

ARTICLES OF ASSOCIATION

OF

S.A.L. STEEL LIMITED

THE COMPANIES ACT, 2013¹

ARTICLES OF ASSOCIATION

OF

S.A.L. STEEL LIMITED
[Company Limited by shares]

I. PRELIMINARY

1. In these Regulations –
 - (i) “The Act” means the Companies Act, 2013 or to the extent in force the Companies Act, 1956 including any modification(s) or re-enactment(s) thereof and Rules/Regulations made there under.
 - (ii) “The Seal” means the Common Seal of the Company, if any.
2. 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.
3. The Regulations contained under Table F of Schedule I of the Companies Act, 2013 shall be applicable to the Company to the extent not modified or excluded by these Articles.

II. SHARE CAPITAL

4. The Authorized Share Capital of the Company is as per Clause 5th of Memorandum of Association of the Company.
5. Subject to the provisions of the Act and all other applicable provisions of the Law, the Company may issue capital in the form of---
 - (i) Equity Shares-
 - (a) With voting rights; or
 - (b) With deferential rights as to dividend, voting or otherwise in

¹ New set of Article of Association adopted as per Companies Act, 2013 vide Special Resolution in the EGM held on _____2024.

according with such rules as may be prescribed; and

- (ii) Preference Shares whether convertible or redeemable or such other manner as may be permissible under the Act
- 6.**
- (i) Where at any time, the company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to persons who, at the date of the offer, are holders of 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 following conditions, namely
 - (ii) (a) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days 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
 - (b) unless the articles of the company otherwise provide, 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 favor of any other person; and the notice referred to in above clause (a) shall contain a statement of this right
 - (c) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of declined shares in such manner at their sole discretion which is not dis-advantageous to the shareholders and the company;
 - (iii) to employees or key managerial personnel under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or
 - (iv) Subject to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Act with the consent of the members of the Company at a General Meeting by way of special resolution duly authorised by the Board of Directors may issue and allot warrants convertible into the Equity Shares on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, key managerial personnel, employees, bodies corporate, banks, financial institutions, NRIs, Strategic Investor or such other person from time to time on receipt of at least 25% of the face value of the warrants, as it may think fit. The Board of Directors of the Company shall be authorised to make provisions

as to the allotment and issue of warrants and in particular may determine to whom the same shall be offered whether at par or at premium subject to the Provisions of Companies Act, 2013 and all the applicable provisions of the SEBI Guidelines.

- 7.** The Company shall have power to issue and redeem the preference shares in accordance with the provisions of the Act and these Articles.
- 8.** The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its fully paid shares in terms of consequent reduction of share capital.
- 9.** 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 or manner 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 in accordance with law.
- 10.** (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that Section and Rules made there under.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40 of the Act.
- 11.** Except as required by law, no person shall be recognize 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 recognize (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.
- 12.** (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, 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.

- (ii) To every such separate meeting, the provisions of these Regulations relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- 13.**
- (i) 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.
 - (ii) 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 shares may, by Special Resolution, determine.
- 14.**
- Subject to confirmation by the Tribunal on an application the company may, by a special resolution, reduce the share capital in any manner and in particular, may
- (i) extinguish or reduce the liability on any of its shares in respect of the share capital not paid-up; or
 - (ii) either with or without extinguishing or reducing liability on any of its shares,
 - (iii) cancel any paid-up share capital which is lost or is unrepresented by available assets; or
 - (iv) pay off any paid-up share capital which is in excess of the wants of the company, alter its memorandum by reducing the amount of its share capital and of its shares accordingly, Provided that no such reduction shall be made if the company is in arrears in the repayment of any deposits accepted by it, either before or after the commencement of this Act, or the interest payable thereon.
- 15.**
- Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "securities premium account" and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this section, apply as if the securities premium account were the paid-up share capital of the company. the

securities premium account may be applied by the company

- (i) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares
- (ii) in writing off the preliminary expenses of the company
- (iii) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company
- (iv) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or
- (v) for the purchase of its own shares or other securities under section 68 of the Act.

or for such other purposes as may be permissible under the Act from time to time.

- 16.** If and whenever, as the result of the issue of new shares or further shares or any consolidation or sub-division of shares, any shares are held by members in fractions, the Directors shall, subject to the provisions of the Act and these Articles and to the directions of the Company in the general meeting, if any, sell those shares, which members hold in fractions, for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in such manner as may be determined by the Directors.

III. CERTIFICATES

- 17.** (i) 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,—
- (a) one certificate for all his shares without payment of any charges; or
 - (b) Several certificates, each for one or more of his shares, upon payment of fifty rupees for each certificate after the first.
- (ii) Every certificate issued under the common seal of the Company, if any and signed by two directors or by a director and the Company

Secretary wherever the Company has appointed a Company Secretary and shall specify the shares to which relates and the amount paid-up thereon.

- (iii) 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 shall be delivered to the person first named in the register and such person only shall be entitled to receive notices from the Company under these Regulations when so prescribed or vote at general or other meetings of the Company.
- 18.** (i) 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; a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of such fees, if any, not exceeding Rs.50/- (Rupees Fifty) per certificate.
- (ii) No duplicate share certificate shall be issued in lieu of those that are lost or destroyed, without the prior consent of the Board or without payment of such fees, if any, not exceeding Rs.50/- (Rupees Fifty) per certificate and on such reasonable terms, if any, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit
 - (iii) The provisions of Articles 17 and 18 shall mutatis mutandis apply to debentures of the Company.

19. Dematerialization / Rematerialisation of Securities

For the purpose of this Article:

- (i) **Definitions:**
 - (a) **“Beneficial owner”** shall have the meaning assigned thereto in Section 2(1) (a) of Depositories Act, 1996.
 - (b) **“Board”** shall have the meaning assigned thereto in Section 2(1)(b) of Depositories Act, 1996
 - (c) **“Depositories act”** shall mean the Depositories Act, and it includes any statutory modification(s), re-enactment(s) thereof for the time being in force.
 - (d) **“Depository”** shall have the meaning assigned thereto in Section

2(1) (e) of Depositories Act, 1996.

- (e) **“Security”** shall have the meaning assigned thereto in Section 2(1)(l) of Depositories Act, 1996.

(ii) **Dematerialization/Rematerialisation of Securities:**

Notwithstanding anything contained in these Articles, the Company shall be entitled to Dematerialize/Rematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act.

(iii) **Option for investors to hold securities in physical form or with a Depository:**

Every person holding securities of the Company through allotment or otherwise shall have the option to receive and hold the same in the form of security certificates, if permitted by law, or to receive and to hold the same in the dematerialized form with depository.

Every Person holding securities of the Company with a depository, being the beneficial owner thereof, may at any time opt out of a depository in respect of security entitled to be held by him in the manner provided under the provisions of the Depositories Act and the Rules made there under, if any prescribed and on fulfillment of the conditions prescribed by the Company from time to time, the Company shall issue relevant security certificates to the beneficial owner thereof.

(iv) **Securities in Depositories to be in Fungible form:**

All securities held by a depository shall be dematerialized and shall be in a fungible form.

(v) **Rights of Depositories and Beneficial Owner:**

- (a) Notwithstanding anything to the contrary contained in the Act or these articles a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of the beneficial owners.
- (b) Save as otherwise provided above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

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

(vi) **Service of Documents:**

Notwithstanding anything to the contrary contained in the Act or these articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

(vii) **Transfer of Securities:**

- (a) Notwithstanding anything to the contrary contained in the Act or these articles, every depository shall, on receipt of intimation from a participant, register the transfer of security in the name of the transferee.
- (b) If a beneficial owner or transferee of any security seeks to have custody of such security, the depository shall inform the Company accordingly.

(viii) **Allotment of Securities dealt with by Depository:**

Notwithstanding anything to the contrary contained in the Act or these articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

(ix) **Distinctive number of Securities held in Depository:**

Notwithstanding anything to the contrary contained in the Act or these articles, regarding necessity of having distinctive number of securities issued by the Company shall not apply to Securities held with a depository.

(x) **Register and index of Beneficial Owners:**

The Register and index of securities holder maintained by a

depository under the Depository Act shall be deemed to be the Register and Index of Member and Security holder for the purpose of this Articles and as required under the act.

(xi) **Other Matters:**

Notwithstanding anything to the contrary contained in the Act or these articles, the provisions of the depositories Act relating to Dematerialization of Securities, including any modification(s) or re-enactment(s) thereof and Rules/Regulations made there under shall prevail and apply accordingly.

IV. CALLS ON SHARE

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

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and the manner of payment, pay to the Company, at the time or times and the manner so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
- (iv) Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class.

- 21.** If by the conditions of allotment of any share or securities, the whole or part of the amount or issue price thereof shall be payable by installment every such installment shall, when due, be paid to the Company by the person who for the time being, shall be registered holder of the share or securities, or by his executor or administrator or legal representative.

- 22.** The Board may from time to time subject to the terms on which any warrants convertible into equity shares of the Company may have been issued, make calls upon the warrant holders in respect of the balance amount unpaid on the warrants held by

them respectively at the time of providing option for conversion of warrants into the equity shares of the Company and shall be payable at such fixed times by the warrant holder who shall pay the amount of the call made on them at time and manner as decided by the board. In case of failure to exercise the option and make payment thereof, the amount so deposited at the time of allotment of warrant shall be forfeited by the Board.

- 23.** The provisions of Articles 20 – 22 shall mutatis mutandis apply to warrants convertible into equity shares of the Company.
- 24.** 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 installments.
- 25.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 26.** (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at twelve per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 27.** (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these Regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 28.** The Board—
- (i) 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
- (ii) upon all or any of the monies so advanced, may (until the same

would, but for such advance, become 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.

V. UNDERWRITING COMMISSION AND BROKERAGE

29. Company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely:

- (i) the commission may be paid out of proceeds of the issue or the profit of the company or both
- (ii) the rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or otherwise approved by the members of the Company;
- (iii) the prospectus of the company shall disclose-
 - (a) the name of the underwriters
 - (b) the rate and amount of the commission payable to the underwriter; and
 - (c) the number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally
- (iv) there shall not be paid commission to any underwriter on securities which are not offered to the public for subscription
- (v) a copy of the contract for the payment of commission is delivered to the Registrar the time of delivery of the prospectus for registration.

VI. LIEN

- 30.** (i) The Company shall have a first and paramount lien— ,
- (a) on every share (not being fully paid share), for all monies (whether presently payable not) called, or payable at a fixed time, in respect of that share; and

- (b) on all shares (not being fully paid shares) standing registered in the name of 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.

- (ii) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- 31.** The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:
- Provided that no such sale shall be made—
- (i) Unless a sum in respect of which the lien exists is presently payable and outstanding; or
 - (ii) 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 and outstanding, has been given to the registered holder for the time being of the share or the person entitled.
- 32.** (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 33.** (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

VII. CAPITALISATION OF PROFIT

- 34.** (i) The Company in General Meeting may, upon the recommendation of the Board, resolve-
- (a) To capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution as free reserves; and
 - (b) To set aside such sum free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause 34, either in or towards—
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause(b);
 - (d) A securities premium account and a capital redemption reserve account may, for the purposes of this Regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
 - (e) The Board shall give effect to the resolution passed by the Company in pursuance of this Regulation.
- 35.** Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (i) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
 - (ii) Generally do all acts and things required to give effect thereto.
 - (iii) The Board shall have power—

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (c) Any agreement made under such authority shall be effective and binding on such members.

VIII. BUY BACK OF SHARES

- 36.** Subject to compliance of the provisions of Sections 68 to 70 and any other applicable provision of the Act, the Company shall have authority to buy back its shares or other specified securities.

IX. FORFEITURE OF SHARES

- 37.** If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
- 38.** The notice aforesaid shall—
- (i) 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
 - (ii) 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.
- 39.** 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. If the requirements of any such notice as aforesaid are not complied or payment not made for, any share in respect

of which the notice has been given may, at any time after the expiry of the notice period, be forfeited by a resolution of the Board to that effect.

- 40.** (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board may deem fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it may deem fit.
- 41.** (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares.
- 42.** (i) 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;
- (ii) 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 favor of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) 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.
- 43.** The provisions of these Regulations as to forfeiture shall apply in the case of nonpayment 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.

X. ALTERATION OF CAPITAL

- 44.** The Company may, from time to time, with the sanction of the Company in General Meeting by an Ordinary Resolution, increase its Share Capital by such sum, to be divided into such number of shares of such amount and of such classes with such rights and privileges attached thereto as the General Meeting approves.

- 45.** Subject to the provisions of Section 61 of the Act, the Company may, by ordinary resolution,—
- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (iii) sub-divide or split its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (iv) 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.
- 46.** Before the issue of any shares, the Company in General Meeting may make provisions as to the allotment and issue of the new shares, and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium and upon default of any such provisions so far as the same shall not extend, the new shares may be issued in conformity with the provision of the Articles and the provisions of the Companies Act, 2013
- 47.** Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new share shall be considered part of the existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls, and installments, transfer and transmission, forfeiture, lien, surrender and otherwise.
- 48.** Where shares are converted into stock,—
- (i) 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.

- (ii) 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.
 - (iii) 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.
- 49.** In compliance of the provisions of the Act, the Company may reduce in any manner and subject to, any incident authorized and consent required under the Act its share capital

XI. TRANSFER OF SHARES

- 50.** (i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee
- (ii) 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.
- 51.** The Board may, subject to the right of appeal conferred by Section 58, decline to register –
- (i) the transfer of a share, not being a fully-paid share, to a person of whom they do not approve ; or
- (ii) Any transfer of shares on which the Company has a lien.
- 52.** The Board may also decline to recognize any instrument of transfer unless –
- (i) the instrument of transfer is in the form as prescribed in rules made under sub section (1) of Section 56
- (ii) 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

- (iii) The instrument of transfer is in respect of only one class of shares.
- 53.** Every instrument of transfer shall be left at the office of registration accompanied by the Certificate of the share to be transferred or, if no such certificate is in existence by the letter of allotment of the share and such the evidence as the Board may require proving the title of transferor or his right to transfer the share. Every instrument of transfer registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.
- 54.** On giving not less than seven days 'previous notice in accordance with Section 91 and rules made there under, the registration of transfers may be kept closed at such times and for such periods as the Board may from time to time determines:

Provided that such registration shall not be closed for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
- 55.** No fee shall be payable to the Company in respect of transfer of any shares in the Company.

XII. NOMINATION & TRANSMISSION OF SHARES

- 56. Nomination:**
 - (i) Every Shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares in, or debentures of, the Company shall vest in the event of his death in such manner as may be prescribed under the Act.
 - (ii) When the shares in, or debentures of, the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures of the Company, as the case may be, shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.
 - (iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares or debentures of the Company, where a person has the right to vest the share or dentures of the Company the nominee shall on the death of the

shareholder or debenture holder or as the case may be on the death of the joint holders, become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders in relation to such shares or debentures, to the exclusion of all other persons unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.

- (iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of the Company in the manner prescribed under the Act, in the event of his death during the minority.

57. Transmission:

- (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

58. 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 —

- (i) To be registered himself as holder of the share; or
- (ii) To make such transfer of the share as the deceased or insolvent member could have made.

59. 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.

60. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

61. 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 was 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.

62. Subject to the provisions of the Act and these Articles any committee or guardian of a lunatic or minor member of any person becoming entitled to or to transfer a share in consequence of the death, lunacy or bankruptcy or insolvency of any member or by any lawful means other than a transfer in accordance with these articles, upon producing such evidence under the Articles or such title as the Board thinks sufficient, may with the consent of the Board (Which the Board shall not be bound to give) either be registered himself as a holder in respect of such share or elect to transfer such share to some other person approved by the board registered as such holder.

63. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of members) to be prejudice to persons having or claiming any equitable right title of interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to

them of any equitable right, title or interest or be under any liability whatsoever.

XIII. GENERAL MEETINGS

- 64.** (i) The Company shall in each year hold in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of a Company and that of the next, provided that the first Annual General Meeting, it shall be held within a period of nine months from the date of closing of first financial year of the Company and in any other case, within the period of six months, from the date of closing of financial year.
- (ii) Every Annual General Meeting shall be called during the business hours, that is between 9 a.m. to 6 p.m. on any date that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city, town, village in which the Registered Office of the Company is situated.
- 65.** (i) The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting.
- (ii) The Board shall, at the requisition made by such number of members who hold, on the date of receipt of the requisition, not less than one tenth of such of the paid up share capital of the Company as on the date carries the right of voting, call an Extra-ordinary General Meeting.
- (iii) Subject to the proviso of Section 101 of the Act, a General Meeting of a Company may be called by giving not less than clear twenty one days 'notice either in writing or through electronic mode in such manner as may be prescribed, provided that a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety- five percent of the members entitled to vote at such meeting.
- 66.** The Company shall comply with provisions of Section 111 of the Act as to giving notice of resolution and circulating statement on the requisition of members.
- 67.** (i) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

- (ii) Any accidental omission to give notice to or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

XIV. PROCEEDINGS OF GENERAL MEETINGS

- 68.** The ordinary business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Standalone or Consolidated Balance Sheet and the Reports of the Directors and of the Auditors, to elect Directors in the place of retiring by Rotation, to appoint Auditors (including ratification of Auditors) and fix their remuneration and to declare dividends all other business transaction at any Annual General Meeting and all business transacted at any other General Meeting shall be deemed Special Business.
- 69.**
 - (i) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (ii) Five members personally present shall be a quorum of any General Meeting of the Company, if the number of members as on the date of meeting is not more than one thousand.
 - (iii) Fifteen members personally present shall be a quorum of any General Meeting of the Company, if the number of members as on the date of meeting is more than one thousand but up to five thousand.
 - (iv) Thirty members personally present shall be a quorum of any General Meeting of the Company, if the number of members as on the date of meeting exceeds five thousand.
 - (v) The chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.
 - (vi) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
 - (vii) 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.

- 70.** Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently so done or passed if effected by an Ordinary Resolution as defined in Section 114 of the Act unless either the Act or these articles, specifically require such Act to be done or passed by a Special Resolution as defined under Section 114 of the Act.
- 71.** A body corporate, whether a company within the meaning of the Act or not, may-
- (i) If it is a member of the Company within the meaning of the Act, by resolution of its Board of Directors or other governing body, authorize such person as it thinks for to act as its representative at any meeting of the Company or at any meeting of any class of members' o the Company.
 - (ii) If it is a creditor, including a holder of debentures of the Company within the meaning of the Act, by resolution of its directors or other governing body, authorize such person as it thinks for to act as its representative at any meeting of creditors of the Company or any rules made there under, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.
- 72.** (i) Where the president of India or the Government of a state is a member of the Company may appoint such persons as he thinks fit to act as representative at any meeting of the Company or at any meeting of any class of members of the Company.
- (ii) A person appointed to act shall for the purpose of this Article be deemed to be a member of such a Company an shall be entitled to exercise the same rights and powers, including the right to vote by proxy and postal ballot, as the president or as the case may be, the Governor could exercise as a member of the Company.
- 73.** Any resolution proposed to move in the general meeting of the Company shall be accompanied by a special notice served to the Company by such number of members holding not less than one percent of total voting power or holding shares on which such aggregate sum not exceeding five lakhs rupees, as may be prescribed, had been paid up and the Company shall give its members notice of the resolution in such manner as prescribed under the Act.

XV. ADJOURNMENT OF MEETING

- 74.** (i) The Chairperson may, if the quorum is not present within 30 minutes from the time appointed for holding a meeting of the Company-
- (a) The meeting shall stand adjourned to the same day in the next week at the same time, place or to such other date and such other time and place as the Board determines.
 - (b) The meeting, if called by requisitionists under Section 100, shall stand cancelled
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) 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.
- (iv) 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.

XVI. VOTING RIGHTS

- 75.** (i) (a) Every member of the Company holding equity share capital therein, shall have a right to vote on every resolution placed before the Company.
- (b) His voting right on a poll shall be in proportion to his share in the paid up equity share capital of the Company.
- (ii) (a) Every member of the Company holding any preference share capital therein shall, in respect to such capital, have a right to vote only resolutions placed before the Company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the Company or for the payment or reduction of its equity or preference share capital.
- (b) His voting right on a poll shall be in proportion to share in the paid up preference share capital of the Company.
- (iii) At General Meeting the resolution put to the vote of the meeting shall unless a poll is demanded under Section 109 or the voting

is carried out electronically, be decided on a show of hands.

- (iv) Demand of Poll shall be governed as per the provisions subscribed under section 109 of the Act.
- (v) On a show of hands every members holding equity shares present in person shall have one vote. On a poll every such member present in person or by proxy shall have one vote for each share held by him.
- (vi) In the case of joint holders, the vote of the first holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (vii) 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 show of hand or on a poll, by his Committee or other legal guardian, and any such Committee or Guardian may, on a poll, vote by proxy.
- (viii) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- (ix) No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid and no member shall exercise any voting rights in respect of any shares in regards to which the Company has or have exercised any right of lien.
- (x) 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.
- (xi) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

XVII. PROXY

- 76.** Any member of a company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as a proxy to attend and vote at the meeting instead of himself.
- 77. (i)** An instrument appointing a proxy shall be in the form as prescribed in the Rules made under Section 105 of the Act.

- (ii) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 78.** (i) A proxy may speak at the meeting unless the Chairman otherwise directs.
- (ii) A proxy may vote by show of hands or on poll unless the Chairman otherwise directs.
- 79.** 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.

XVIII. BOARD OF DIRECTORS

- 80.** (i) Until otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than fifteen.
- (ii) The Company may appoint more than fifteen Directors after passing Special Resolution.
- (iii) The Board of Directors of the Company as may be prescribed in this articles and the Act, shall have at least one woman director.
- 81.** The Company in General meeting may from time to time increase or reduce the number of Directors within the limit fixed by Article 83.
- 82.** As on date of adoption of these Articles, the Directors of the Company are:-

- 1. Shri Rajendrakumar Shah**
- 2. Shri Ambalal Chhitabhai Patel**
- 3. Shri Babulal Madanlal Singhal**
- 4. Shri Shrikant Narottamdas Jhaveri**
- 5. Smt. Shefali Manojbhai Patel**
- 6. Shri Piyush R Chandarana**
- 7. Shri Mitesh Vasantbhai Jariwala**
- 8. Shri Bipinbhai Amulakbhai Gosalia**

- 83.** The Board shall have power at any time and from time to time to appoint any person as an additional director as an addition to the Board but so that the total number of directors should not exceed the limit fixed by these articles, Any Director so appointed shall hold office only until the conclusion of the next Annual General Meeting of the Company and shall then be eligible for re-election.
- 84.** (i) Subject to the provision of Section 196 and 203 of the Act, the Board may from time to time appoint one or more Directors to be Managing Director(s) or whole-time director(s) of the Company by fixing a term of not more than 5 years at a time and which may from time to time (subject to the provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place.
- 85.** A director shall not be required to hold any share in the capital of the Company to qualify himself as a director of the Company.
- 86.** (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) 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—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or General Meetings of the Company; or
 - (b) in connection with the business of the Company.
 - (c) any other expenses as may from time to time be sanctioned by the Board of the Company.

87. 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.

88. Subject to the provisions of the Act, the Board may from time to time entrust to and confer upon a Managing Director or Whole Time Director or such other Director for the time being such of the powers exercisable under these presents by Board as it may deem fit and may confer such powers for such time and to be exercised for subjects and purposes and upon such terms and conditions, and with restrictions as it may deem fit, and the Board may confer such powers, wither collaterally with, or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf, and may from time to time revoke, withdraw, alter, or vary all or any of such powers including powers to be delegated by them to other directors or officials.

89. Notwithstanding anything to contrary in Article 88 and other powers conferred by these articles, it is hereby expressly declared that the Managing Director and /or Whole Time Director shall always subject to the provisions of Act, have the following powers that is to say:

(i) (a) **To pay for property:**

To purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit.

(b) At their discretion to pay for any property rights or privileges acquired by or services rendered to the Company, whether wholly or partly in cash or in shares, bonds, debentures, or other securities of the Company and any such shares may be issued as fully paid up and such bonds, debentures or other securities may be either specially charged upon all or any part of the Property of the Company and its uncalled capital or not so charged.

(ii) **To Secure Contract by Mortgage:**

To secure fulfillment of any contract or arrangements entered into by the Company by mortgage or charge of all or any of the property of the Company for the time being or in such manner

as they may think fir.

(iii) **To appoint officers:**

To appoint, at their discretion remove or suspend such Employee, Key Managerial Personnel's (KMPs), Manager, Managing Director, Chief Executive Officer (CEO), Secretaries, officers, clerks, agents and servants for permanent, temporary or special services, as they may from time to time think fit, and to determine their powers and fix their salaries or emoluments and to require security in such instances and to such amounts as they thinks fit.

(iv) **To give receipts:**

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

(v) **To appoint attorneys:**

From time to time provide for the management of the affairs of the Company in abroad in such manner as they think fir, and in particular to appoint any person to be attorneys or agents of the Company with such powers (including power to sub delegate) and upon such terms as may be thought fit.

(vi) **To invest moneys:**

Subject to the provisions of the Act, invest and deal with any of the monies of the Company and immediately required for the purposes there of upon such securities (not being shares in the Company) in such manner as they may think fit, and from time to time to vary or realize such investments.

(vii) **To give security by way of indemnity:**

To execute in the name of and on behalf of the Company in favour of any Director or other persons who may incur or be above incur any personal liability for the benefit of the Company such mortgage of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

(viii) **To make byelaws:**

From time to time make vary and repeal by laws of the regulations of the business of the Company, its officers and servants.

(ix) **To execute contract:**

To enter into all such trade, business or any other commercial agreements, arrangements, negotiations, contracts, to form any partnership, joint ventures, subsidiary(ies), business arrangements or agreements with any other person, Company whether Private or Public, Body Corporate including the related parties in India and abroad and rescind and vary all such contracts and execute and so all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient or in relation to any of the matters aforesaid, or otherwise for the purpose of the Company.

(x) **To give commission:**

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

(xi) **To give allowances etc. :**

To give award or allow any bonus, pension, gratuity or compensation to any employee of the Company or his widow, children or dependents that may appear to the Directors just or proper whether such employee, his widow, children or dependents have or have not legal claim upon the Company.

(xii) **To create beneficial funds:**

Before declaring any dividend to set aside such portion of the profits of the Company as they may think fit, to form a fund to provide for the pension gratuity, or compensation or create a provident fund or benefit fund in such manner as the Directors may deem fit subject to the provisions of Section 123 and 124 of the Act.

(xiii) **To sub delegate:**

Subject to the provision of Section 179 of the Act and provisions contained in Article 88 thereof, to sub delegate all or any of the powers, authorities and discretion for the time being

vested in them subject. However, to the ultimate control and authority being retained by them.

(xiv) **To borrow:**

Subject to the provisions of Section 73, 74, 76A, 177, 180 and 181 of the Act, to borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture, debenture-stock, perpetual or otherwise charged upon all or any of the Company's properties both (present and future) including its uncalled capital and to purchase, redeem or pay off such securities.

(xv) **To establish institutions:**

Subject to the Provisions of Section 180 and 181 of the Act to establish, maintain, support or subscribe to any charitable, scientific, national or public or any other institution, objet a or purposes or for any exhibition.

(xvi) **To institute and defend suits:**

To institute, prosecute, compound, defend, compromise, withdraw or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and to on behalf of the Company in all matters relating to insolvencies or liquidations and to apply or and obtain letter of administration with or without will annexed to the estate of persons with whom the Company have dealings.

(xvii) **To compound claims and refer to arbitration:**

To realize, compound and allow time for the payment or satisfaction of any debts to or by the Company and any claims of demands by or against the Company and to refer to arbitration and observe and perform the awards.

(xviii) **To draw Cheques:**

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.

(xix)

To give Loans and Advances:

To lend, give and grant money, Loans and Advances of any nature to any person, Company whether Public or Private, Body Corporate including Related parties in compliance with the applicable provisions of the Companies Act, 2013 or any other applicable laws.

- 90.** 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.
- 91.** In compliance of and in manner prescribed under Section 161 or other provisions of the Act, the Board shall have power to appoint Additional Director or Alternate Director or Nominee Director or Director to fill any casual vacancy.
- 92.** A Company in General Meeting appoint a director in accordance with the provisions of Section 160 of the Act and the proposed candidate for the post of director shall require to deposit a sum of Rs. 1.00 Lakh as provided in that Section.
- Provided that requirements of deposit of amount shall not apply in case of appointment of an Independent Director or a Director recommended by the Nomination and Remuneration Committee, if any, of the Company constituted under sub-section (1) of section 178 of the Companies Act, 2013 or a Director recommended by the Board of Directors of the Company, in the case of a company does not required to constitute Nomination and Remuneration Committee
- 93.** Appointment of directors needs to be voted individually. Only one director can be appointed by a single resolution.
- 94.** Subject to the restrictions imposed under the Act, the Directors shall have the right to delegate any of their powers to such committee or sub-committee of Directors, managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.
- 95.** Every Director who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company not being a contract or arrangement entered into between the Company and body corporate in which such director or such director in association with any other director or his/her

relative, holds more than two per cent shareholding of that body corporate, or is a promoter, manager, chief Executive Officer of that body corporate or between the Company and a firm or other entity in which such director or his/her relative is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.

If any director which is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he became concerned or interested or at the first meeting of the Board held after he become so concerned or interested.

XIX. ROTATION OF DIRECTORS

- 96.** (i) At each Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office, neither a Managing Director, a Nominee Director, Independent Director, Whole-time Director whose period of office is not liable to retire by rotation nor an additional Director shall be liable to retire by Rotation within the meaning of this Article.
- (ii) The directors to retire by rotation shall be those who have been longest in office since their last appointment, but as between persons who become directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
- 97.** The Company may remove any Director before the expiration of his period of office in accordance with the provisions of Section 169 of the Act and may appoint another person in his place if the Director so removed was appointed by the Company in General meeting or by the Board.
- 98.** 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 in default and subject to the provisions of these articles, be filled by the Board of Directors at a meeting of the Board.

Such person appointed shall hold office only up to the date up

to which the director on whose place he is appointed would have held office of it had not been vacated.

- 99.** The eligibility and appointment of a person other than a retiring Director to the office of Director shall be governed by the provision of Section 160 of the Act.

XX. ALTERNATE DIRECTOR

- 100.** The Board may in accordance with and subject to the provisions of Section 161 of the Act appoint any person to act as alternate Director for any Director during the later's absence for a period of not less than three months from the India

XXI. ACCOUNTS

- 101.** (i) The Board shall cause proper books of accounts to be kept in accordance with Section 128 of the Act.
- (ii) 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.
- (iii) The Books of account shall be open to inspection by any Director during business hours.
- (iv) 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 authorized by the Board or by the Company in General Meeting.
- (v) The Books of accounts shall be kept at the Registered office or at such other place in India as the Board may decide and when the board so decide the Company shall within seven days of the decision, file with the Registrar a notice giving the full address of that other place.
- (vi) The company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed in the Act.
- (vii) At every Annual General Meeting the Board shall lay down before the Company a Standalone/Consolidated Balance sheet and Profit and Loss account made up in accordance with provisions of Section 129 of the Act and such Balance Sheet and Profit and

Loss account shall comply with the requirements of Section 129,132,133 and 134 of the Act and as per Schedule III of the Act so far as they are applicable to the Company but, save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient.

- (viii) There shall be attached to every Balance Sheet laid before the Company a report by the Board complying with Section 134 of the Act.
- (ix) A hard copy of every Balance Sheet (including Profit and Loss Account, the Auditors Report, and every document required to be annexed or attached to the Balance Sheet) shall be provided not less than twenty-one days before the meeting be sent to every such member who holds shares physically and soft copy of such set of documents to every such member who holds shares in demat format, debenture-holder trustee and other persons to whom the same is required to be sent by the said Section,

XXII. DIVIDENDS AND RESERVES

- 102.** (i) The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- (ii) The Board may, from time to time, pay to the members such interim dividend as in its judgment, the position of the Company justifies.
- 103.** (i) 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 from the profits of the Company.
- (ii) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it may deem 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, think fit.

- (iii) All money carried to the Reserves shall nevertheless remain and the profits of the Company , subject to the provision being made for actual loss or depreciation or for the payment of dividends and such moneys and all the other moneys of the Company not immediately required for the purposes of the business of the Company may, subject to the provisions of Section 186 of the Act be invested by the Board in or upon such investment or securities as it may select or may be used as working capital or for capital expenditure for the business of the Company or may be kept at any Bank on deposit or otherwise as the Board may from time to time deem fit proper.
 - (iv) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
 - (v) 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.
- 104.** 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.
- 105.**
- (i) 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.
 - (ii) 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.
 - (iii) 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.

- (iv) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 106.** The director may retain the dividends payable upon shares in respect of which any person is under the Transmission Article entitled to become a member or which any person under that article is entitled to transfer until such persons shall become a member in respect of such share or shall duly transfer the same.
- 107.** No Dividend shall be paid in respect of any shares except to the registered holder of such share or to his order or to his bankers but nothing contained in this Article shall be deemed to require the bankers of a registered shareholder to make a separate application to the Company for the payment of the dividend.
- 108.** No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with all the applicable provisions of the Act in respect of any unpaid or unclaimed dividend.
- 109.** (i) 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.
- (ii) 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.
- (iii) No dividend shall bear interest against the Company.

XXIII. SECRECY CLAUSE

- 110.** Every Director, Manager, Secretary, Trustee for the Company, its member or debenture-holder, members of a committee, officer, servant, accountant or other person employed in or about the business of the Company shall, if so required by the Board or by a Managing Director before entering upon the duties sign a declaration pledging himself to observe a strict secrecy in respect to all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge

himself not to reveal any of the matters which may come to his knowledge in the discharge of the matters when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

- 111.** No shareholder or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or, subject to Article to require discovery of or any information respecting any detail of the trading or the Company or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.

XXIV. RECONSTRUCTION

- 112.** On any sale of the Undertaking or Business of the Company, the Board or the Liquidator on winding up may, if authorized by a Special Resolution accept fully paid up shares, debenture or securities of any other Company whether incorporated in India or outside India or to be formed for the purchase in whole or in part of the company's property and the Board may distribute such shares or securities or any other property of the Company amongst the members without realization or vest the same in trustees or them and any special resolution may provide for the distribution or appropriation of the cash, shares, or other securities, benefit or property, otherwise than in accordance with other securities, benefit or property, otherwise than in accordance with the normal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized and waive all rights in relation thereto, save only in case of Company is proposed to be or is in the course of being wound up such statutory rights under Section 319 of the Act as are incapable of being varied or excluded by these Articles.

XXV. AUDIT

- 113.** Once in every year the accounts of the Company shall be examined and the correctness of the Profit and Loss account

and Balance Sheet ascertained by the Auditors.

- 114.** The appointment, re-appointment, rotation, ratification, powers, rights, remuneration and duties of the Auditors shall be regulated by Section 139 to 146 of the Act.

XXVI. MINUTES

- 115.** (i) The Board shall in accordance with the provisions of Section 118 of the Act and Secretarial Standards used by the Institute of Company Secretaries of India cause minutes to be kept of every General Meeting of the Company and of every meeting of the Board or of every Committee of the Board.
- (ii) Any such minutes of the meeting of the Board or of any Committee of the Board or of the Company in General Meeting, if kept in accordance with the Provisions of Section 118 of the Act, shall be evidence of the matters stated in such minutes. The Minute book of General Meetings of the Company shall be kept at the office and shall be open to inspection by members during the hours of 10:00 A.M. to 02:00 P.M on such business days as the At requires them to be open for inspection.

XXVII. NOTICES

- 116.** A notice or other documents may be given by the Company to its members in accordance with Section 20 and 101 of the Act.
- 117.** Every person who by operation of law transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the register shall have been duly given to the person from whom he derived his title to such share.

XXVIII. ANNUAL RETURNS

- 118.** The company shall comply with the provisions of Section 92 of the Act as to the making of Annual Returns.

XXIX. AUTHENTICATION OF DOCUMENTS

- 119.** Any Director or the Secretary or any officer appointed by the Board for the propose shall have power to authenticate any documents affecting the constitution of the Company and any

books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts the reform as true copies or extracts and where any books, records, documents or accounts are elsewhere that at the office, the local manager or other officer of the Company having the custody thereof, shall be deemed to be a person appointed by the Board as aforesaid.

- 120.** A document purporting to be a copy of resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last proceeding Article shall be conclusive evidence in favor of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of duly constitutes meeting of the directors.

XXX. INDEMNITY

- 121.** Every Director, Manager, Secretary or officer of the Company or any person (Whether officer of Company or not) employed by the Company and any person appointed Auditor shall be indemnified against all the liabilities incurred by him as such Director, Manager, Officer, Employees or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

XXXI. THE SEAL

- 122.** (i) The Board shall provide for the safe custody of the seal, if any.
- (ii) The Company shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal and the seal shall never be used except by the authority previously given by the Board or a Committee of the Board authorized by the Board in that behalf.
- (iii) 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 authorized 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.

XXXII. KEEPING OF REGISTERS AND INSPECTION

- 123.** (i) The Company shall duly keep and maintain at the Office, Registers in accordance with Section 85, 88, 170, 186, 187 and 189 of the Act.
- (ii) The Company shall comply with the provisions of Section 17, 71, 94, 117, 118, 119 136, 170, 171, 186, 187 and 190 of the Act as to the inspection of and supply of copies of the Registers, deeds, documents, inspection returns, certificates and books herein mentioned to the persons, therein specified when so required by such persons, on payment of the charges, if any prescribed by the said sections.
- (iii) Any member shall be entitled to be furnished registers, records and indices maintained under section 88 , annual return prescribed under section 94 and register of loans and investment by a company under section 186 of the Act within seven working days after he has made a request for a copy on receiving a sum of Rs. 10/- for each page.
- (iv) Any member shall be entitled to be within seven working days after he has made a request for a copy of any minutes of any general meeting, on receiving a sum of Rs.10/- for each page or part of the page.
- (v) Any member demanding a request for provision of soft copy in respect of minutes of any previous general meetings held during a period of immediately preceding three financial years shall be entitled to be furnished, with the same free of cost.
- (vi) Any documents, record, reciter, minutes etc. required to be kept by the Company shall be allowed to be inspected or copies to be given to any person by a Company under the act and these articles may be kept or inspected or copies given as the case may be in electronic form or in such form and manner to provide copies of the whole or a part thereof of those records shall be construed as a duty to make the records available for inspection in electronic form or to provide copies of those records containing a clear reproduction of the whole or part thereof as the case may be on payment of Rs. 10/- per page.

Everything contained in this article shall be in compliance of the Act and nothing shall be deemed to be done against the

provisions of the Act. In case of any contradiction between the Act and this Article the Act shall prevail.

- (vii) Where under any provisions of the Act any persons whether a member of the Company or not entitled to inspect any register return, certificate, deed, instrument or document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the business hours of 10:00 Am to 02:00 PM on such business days as the Act requires them to be opened for inspection.

XXXIII. WINDING UP

124. Subject to the provisions of Chapter XX of the Act and Rules made there under—

- (i) 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.
- (ii) 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.
- (iii) 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.

IV. ISSUE OF FURTHER EQUITY SHARES OR OTHER SECURITIES

125. Subject to the applicable provisions of the Companies Act, 2013 read with rules framed thereunder including the guidelines, regulations, directions and circulars and these Articles, the Company may issue equity shares or debentures or preference shares or warrants or any other securities in any manner whatsoever including by way of rights issue, bonus issue, employee stock option scheme, employee stock purchase scheme, sweat equity shares subject to compliance with applicable sections of the Companies Act, 2013 and rules

framed thereunder and also by way of preferential offer and/or private placement to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.

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

| Sr. No. | Name, Addresses, Descriptions, Occupation and Signatures of Subscribers | Number of Equity Shares taken by each Subscriber | Name, Address Description and Occupation of the Common Witness |
|---------|--|--|--|
| 1. | <p>Rajendra V. Shah S/o. Vijaykumar Shah "Navkar" Bunglow, Manichandra Society - 5, Nr. Subhash Chowk, Thaltej, Ahmedabad-52. Business</p> <p style="text-align: right;">Sd/-</p> | <p style="text-align: center;">5000 (Five Thousand)</p> | |
| 2. | <p>Ragini R. Shah W/o. Rajendra V. Shah "Navkar" Bunglow, Manichandra Society - 5, Nr. Subhash Chowk, Thaltej, Ahmedabad-52. Business</p> <p style="text-align: right;">Sd/-</p> | <p style="text-align: center;">5000 (Five Thousand)</p> | <p style="text-align: center;">Common witness to both the subscribers Jitendra R. Vageriya S/o. Ratanpal Vageriya Bunglow No. 5, Section-1, Badiyakaka Society, Sukhranagar, Ahmedabad-21 Occ. : Chartered Accountant M.No. 114424 Sd/-</p> |
| | | <p style="text-align: center;">10,000 (Ten Thousand)</p> | |