

7. KINDS OF SHARE CAPITAL
The Company may issue the following kinds of shares in accordance with these Articles the Act and other applicable law. (a)Equity share capital(i)With voting rights and or(ii)With differential rights as to dividend voting or otherwise in

accordance with the Act and (iii) Options or Warrant which may be converted to Equity in accordance with the Act. (b) Preference share capital (i) Redeemable preference shares in accordance with the Act. 8. SHARES AT THE DISPOSAL OF THE DIRECTORS 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 Board of Directors who may issue allot or otherwise dispose of all or any of such shares 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 and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit. 9. CONSIDERATION FOR ALLOTMENT The Board of Directors may issue and allot shares of the Company as payment in full or in part for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and or in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares. Provided that option or right to call on Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. The Board shall cause to be filed the returns as to allotment as may be prescribed from time to time. 10. SUB DIVISION CONSOLIDATION AND CANCELLATION OF SHARE CERTIFICATES Subject to the applicable provisions of the Act the Company in its General Meetings may by an ordinary Resolution from time to time (a) Increase the share capital by such sum to be divided into shares of such amount as it thinks expedient (b) Divide sub-divide reclassify or consolidate its shares or any of them and the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of such shares shall have some preference or special advantage in relation to dividend capital or otherwise as compared with the others. (c) Cancel shares which at the date of such General meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. (d) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act and (e) Convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination. 11. FURTHER ISSUE OF SHARES (1) Subject to the provisions of the Act and the rules framed thereunder and the regulations framed by SEBI which are applicable to the Company at the time of the issue of capital where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares either out of the unissued or out of the increased share capital then such shares shall be offered (A) To the persons who at the date of the offer are holders of the Equity shares of the Company in proportion as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (i) to (iii) below (i) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or such lesser number of days as may be prescribed and not exceeding thirty days from the date of the offer within which the offer if not accepted shall be deemed to have been declined. Provided that the notice shall be dispatched through registered post or speed post or

through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue(ii)The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii)shall contain a statement of this right provided that the Directors may decline without assigning any reason to allot any Shares to any Person in whose favour any member may renounce the Shares offered to him(iii)After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered the Board of Directors may dispose of them in such manner which is not disadvantageous to the members and the Company.(B) to employees under any scheme of employees stock option subject to special Resolution passed by the Company and subject to the rules and such other conditions as may be prescribed under applicable law or (C)to any person(s) if it is authorised by a Special Resolution whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash if the price of such shares is determined by the valuation report of a registered value subject to compliance with the applicable conditions prescribed in the Act and the rules made thereunder(2)Nothing in sub clause (iii) of Clause (I)(A) shall be deemed(i)To extend the time within which the offer should be accepted or(ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.(3)Nothing in this Article shall apply to the increase of the subscribed capital of the Company canded by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the CompanyProvided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a special Resolution passed by the Company in a General Meeting.(4)Notwithstanding anything contained in Article 11(3) hereof where any debentures have been issued or loan has been obtained from any government by the Company and if that government considers it necessary in the public interest so to do it may by order direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversionProvided that where the terms and conditions of such conversion are not acceptable to the Company it may within sixty days from the date of communication of such order appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit .In determining the terms and conditions of conversion under above mentioned clause the government shall have due regard to the financial position of the Company the terms of issue of debentures or loans as the case may be the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.Where the government has by an order made under abovementioned clause directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under above mentioned clause or

where such appeal has been dismissed the Memorandum of the Company shall where such order the effect of increasing the authorized share capital of the Company be altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of Shares which such debentures or loans or part thereof has been converted into. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement subject to and in accordance with the Act and the rules made thereunder.

12. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES Any application signed by or on behalf of an applicant for shares in the Company followed by and allotment of any shares therein shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name in on the Register of Members shall for the purpose of these Articles be a member.

13. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT The Board shall observe the restrictions as regards allotment of shares to the public contained in the Act and other applicable laws and as regards return on allotments the Directors shall comply with applicable provisions of the Act and other applicable laws.

14. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY The money (if any) which the Board shall on the allotment of any shares being made by them require or direct to be paid by way of deposit call or otherwise in respect of any shares allotted by them shall immediately on the inscription of the name of allottee in the Register as the name of the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly in the manner prescribed by the Board.

15. INSTALLMENTS ON SHARES If by the conditions of allotment of any shares whole or part of the amount or issue price thereof shall be payable by installments every such installment shall which due be paid to company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.

16. MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS Every Member or his heirs executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may for the time being remain unpaid there on in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with these Articles require or fix for the payment thereof.

17. VARIATION OF SHAREHOLDERS RIGHTS (a) If at any time the share capital of the Company is divided into different classes of shares the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to provisions of the Act and other applicable laws and whether or not the Company is being wound up be varied with the consent in writing 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 issued shares of that class as prescribed by the Act. (b) Subject to the provisions of the Act and other applicable laws to every such separate meeting the provisions of these Articles relating to meeting shall mutatis mutandis apply

18. PREFERENCE SHARES (a) Redeemable Preference Shares The Company subject to the applicable provisions of the Act and the consent of the Board shall have the power to issue on a cumulative or non cumulative basis preference shares liable to be redeemed in any manner permissible under the Act and the Directors may subject to the applicable provisions of the Act exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium of otherwise as

they deem fit.(b)Convertible Redeemable Preference SharesThe Company subject to the applicable provisions of the Act and the consent of the Board shall have power to issue on a cumulative or non cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may subject to the applicable provisions of the Act exercise such power as they deem fit and provide for redemption at a premium or otherwise and or conversion of such shares into such securities on such terms as they may deem fit

19. PAYMENTS OF INTEREST OUT OF CAPITALThe Company shall have the power to pay interest out of its capital on so much of the shares which have been issued for the purpose of raising money to defray the expenses of the construction of any work or building for the Company in accordance with the Act.

20. AMALGAMATION Subject to provisions of these Articles the Company may amalgamate or cause itself to be amalgamated with any person firm or body corporate subject to the provisions of the Act.

SHARE CERTIFICATES

21. ISSUE OF CERTIFICATE Every Member shall be entitled without payment to one or more certificates in marketable lots for all the shares of each class or denomination registered in his name or if the Directors so approve (upon paying such fee as the Directors so determine) to several certificates each for one or more of such shares and the Company shall complete and have ready for delivery such certificates unless prohibited by any provision of law or any order of court tribunal or other authority having jurisdiction within two (2) months from the date of allotment or within one (1) month of the receipt of application of registration of transfer transmission sub division consolidation or renewal of any of its shares as the case may be or within a period of six(6) months from the date of allotment in the case of any allotment of debenture. 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 certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders. Every certificate shall specify the shares to which it relates and the amount paid up thereon and shall be signed by two directors or by a director and the company secretary wherever the company has appointed a company secretary and the common seal it shall be affixed in the presence of the persons required to sign the certificate. Provided that where the Company does not have a seal the share certificates shall be signed by two Directors or by a director and the company secretary wherever the company has appointed a company secretary.

22. RULES TO ISSUE SHARE CERTIFICATESThe Act shall be complied with in respect of the issue reissue renewal of share certificates and the format sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the Act.

23. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED LOST OR DESTROYEDIf any certificate be worn out defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer then upon production and surrender thereof to the Company in new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate being given a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued upon payment of such fees for each certificate as may be specified by the Board (which fees shall not exceed the maximum amount permitted under the applicable law) provided that no fee shall be charged for issue of new certificates in replacement of those which are ole defaced or worn out or where

there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act 1956 or any other act or rules applicable in this behalf. The provisions of the foregoing Articles relating to issue of certificates in relation to ares shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company. UNDERWRITING BROKERAGE 24. COMMISSION FOR PLACING SHARES DEBENTURES ETC. (a) Subject to the provision of the Act and other applicable laws the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of the Company. (b) The Company may also in any issue pay such brokerage as may be lawful. (c) 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. LIEN 25. COMPANYS LIEN ON SHARES DEBENTURES The Company shall subject to applicable law have a first and paramount lien on every share debenture (not being a fully paid share debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share debenture and o equitable interest in any share shall be created upon the footing and condition that this Article will have full effect. Unless otherwise agreed the registration of transfer of shares debentures shall operate as a waiver of the Companys lien if any on such shares debentures. Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Companys liens shall be restricted to moneys called or payable at a fixed time in respect of such shares. 26. LIEN TO EXTEND TO DIVIDENDS ETC. The companys lien if any on a share shall extend to all dividends or interest as case may be payable and bonuses declared from time to time in respect of such debentures. 27. ENFORCING LIEN BY SALE The Company may sell in such manner as the Board thinks fit any shares on which the Company has a lien Provided that no sale shall be made - (a) Unless a sum in respect of which the lien exists is presently payable or (b) Until the expiration of fourteen (14) 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 to the person entitled thereto by reason of his death or insolvency or otherwise. No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien. 28. VALIDITY OF SALE To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in ay such transfer. 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 with reference to the sale. 29. VALIDITY OF COMPANYS RECEIPT The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary to execution of an

instrument of transfer or at transfer by relevant system as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

30. APPLICATION OF SALE PROCEEDS
The proceeds of any such 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 and 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.

31. OUTSIDERS LIEN NOT TO AFFECT COMPANYS LIEN
In exercising its lien the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether a creditor of the registered holder or otherwise. The Companys lien shall prevail notwithstanding that it has received notice of any such claim.

32. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES ETC.
The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

CALLS ON SHARES

33. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES
The Board may subject to the provisions of the Act and any other applicable law from time to time make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed time. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on share shall not be delegated to any other person except with the approval of the shareholders in a General meeting.

34. NOTICE FOR CALL
Each Member shall subject to receiving at least fourteen (14) days notice specifying the time or times and place of payment pay to the Company at the time or times and place so specified the amount called on his shares. The Board may from time to time at its discretion extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstances.

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

36. LIABILITY OF JOINT HOLDERS FOR A CALL
The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

37. CALLS TO CARRY INTEREST
If a Member fails to pay any call due from his on the day appointed for payment thereof or any such extension thereof as aforesaid he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at the rate of ten percent or such other lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

38. DUES DEEMED TO BE CALLS
Any sum which by the terms of issue of 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 Articles be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. 39. EFFECT OF NON-PAYMENT OF SUMS In case of non-payments of such sum all the relevant provisions of these Articles as to Payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. 40. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST The Board (a) May subject to provisions of the Act 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 (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 as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends or (ii) any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable by him. The Directors may at any times repay the amount so advanced. 41. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES ETC. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company. FORFEITURE OF SHARES 42. BOARD TO HAVE A RIGHT TO FORFEIT SHARES If a Member fails to pay any call or installment of a call or any money due in respect of any share on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non payment. 43. NOTICE FOR FORFEITURE OF SHARE The notice aforesaid shall (a) Name a day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the call or installment and such interest and expenses as required by the notice is to be made and (b) State that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited. 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. Subject to the provisions of the Act such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture. 44 RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payments of any such money shall preclude the forfeiture of such shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable law 45. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY Any share forfeited in accordance with these Articles shall be deemed to be the property of the Company and may be

sold. Re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit

46. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS When any share shall have been so forfeited notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members but so forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry its aforesaid.

47. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE 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 and shall 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. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine from the time of forfeiture until payment or realization. The Board may if it thinks fit but without being under any obligation to do so enforce the payment of the whole or any portion of the monies due without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company shall have received payment in full all such monies in respect of the shares.

48. EFFECT OF FORFEITURE The forfeiture of a share shall involve extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share except only such of those rights as by these Articles expressly saved.

49. CERTIFICATE OF FORFEITURE 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 fact therein stated as against all persons claiming to be entitled to the share

50. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARE The Company may receive the consideration if any given for the share on any sale re allotment 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. The transferee shall thereupon to be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money if any nor shall his title so the share be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture sale re allotment or disposal of the share.

51. VALIDITY OF SALE Upon any sale after forfeiture or for enforcing alien in exercise of the powers hereinabove given the Board may if necessary appoint some person to execute an instrument for transfer of the shares sold and cause the purchasers name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

52. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES Upon any sale re allotment or other disposal under the provisions of the preceding Articles the certificate(s) if any originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to or by the defaulting member) stand cancelled and become null and void and be of no effect and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto

53. BOARD ENTITLED TO CANCEL FORFEITURE The Board may at any time before any share so forfeited shall have been sold reallotted or otherwise disposed of cancel the forfeiture thereof

upon such conditions as it thinks fit

54. SURRENDER OF SHARE CERTIFICATES The Board may subject to the provisions of the Act accept a surrender of any share from or by any Member desirous of surrendering them on such term as they think fit

55. SUMS DEEMED TO BE CALLS The provisions of these Articles 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 affixed 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

56. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES ETC. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

57. REGISTER OF TRANSFER AND TRANSMISSION OF SHARES

57. REGISTER OF TRANSFER The Company shall keep a Register of Transfers and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

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

59. INSTRUMENT OF TRANSFER

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer as prescribed under the Act in all cases. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form the provisions of the Depositories Act 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless

(i) the instrument of transfer is in the form prescribed under the Act

(ii) the instrument of transfer is accompanied by the certificate of 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

(iii) the instrument of transfer is in respect of only one class of shares.

(c) No fee shall be charged for registration of transfer transmission probate succession certificate and letters of administration certificate of death or marriage power of attorney or similar other document

60. EXECUTION OF TRANSFER INSTRUMENT Every such instrument of transfer shall be executed both by and on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

61. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS Subject to compliance with the Act and other applicable law the Board shall be empowered on giving not less than seven (7) days notice or such period as may be prescribed to close the transfer books register of Members the register of debenture holders at such time or times and for such period or periods not exceeding thirty (30) days at a time and not exceeding an aggregate forty five (45) days in each year as it may seem expedient.

62. DIRECTORS MAY REFUSE TO REGISTER TRANSFER Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force the Board may (at its own absolute and uncontrolled discretion) decline

or refuse by giving reasons whether in pursuance of any power of the Company under these Articles or otherwise to register or acknowledge any transfer of or the transmission by operation of law of the right to any securities or interest of a Member in the Company after providing sufficient cause within a period of thirty days from the date on which the instrument of transfer or the intimation of such transmission as the case may be was delivered to the Company provided that registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares debentures in whatever lot shall not be refused.

63. TRANSFER OF PARTLY PAID SHARES Where in the case of partly paid shares an application for registration is made by the transferor alone the transfer shall not be registered unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

64. TITLE TO SHARES OF DECEASED MEMBER The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors in their absolute discretion think fit it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

65. TRANSFERS NOT PERMITTED No share shall in any circumstances be transferred to any infant insolvent or a person of unsound mind except fully paid shares through a legal guardian.

66. TRANSMISSION OF SHARES Subject to the provisions of the Act and these Articles any person becoming entitled to shares in consequence of the death money bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may with the consent of the Board (with it shall not be under any obligation to give) upon producing such evidence as the Board thinks sufficient that he sustains the character in respect of which he proposes to act under this Article or Of his title elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder or so make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided nevertheless if such person shall elect to have his nominee registered he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further all limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer 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

67. RIGHTS ON TRANSMISSION A person becoming entitled to a share by reason of the death or insolvency of the holder shall subject to the Directors right to retain such dividends or money 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 the 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 meeting of the company

68. SHARE CERTIFICATES TO BE SURRENDERED Before the registration of a transfer the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer

69. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS The company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register)to the prejudice of persons having or claiming any equitable rights title or interest in the said shares notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights title or interest or be under any liability whatsoever for refusing or neglecting to do so though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the board shall so think fit

70. TRANSFER AND TRANSMISSION OF DEBENTURES The provisions of these Articles shall mutatis mutandis apply to the transfer of or the transmission by law of the right to any securities including debentures of the company

71. RIGHTS TO ISSUE SHARE WARRANTS The company may issue share warrants subject to and in accordance with provisions of the Act and other applicable laws. The board may in its discretion with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the board may from time to time require as to the identity of the person signing the application and the amount of the stamp duty on the warrant and such fee as the board may from time to time require having been paid issue a warrant

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

73. SHARES MAY BE CONVERTED INTO STOCK Where share are converted into stock a) the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same Articles under which the share from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose b) the holders of stock shall accordingly 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) such of the Articles of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder member shall include stock and stock holder respectively.

74. REDUCTION OF CAPITAL
The Company may by a Special Resolution as prescribed by the Act reduce in any manner and in accordance with the provisions of the applicable laws-

- a) its share capital and
- orb) any capital redemption reserve account and
- orc) any share premium account and in particular without prejudice to the generality of the foregoing power may be

- (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up
- (ii) either with or without extinguishing or reducing liability on any of its shares

- (a) cancel paid up share capital which is lost or is unrepresented by available assets or
- (b) pay off any paid up share capital which is in excess of the wants of the company and may if and so far as is necessary alter its Memorandum by reducing the amount of its share capital and of its shares accordingly

75. DEMATERIALISATION OF SECURITIES

- a) The Company shall recognize interest in dematerialised securities under the Depositories Act 1996. Subject to the provisions of the Act either the Company or the investor may exercise an option to issue (in case of the company only) deal in hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provision of the Depositories Act 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof the Securities and Exchange Board of India (Depositories and participants) Regulations 2018 and other applicable laws.
- b) Dematerialisation Re-Materialisation Of Securities Notwithstanding anything to the contrary or inconsistent contained in these Articles the company shall be entitled to dematerialize its existing securities re-materialise its securities held in Depositories and or offer its fresh securities in the dematerialized form pursuant to the Depositories Act 1996 and the rules framed thereunder if any.
- c) Option to receive security certificate or hold securities with the Depository Every person subscribing to or holding securities of the company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information the Depository shall enter in its Record the name of the allottees as the beneficial owner of that security.
- d) Securities in Electronic Form All securities held by a Depository shall be dematerialized and held in electronic form. No certificates shall be issued for the securities held by the Depository.
- e) Beneficial owner deemed as absolute owner Except as ordered by the court of competent jurisdiction or by applicable law required and subject to the provisions of the Act the Company shall be entitled to treat the person whose name appears on the applicable register as holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity equitable contingent future partial interest other claims to or interest in respect of such securities or (except only as by these Articles otherwise expressly

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provided) any right in respect of a security other than an absolute rights thereto in accordance with these Articles on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.f)Register and index of beneficial ownersNotwithstanding anything herein contained a person whose name is at any time entered in the Register of Members of the Company as the holder of a share in the Company but who does not hold the beneficial interest in such share shall within such time and in such form as prescribed under the Act make a declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest (including the change if any) in such share in such manner as may be required under the provisions of the Act.Where any declaration referred to above is made to the Company the Company shall make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.The company shall cause to be kept a register and index of members with details of securities held in materialized and dematerialized forms in any media as may be permitted by law including any form of electronic media.The register and index of beneficial owners maintained by a Depository under the Depositories Act 1996 shall be deemed to be a register and index of members for the purposes of this Act. The company shall have the power to keep in any state or country outside India a Register of members resident in that state or country.76.BUY BACK OF SHARESNotwithstanding anything contained in these Articles but subject to applicable provisions of the Act or any other law for the time being in force the Company may purchase its own shares or other specified securities out of free reserves the securities premium account or the proceeds of issue of any Share or specified Securities.Subject to the all applicable provisions of the Act and subject to such approvals permissions consents and sanctions from the concerned authorities and departments including Securities Exchange Board of India and the Reserve Bank of India if any the Company may by passing a special resolution at a general meeting purchase its own Shares or other specified securities (hereinafter referred to as buy-back) from its existing Shareholders on a proportionate basis and/or from the open market and/or from the lots smaller than market lots of the securities (odd lots) and/or the securities issued to the employees of the Company pursuant to a scheme of stock options or sweat equity from out of its free reserves or out of the securities premium account of the Company or out of the proceeds of any issue made by the Company specifically for the purpose on such terms conditions and in such manner as may be prescribed by law from time to time provided that the aggregate of the securities so bought back shall not exceed such number as may be prescribed under the Act or Rules made from time to time. GENERAL MEETINGS77.ANNUAL GENERAL MEETINGSa) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that yearb) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.78.EXTRAORDINARY GENERAL MEETINGSa) General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. Provided that the Board may whenever it thinks fit call an Extraordinary General Meeting.79.EXTRAORDINARY MEETINGS ON REQUISITION The Board shall on the requisition of members convene an

Extraordinary General Meeting of the company in the circumstances and in the manner provided under the Act.80.NOTICE FOR GENERAL MEETINGSAll General Meetings shall be convened by giving not less than clear twenty one (21) days notice in such manner as is prescribed under the Act specifying the place date and hour of the meeting and a statement of the business proposed to be transferred at such a meeting in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.The Members may participate in General Meetings through such modes as permitted by applicable laws.81.SHORTER NOTICE ADMISSIBLEUpon compliance with the relevant provisions of the act an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty one (21) days.82.CIRCULATION OF MEMBERS RESOLUTIONThe company shall comply with provisions of section 111 of the Act as to giving notice of resolutions and circulating statements on the requisition of members.83.SPECIAL AND ORDINARY BUSINESSa)Subject to the provisions of the Act all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend the consideration of financial statements and reports of the Directors and auditors the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting all business shall be deemed to be special.b)In case of special business as aforesaid an explanatory statement as required under the applicable provision of the Act shall be annexed to the notice of the meeting.84.QUORUM FOR GENERAL MEETINGFive (5) Members or such other number of Members as required under the provision of section 103 the Act or the applicable law for the time being in force prescribes personally present shall be quorum for the General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting85.TIME FOR QUORUM AND ADJOURNMENTSSubject to the provisions of the act if within half an hour from the time appointed for a meeting a quorum is not present the meeting if called upon the requisition of Members shall be cancelled and in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be quorum and may transact the business for which the meeting was called.86.CHAIRMAN OF GENERAL MEETINGThe Chairman if any of the Board of Directors shall preside as chairman at every General Meeting of the Company87.ELECTION OF CHAIRMANSSubject to the provisions of the Act if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair then the members present shall chose a member to be the chairman.88.ADJOURNMENT OF MEETINGSubject to the provision of the Act the chairman of a General Meeting may with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time

to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as nearly to the original meeting as may be possible. Save as aforesaid and as provided in Section 103 of the Act it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

89.VOTING AT MEETING At any General meeting a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at anytime by the person or persons who made the demand. Further no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all puposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting whose decision shall be final and conclusive.

90.DECISION BY POLLIf a poll is duly demanded in accordance with the provision of the Act it shall be taken in such manner as the Chairman directs as the results of the poll deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded

91.CASTING VOTE OF CHAIRMANIn case of equal votes whether on a show of hands or an a poll the chairman of the General meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a member

92.PASSING RESOLUTIONS BY POSTAL BALLOTa)Notwithstanding any of the provisions of these Articles the company may and in the case of resolutions relating to such business as notified under the Act to be passed by postal ballot shall get any resolution passed by means of a postal ballot instead of transacting the business in the General meeting of the companyb)where the company decides to pass any resolution by resorting to postal ballot it shall follow the procedures as prescribed under the act.c)If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot it shall be deemed to have been duly passed at a General Meeting convened in that behalf

VOTE OF MEMBERS93.VOTING RIGHTS OF MEMBERSSubject to any rights or restrictions for the time being attached to any class or classes of sharesa)On a show of hands every member holding Equity shares and present in person shall have one vote.b)On a poll every member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up equity share capital .c)A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once

94.VOTING BY JOINT HOLDERSIn case of Joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted to the exclusion of the votes of other joint holders

95.VOTING BY MEMBER OF UNSOUND MINDA 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 legal guardian may on a poll vote by proxy

96.NO RIGHT TO VOTE UNLESS CALLS ARE MADENo member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid or in regard to which the Company has lien and has exercised any right of lien.

97.PROXYAny member entitled to attend and vote at a General

Meeting may do so either personally or through his continued attorney or through another person as a proxy on his behalf for that meeting

98. INSTRUMENT OF PROXY An instrument appointing a proxy shall be in the form as prescribed under the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate either under its common seal or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a member of the company may be appointed as a proxy. The instrument appointing a proxy and power of attorney or other attorney (if any) under which it is signed or a notarized copy of that power must be deposited at the office of the company not less than forty eight hours (48) prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in case of a poll not less than twenty four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid

99. VALIDITY OF PROXY 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 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.

100. CORPORATE MEMBERS Any corporation which is a member of a company may by resolution of its Board of Directors or other governing body authorize such person as it thinks fit to act its representative at any meeting of the company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

101. NUMBER OF DIRECTORS Unless otherwise determined by General Meeting and subject to the applicable provisions of the Act the number of Directors shall not be less than three (3) and not more than fifteen (15) and at least one (1) director shall be resident of India i.e. atleast one director who has stayed for minimum 182 days in India in a previous calendar year. The Company shall appoint such number of woman director as may be required under the provisions of the Act other applicable laws. Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution.

102. SHARE QUALIFICATION NOT NECESSARY Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any director

103. ADDITIONAL DIRECTORS Subject to the provisions of the Act the board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

104. ALTERNATE DIRECTORS a) Subject to the provisions of the Act the Board may appoint a person not being a person holding any alternate directorship for any other director in the company or holding directorship in the Company to act as an alternate director for a director during his absence for a period of not less than 3 (three) months from India (hereinafter in this Article called the Original Director) b) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the

office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the original director and not to the alternate director.

105.APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY Subject to the provisions of the Act if the office of any Director appointed by the company in General Meeting is vacated before his term of office expires in the normal course the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.

106.REMUNERATION OF DIRECTORSa) A Director (other than a Managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including Managing Director and or whole-time Director may be paid in accordance with the applicable provisions of the Act. b) The Board of Directors may allow and pay or reimburse any director who is not a bonafide resident of the place where a meeting of the board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company such sum as the Board may consider fair compensation for travelling and out-of-pocket expenses and if any director be called upon to go or reside out of the ordinary place of his residence on the companys business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the company. c) The Managing Directorswhole-time Directors shall be entitled to charge and be paid for all actual expenses if any which they may incur for or in connection with the business of the company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the company and shall be entitled to be paid by the company any remuneration that they may pay to such part time employees.

107.REMUNERATION FOR EXTRA SERVICES If any Director being willing shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Directors as a Member of any committee formed by the Directors) in going or residing away from the town in which the office of the Company may be situated for any purposes of the company or in giving any special attention to the business of the Company or as member of the Board then subject to the provisions of the Act the Board may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

108.CONTINUING DIRECTOR MAY ACTThe continuing Directors may act notwithstanding any vacancy in the Board but if the number is reduced below threethe continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company but for no other purpose.

109.VACATION OF OFFICE OF DIRECTORThe office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

ROTATION AND RETIREMENT OF DIRECTOR

110.ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEARAt the Annual General Meeting of the company to be held every year one third of such of the Directors as are liable to retire by rotation for time being or if their

number is not three or a multiple of three then the number nearest to one third shall retire from office and they will be eligible for re-election .Provided nevertheless that the managing director appointed or the Directors appointed as a debenture director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

111. RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION
 A retiring Director shall be eligible for re-election and the company at the Annual General meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto

112. WHICH DIRECTOR TO RETIRE
 The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lots.

113. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION
 Subject to the provisions of the Act the company may by an Ordinary resolution in General Meeting remove any Director before the expiration of his period of office and may by an ordinary resolution appoint another person instead. Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.

114. DIRECTORS NOT LIABLE FOR RETIREMENT
 The company in General meeting may when appointing a person as a director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

115. DIRECTOR FOR COMPANIES PROMOTED BY THE COMPANY
 Directors of the company may be or become a director of any company promoted by the Company or in which it may be interested as vendor shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

PROCEEDINGS OF BOARD OF DIRECTORS

116. MEETINGS OF THE BOARD

a) The Board of Directors shall meet at least once in every three(3) months with a maximum gap of four(4) months between two(2) meetings of the Board for the dispatch of business adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act provided that at least four(4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting or if no such determination is made then as determined by the chairman of the Board.

b) The Chairman may at any time and the secretary or such other Officer of the company as may be authorized in this behalf on the requisition of Director shall at any time summon a meeting of the Board .Notice of at least seven (7) days in writing of every meeting of the board shall be given to every Director and every alternate director at his usual address whether in India or abroad provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director if any shall be present at the meeting and in case of absence of independent directors from such a meeting of the board decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director if any.

c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting (ii) the venture for the proposed meeting and (iii) an agenda setting out

the business proposed to be transacted at the meeting d) To the extent permissible by applicable law the Directors may participate in a meeting of the Board or any committee thereof through electronic mode that is by way of video conferencing i.e. audio visual electronic communication facility .The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any director participating in a meeting though the use of video conferencing shall be counted for the purpose of quorum.

117. QUESTIONS AT BOARD MEETING HOW DECIDED Questions arising at any time at the meeting of the board shall be decided by majority of votes and in case of equality of votes the Chairman in his absence the Vice Chairman are the director presiding shall have a second or casting vote.

118. QUORUM Subject to the provisions of the act and other applicable law the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. At any time the number of interested directors is equal to or exceeds two-thirds of total strength the number of remaining directors that is to say the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such times. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution of meeting that is to say the total strength of Board after deducting there from the number of Directors if any whose places are vacant at the time. The term interested director means any Director whose presence cannot by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the board at the time of the discussion or vote on the concerned matter or resolution.

119. ADJOURNED MEETINGS Subject to the provisions of the Act if within half an hour from the time appointed for a meeting of the Board a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

120. ELECTION OF CHAIRMAN OF BOARD a) The board may elect a Chairman of its meeting and determine the period for which he is to hold office. b) If no such Chairman is elected or at any meetings the Chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the Chairman of the meeting.

121. POWERS OF DIRECTORS a) The Board may exercise all such powers of the Company and do all such acts and things as are not by the Act or any other applicable law or by the Memorandum or by the Articles required to be exercised by the company in a General Meeting subject nevertheless to these Articles to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in a General Meeting but no regulation made by the company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation not been made. b) 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 maybe by such person and in such manner has the Board shall from time to time by resolution determine.

122. DELEGATION OF POWERS a) The Board may subject to the provisions of the Act delegate any of its powers to

committees consisting of such members of its body as it thinks fit.

b) Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

123.ELECTION OF CHAIRMAN OF COMMITTEEa) A committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the members present may choose one of the members to be the Chairman of the committee meeting. b)The Quorum of a committee may be fixed by the board of directors.

124.QUESTIONS HOW DETERMINEDa)A Committee may meet and adjourn as it thinks properb)Questions arising at any meeting of committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote the Chairman shall have a second or casting vote in addition to his vote as a member of the committee.

125.VALIDITY OF THE ACTS DONE BY BOARD OR A COMMITTEEAll acts done by any meeting of the Board or a committee thereof or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director

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

127.MAINTENANCE OF FOREIGN REGISTERThe Company may exercise the powers conferred on it by the Act with regard to keeping of a foreign register and the Board may (subject to the provisions of those sections)make and vary such regulations as it may think fit respecting the keeping of any register.

128.BORROWING POWERSa) Subject to the provisions of the Act and these Articles the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds debentures perpetual or otherwise including debentures convertible into shares of this company or any other company or perpetual annuities and to secure any such money so borrowed raised or received mortgage pledge or charge the whole or any part of the property assets or revenue of the Company present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase redeem or pay off any such securities.Provided however that the moneys to be borrowed together with the money altered borrowed by the company apart from temporary loans (as defined under section 180 (1) of the Act) obtained from the Companys bankers in the ordinary course of business shall not without the sanction of the Company by a Special resolution at a General meeting exceed the aggregate of the paid capital of the company its free reserves and securities

premium. Provided that every Special Resolution passed by the Company in General meeting in relation to the exercise of the power to borrow shall specify the total amount up to which the moneys may be borrowed by the board of Directors.b)The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or Managing Director or to any other person permitted by applicable law if any within the limits prescribed.c)To the extent permitted under the applicable law and subject o compliance with tee requirements thereof the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the company.d) Any Bonds debentures -stock or other securities may if permissible under applicable law may be issued at a discount premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner for such consideration as the Board shall consider to be for the benefit of the company and on the condition that they or any part of them may be convertible into Equity shares of any denomination and with any privileges and conditions as to the redemption surrender allotment of shares attending (but not voting) in the General meeting appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity shares shall not be issued except with the sanction of the Company in General meeting accorded by a Special resolution.

129. NOMINEE DIRECTORSa)Subject to the provisions of the Act so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India State Financial corporation or any Financial Institution owned or controlled by the Central Government or State government or any Non-Banking financial Company regulated by the Reserve Bank of India or any such company from whom company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans or subscribes to the debentures of the Company or so long as any of the aforesaid companies of Financial institutions holds or continues to hold debentures shares in the company as a result of underwriting or by direct subscription or private placement or so long as any liability of the company arising out of any guarantee furnished on behalf of the company remains outstanding and if the loan or other agreement with such institutioncorporation company(hereinafter referred to as the corporation) so provides the corporation may in pursuance of the provisions of any law for the time being in force or of any agreement have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Directors isare hereinafter referred to as nominee Directors) on the Board of the company and to remove from such office any person or persons so appointed and to appoint any person or persons in histheir place(s). b)The nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings Board Meetings and of the meetings of the committee of which Nominee Directors isare members as also the minutes of such meetings. The corporation should also be entitled to receive all such notices and minutes. c)The Company may pay the Nominee Directors sitting fees and expenses to which the other Directors of the company are entitled but if any other fees commission monies or remuneration in any form is payable to the Directors of the company the fees commission monies and remuneration in relation to such Nominee Directors may accrue to the Nominee appointer and same shall accordingly be paid by the company directly to the Corporation.

d) Provided that the sitting fees in relation to such Nominee Directors shall also accrue to the appointer and same shall accordingly be paid by the company directly to the appointer.

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

131. MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTOR(S) a) The Board may from time to time and with such sanction of the central government as may be required by the Act appoint one or more of the Directors to the office of the managing director and/or whole time directors for such term and subject to such remuneration terms and conditions as they may think fit. b) The Directors may from time to time resolve that there shall be either one or more managing directors and/or whole-time directors. c) In the event of any vacancy arising in the office of a managing director and/or whole-time directors vacancy shall be filled by the Board of Directors subject to the approval of the members. d) If a managing director and/or whole-time director ceases to hold office as Director he shall ipso facto and immediately cease to be managing director/whole time director. e) If the managing director and/or whole-time director shall not be liable to retirement by rotation as long as he holds office as managing director or whole-time director.

132. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE TIME DIRECTOR The managing director/whole time director shall subject to the supervision control and direction of the Board and subject to the provisions of the Act exercise such powers as are exercisable under these Articles by the Board of Directors as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke withdraw alter or vary all or any such powers. The managing Director/whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction. Subject also to the other applicable provisions if any of the Act the Company shall not appoint or employ or continue the appointment or employment of a Person as its managing or whole-time director who - a) is below the age of twenty-one years or has attained the age of seventy years b) is an undischarged insolvent or has at any time been adjudged an insolvent c) suspends or has at any time suspended payment to his creditors or makes or has at any time made a composition with them or d) is or has at any time been convicted by a Court and sentenced for a period of more than six months.

133. REIMBURSEMENT OF EXPENSES The managing director/whole time director shall be entitled to charge and be paid for all actual expenses if any which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

134. CHIEF EXECUTIVE OFFICER/MANAGER COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER Subject to the provisions of the Act a) A chief executive officer/manager company secretary and 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 and chief financial officer so appointed may be removed by means of a resolution of the Board. b) A director

may be appointed as chief executive officer manager company secretary and chief financial officer. Further an individual may be appointed or reappointed as the chairperson of the Company as well as the managing director or chief executive officer of the Company at the same time.c)A provision of the Act or the Articles requiring or authorizing a thing to be done by or to a Director and chief executive officer manager company secretary and chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as or in place of chief executive officer manager company secretary and chief financial officer

COMMON SEAL135.**CUSTODY OF COMMON SEAL**The Board shall provide for the safe custody of the common seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof.136.**SEAL HOW AFFIXED**The Directors shall provide a common seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by or under the authority of the Directors or a committee of the Directors previously given and in the presence of atleast two Directors and of the company secretary or such other person duly authorized by the Directors or a committee of the Directors who shall sign every instrument to which the seal is so affixed in his presence.The Company may exercise the power conferred by the Act with regard to having an official seal for use abroad and such powers shall accordingly be vested in the Directors or any other person duly authorized for the purpose.**DIVIDEND**137.**COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS**The company in general meeting may declare dividends to be paid to the Members according to their respective rights but no dividend shall exceed the amount recommended by the Board. The Company may in general meeting declare a smaller dividend than was recommended by the Board.138.**INTERIM DIVIDENDS**Subject to the provisions of the Act the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.139.**RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND**a)Where capital is paid in advance of calls such capital while carrying interest shall not confer a right to dividend or to participate in the profits.b) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called Unpaid Dividend Account of c) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven(7) years from the date of such transfer shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act.d)No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.e)All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.140.**DIVISION OF PROFITS**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.

141.DIVIDENDS TO BE APPORTIONED 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.

142.RESERVE FUNDSa)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.b)The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve

143.DEDUCTION OF ARREARSSubject to the Act no member shall be entitled to receive payment of any interest or dividend in respect of his share or shares while any money may be due or owing from him to the Company in respect of such share or shares of or otherwise howsoever whether alone or jointly with any other person or persons and the board may deduct from any dividend payable to any members all sums of money if any presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the company.

144.RETENTION OF DIVIDENDSThe Board may retain dividends payable upon shares in respect of which any person is under Articles 57 to 70 herein before contained entitled to become a member until such person shall become a member in respect of such shares.

145.RECEIPT OF JOINT HOLDER 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.

146.DIVIDEND HOW REMITTED Any dividend interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

147.DIVIDENDS NOT TO BEAR INTERESTNo dividend shall bear interest against the company.

148.TRANSFER OF SHARES AND DIVIDENDSSubject to the provisions of the Act any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

149.CAPITALISATION OF PROFITSa)The company in general meeting may on recommendation of the Board resolvei.that it is desirable to capitalise any part of the amount for the time being standing to the credit of the companys reserve accounts or to the credit of the profit and loss account or otherwise available for distribution andii.that such sum be accordingly set free for distribution in the manner specified in Sub - clause (b) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.b)The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in sub - clause (c) of Article 51 below either in or towards -i.paying up any amounts for the time being unpaid on shares held by such members respectivelyii.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 oriii.partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii)iv.A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares. v.The Board shall give effect to the resolution passed by the company in pursuance of these Articles.

150.POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUEa)Whenever such a resolution as aforesaid shall have been passed the Board shall i.make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares or other securities if any andii.generally do all acts and things required to give effect thereto.b)The Board shall have full power i.to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions andii.to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalized of the amount or any part of the amounts remaining unpaid on their existing sharesc)Any agreement made under such authority shall be effective and binding on such members.

ACCOUNTS151.WHERE BOOKS OF ACCOUNTS TO BE KEPTThe Books of account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

152.INSPECTION BY DIRECTORThe books of accounts and books and papers of the Company or any of them shall be open to the inspection of directors in accordance with the applicable provisions of the Act

153.INSPECTION BY MEMBERSNo Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorized by the Board.

SERVICE OF DOCUMENTS AND NOTICE154.MEMBERS TO NOTIFY ADDRESS IN INDIAEach registered holder of shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence. A document or notice may be served or given by the Company on any member either personally or by sending it by post or by such other means such as fax e-mail if permitted under the Act to him at his registered address or if he has no registered address in India to the address if any in India supplied by him to the Company for serving documents or notices on him..

155.SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESSIf a Member has no registered address in India and has not supplied to the Company any address within India for the giving of the notices to him a document advertised in a newspaper circulating in the neighborhood of office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

156.SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERSA document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased assigned of the

insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

157. PERSONS ENTITLED TO NOTICE TO GENERAL MEETINGS Subject to the provisions of the Act and those Articles notice of General Meeting shall be given a) To the members of the Company as provided by these Articles. b) To the persons entitled to a share in consequence of the death or insolvency of a Member. c) To the Directors of the Company. d) To the auditors for the time being of the Company in the manner authorized by as in the case of any Member or Members of the Company.

158. NOTICE BY ADVERTISEMENTS Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members or any of them and not expressly provided for by these Articles shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the office is situated.

159. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDER Every person who by the operation of law transfer or other means whatsoever shall become entitled to any shares shall be bound by every document in respect of such share which previously to his name and address being entered in the Register of members shall have been duly served on or sent to the person from whom he derived his title to such share. Any notice to be given by the Company shall be signed by the managing Director or by such Director or Secretary (if any) or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

Winding up

160. Subject to the applicable provisions of the Act - (a) If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (c) The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability. (d) Any person who is or has been a Director or manager whose liability is unlimited under the Act shall in addition to his liability if any to contribute as an ordinary member be liable to make a further contribution as if he were at the commencement of winding up a member of an unlimited company in accordance with the provisions of the Act.

161. APPLICATION OF ASSETS Subject to the provisions of the Act as to be preferential payment the assets of the Company shall on its winding up be applied in satisfaction of its liabilities *pari passu* and subject to such application shall be distributed among the Members according to their rights and interests in the Company.

162. DIRECTORS AND OTHERS RIGHT TO INDEMNITY Subject to the provisions of the Act every Director and officer of the Company shall be indemnified by the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided however that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have

resulted from the negligence willful misconduct or had faith acts or omissions of such Director. 163.INSURANCEThe Company may take and maintain any insurance as the Board may think fit on behalf of its present andor former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.164.164.No member shall be entitled to inspect the Companys works without the permission of the managing directorDirectors or to require discovery of any information respectively and detail of the Companys trading or any matter which is or may be in the nature of a trade secret history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the managing directorDirectors will be inexpedient in the interest of the members of the Company to communicate to the public.165.165.Wherever in the Act it has been provided that the Company shall have any right privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles then and in that case this Article authorizes and empowers the Company to have such rights privileges or authorities and to carry such transactions as have been permitted by the Act without there being any specific Articles in that behalf herein provided.166.166.At any point of time from the date of adoption of these Articles if the Articles are or become contrary to the provisions of the applicable Regulations framed by Securities and Exchange Board of India (SEBI Regulations) including Securities and Exchange Board of India (Listing Obligations and Disclosure requirement) Regulations 2015 as amended (the Listing Regulations) the provisions of the applicable SEBI Regulations or Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the applicable SEBI Regulations or Listing Regulations from time to time.167.167.The Company shall not at any time vary the terms of a prospectus or objects for which the prospectus was issued by the Company except subject to the approval of or except subject to an authority given by the Company in general meeting by way of special resolution and in accordance with the provisions of the Companies Act 2013. Provided that the dissenting Shareholders being the Shareholders who have not agreed to the proposal to vary the terms of the contracts or the objects referred to in the prospectus shall be given an exit offer by the promoters or controlling shareholders of the company at the fair market value of the equity shares as on the date of the resolution of the Board of Directors recommending such variation in the terms of the objects referred to in the prospectus in accordance with such terms and conditions as may be specified on this behalf by the Securities and Exchange Board of India.

Attachments

First Subscriber (s) sheet

subs sheet AOA.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 New set of articles

To be digitally signed by

Name

GIRISH KAPOOR

Designation

Director

DIN

01870917

DSC