



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Registrar of Companies

Everest 100, Marine Drive, Mumbai, Maharashtra, India, 400002

Corporate Identity Number: **L99999MH1983PLC459099**

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s AYM SYNTEX LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Dadra & Nagar Haveli to the Maharashtra outside the jurisdiction of existing RoC ROC Ahmedabad to the ROC Mumbai and such alteration having been confirmed by an order of Regional Director bearing the date 16/07/2025

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Mumbai this FIFTEENTH day of OCTOBER TWO THOUSAND TWENTY FIVE

Document certified by DS REGISTRAR OF COMPANIES
MAHARASHTRA MUMBAI <roc.mumbai@mca.gov.in>.

Digitally signed by
DS REGISTRAR OF COMPANIES
MAHARASHTRA MUMBAI
Date: 2025.10.15 10:11:55 IST

Shivraj Ranjeri

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies Registrar of Companies

Registrar of Companies

ROC Mumbai

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

AYM SYNTEX LIMITED

9th Floor, Trade World, B-Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Delisle Road, Mumbai, Mumbai- 400013, Maharashtra, India





GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Ahmedabad
RoC Bhavan , Opp Rupal Park Society , Behind Ankur Bus Stop , Naranpura Ahmedabad - 380013, Gujarat, INDIA

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

Corporate Identification Number (CIN): : L99999DN1983PLC000045

I hereby certify that the name of the company has been changed from WELSPUN SYNTEX LIMITED to AYM Syntex Limited with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name Kothari Leasing Limited

Given under my hand at Ahmedabad this Eighteenth day of December Two Thousand Fifteen.

Signature valid
Digital signature of Ministry
of Corporate Affairs - Govt.
of India
Date: 20/12/2015 12:26:00
GMRD9527
VYOMESH RAJESHKUMAR SHETH
Assistant Registrar of Companies
Registrar of Companies
Ahmedabad

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

AYM Syntex Limited
SURVEY NO.394(P),SAILY,SILVASSA,UNION TERRITORY OF, DADRA & NAGAR
HAVELI.,



CO. NO. 145-54 - 00045

[कम्पनी अधिनियम, 1956 की पारा 18(3)]
[Section 18(3) of The Companies Act, 1956]

एक राज्य से दूसरे राज्य में रजिस्ट्रीकृत कार्यालय के अन्तरण की पुष्टि
करनेवाले क्षमतालय के भारेश की रजिस्ट्रीकरण का प्रमाणपत्र

**CERTIFICATE OF REGISTRATION
OF
THE ORDER OF COMPANY LAW BOARD,
CONFIRMING TRANSFER OF THE REGISTERED OFFICE
FROM ONE STATE TO ANOTHER**

ने विशेष संक्षेप द्वारा

रजिस्ट्रीकृत कार्यालय का _____ राज्य से _____ राज्य में अन्तरण करके स्थान को
शास्त्र उत्तम-शास्त्र के उपर्यांत्रों में परिवर्तन कर दिया है और ऐसे परिवर्तन को _____ तारीख _____
के भारेश द्वारा पुष्टि कर दी गई है।

The WELSPUN UNITED LIMITED

having by Special Resolution altered
the provisions of its Memorandum of Association with respect to the place of the Registered
Office by changing it from the State of MAHARASHTRA to the State of
GUJARAT and such alteration having been confirmed by an order of COMPANY
1992
LAW BOARD (W.o.n.) in CP NO: 60/17/CLB/WL bearing date the 11-8-1992

मैं इतन्हीं प्रमाणित करता हूँ कि उच्चत भारेश की प्रमाणित प्रति इस दिन रजिस्ट्रीकृत कर दी गई है।

I hereby certify that a certified copy of the said Order has this day been registered.

मेरे हस्ताक्षर से यह तारीख _____ को दिया गया।

Given under my hand at AHMEDABAD this 25th day of NOVEMBER 199

One Thousand Nine Hundred and NINETY TWO.



(R.C.199
(Y.11.06/1992))

कम्पनीजों का रजिस्टर

Asstt. Registrar of Companies,
GUJARAT,
DADRA & NAGAR HAVELI

NO. 11-29606

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,
BOMBAY.

In the matter of, # KOTHARI POLYESTERS LIMITED

I hereby approve and signify in writing under
Section 21 of the Companies Act, 1956 (Act 1 of 1956) read
with the Government of India, Department of Company Affairs,
Notification No. GS.R. 507E dated the 24th June 1985 the
change of name of the company from

KOTHARI POLYESTERS LIMITED

to KELSON SINTER LIMITED

and I hereby certify that KOTHARI POLYESTERS LIMITED
which was originally incorporated on 1ST APRIL
19⁶¹, under the # COMPANIES Act, 1956
and under the name KOTHARI IRASIN LTD.

having duly passed the necessary resolution in terms of
section 21/20(1)(a)/22(1)(b) of the Companies Act, 1956 the
name of the said Company is this day changed to

KELSON SINTER LIMITED

and this certificate is issued as pursuant to section 23(1)
of the said Act.

GIVEN UNDER MY HAND AT BOMBAY THIS THIRTY-FIRST DAY OF JULY

1981 (One thousand nine hundred ninety-one)

J. V. K. —,
(J. V. K. —,
ADDL. REGISTRAR OF COMPANIES
MAHARASHTRA, BOMBAY.)



Note : 1# Here give the name of the company as existing
prior to change.
2# Here give the name of the Act(s) under which
company was originally registered and incorporated

NO. 11 - 29696

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

1. THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,
BOMBAY.

In the matter of * KOTHARI LEASING LIMITED.

I hereby approve and signify in writing under section 21 of the Companies Act, 1956 (Act I of 1956) read with the Government of India, Department of Company Affairs, Notification No.G.S.R. 507E dated the 24th June 1985 the change of name of the company from

KOTHARI LEASING LIMITED.

to KOTHARI POLYESTERS LIMITED.

and I hereby certify that KOTHARI LEASING LIMITED, which was originally incorporated on ^{THIRTY FIRST} day of MARCH 1983 under the ** COMPANIES Act, 1956

and under the name KOTHARI LEASING LIMITED.

having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of the Companies Act, 1956 the name of the said company is this day changed to KOTHARI POLYESTERS LIMITED.

and this certificate is issued pursuant to section 23(1) of the said Act.

GIVEN UNDER MY HAND AT BOMBAY THIS FIFTEENTH DAY
of MARCH 1991 (One thousand nine hundred ninety one.)



S. L. [Signature]
(H. S. SHARMA)

ADDL. REGISTRAR OF COMPANIES
MAHARASHTRA, BOMBAY.

1. Here give the name of the company as existing prior to change.

2. Here give the name of the Act(s) under which company was originally registered and incorporated.



Form I. R.

CERTIFICATE OF INCORPORATION

No. 29696 of 1983

I hereby certify that **KOTHARI LEASING LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at BOMBAY this THIRTY-FIRST day of MARCH One thousand nine hundred and EIGHTYTHREE.

The Seal
of the Registrar
of Companies,
Maharashtra.

Sd/- V. GOVINDAN
Registrar of Companies
Maharashtra



Form I. R.

Certificate for Commencement of Business
Pursuant of Section 149 (3) of the Companies Act, 1956

No. 29696

I hereby certify that the **KOTHARI LEASING LIMITED** which was incorporated under the Companies Act, 1956, on the **THIRTYFIRST** day of **MARCH** 1983, and which has this day filed a duly verified declaration in this prescribed form that the conditions of Section 149(1)(a) to (d)/149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

Given under my hand at **BOMBAY** this **TWENTY-NINTH** day of **APRIL** One thousand nine hundred and **EIGHTYTHREE**.

The Seal
of the Registrar
of Companies,
Maharashtra.

Sd/- O. P. JAIN

Asst : Registrar of Companies

Maharashtra

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AYM SYNTEX LIMITED

- I. The name of the Company is **AYM SYNTEX LIMITED**
- II. *The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai.
- III. The objects for which the Company is established are:

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To carry on the business of Leasing Company and to invest the capital and other moneys of the Company in the purchase or upon the security of

*Note: * Clause II is replaced vide special resolution passed in the Extraordinary General Meeting of the Members of AYM Syntex Limited held on March 28, 2025.*

shares, stocks, debentures, debenture stock, bonds, mortgages, obligations estates, buildings, land, business, manufacturing concerns and securities carrying on business in shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities of Commissioners, Trust, Municipal or Local Authority, Government, corporation, companies and to carry on the business of Underwriters, film financing, hire purchase financing, and to carry on business of financing industrial enterprises, trade and business.

2. To borrow, advance, deposit or lend moneys, securities and property from, to or with such persons and on such terms as may seem expedient, to discount, buy sell and deal in bills, notes, warrants, coupons, import entitlements and other negotiable or transferable securities or documents, to guarantee or become liable for the payment of money or for the performance of obligations, and generally to transact guarantees and/or Trust business, Provided the Company shall not carry on Banking business as defined by Banking Regulation Act,1949 and subject to the provisions of the Act and directives of Reserve Bank of India.

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

3. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases, property real or personal or rights or powers which may appear to be necessary or convenient for business of the Company.
4. To sell, exchange, mortgage, let on lease, royalty or distribute, grant licences, easements, options and other rights over and deal with or dispose of the undertaking property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up or securities of any other Company.
5. To sell, improve manage, develop, exchange, lease mortgage, dispose of, turn to account, or otherwise deal in all or any part of the property and right of the Company.
6. To advance, deposit with or lend money, securities and property to or receive loans or grant or deposits from the Government.
7. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security as the Company deem expedient.
8. To lend money either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.
9. To undertake, financial and commercial obligations, transactions and operations.
10. To guarantee the performance of the obligations of and payment of dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interests of the shareholders.

11. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated, and generally to guarantee or become surety for the performance of any contracts or obligations.
12. To obtain, any rights, concessions, privileges, permissions and the like, periodically or otherwise, which may be considered conducive to the interests of the business of the Company from any Government, States, Municipalities, Local Boards, Museums, Libraries, or any authorities supreme, or otherwise and to carry out, use, exercise and comply with such rights, privileges, concessions, permissions and arrangements.
13. To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and deal in stocks and securities or obligations of any other company whether Indian or foreign.
14. Subject to the provisions of the Act to invest moneys of the Company not for the time being required for any of the purposes of the Company in such investments (other than shares or stock of this Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
15. To borrow or raise or secure payment of money or to receive money on deposit at interest for any of the purposes of the Company, and at such time or times and in such manner as may be thought fit and in particular, by the issue of debentures, or debenture-stocks perpetual or otherwise, including debentures or debenture stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received, or of any such debentures, or debenture-stock so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits 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 power of sale and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities, provided, the Company shall not carry on Banking business as defined by the Banking Regulation Act, 1949 and subject to the provisions of the Act and directives of the Reserve Bank of India.
16. To open an account or accounts with any individual, firm or company or with any Bank or Shroffs and to pay into and to withdraw money from such account or accounts.
17. To draw, make, accept, discount, execute, endorse and issue bills of exchange and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
18. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights, brevets, inventions, trade marks, designs, licences, protections, concession and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company.
19. To spend money in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes, or information of the Company or which the Company may acquire propose to acquire.

20. To equip expeditions and commissions and to employ and remunerate experts and other agents in connection therewith, with a view to securing any of the objects of the Company.
21. To establish, provide maintain and conduct research and other laboratories, training colleges, schools and other institutions, for the training, education and instructions to students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
22. To acquire and undertake all or any part of the business, property and liabilities of any person or Company carrying on any business which this Company is authorized to carry on or possessed of property suitable for the purposes of the Company.
23. To take part in the supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors. Accountants or other experts or agents.
24. To procure the registration or incorporation or recognition of the Company in or under the laws of any place in India or outside India.
25. To form, incorporate or promote any company or companies whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscription of or placing or assisting to place or to obtain subscriptions for or guaranteeing the subscriptions of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures, obligations or securities of any other Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have an interest.
26. To amalgamate, enter into partnership or into any arrangement for sharing profits, or into any union of interest, joint-adventure, reciprocal concession or Company or Companies carrying on, or engaged in, or about to carry on or engaged or being authorized to carry on or engage in, any business or transaction which this Company is authorized to carry on or engage in or any similar business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
27. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities, imperial, supreme, national, local municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any Company any charters, contracts, which the Company may think it desirable to obtain

and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

28. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
29. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
30. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally including any association, institution or fund for the protection of masters, owners and employers against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependants and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refectores, dining and recreation, rooms churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
31. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly expedient.
32. To communicate with Chambers of Commerce and other mercantile public bodies throughout the world and concert and promote measures for the protection to trade, industry and persons engaged therein.
33. To amalgamate with any other company whose objects are to include objects similar to those of this Company.
34. To create any reserve, sinking fund, insurance fund, or any other special fund whether for depreciation or repairing, improving, extending or maintaining any property of the Company or for any other purpose conducive to interest of the Company.
35. To distribute as bonus shares among members or place to reserve or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at premium by the Company and any moneys received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares subject to the provisions of the Companies Act,2013.
36. To aid, pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surrounding of industrial or labour problems or troubles or the promotion of industry or trade.
37. To subscribe or guarantee money for national, charitable, benevolent, public, social, general utility object or for any exhibition.
38. To establish and support or aid in the establishment and support of associations, institutions, funds, trust and convenience calculated to benefit persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company or any company which is a subsidiary or associate of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowance and to make payment towards insurance.

39. To carry on business either as principals, agents, leasors, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
40. Subject to provision of the Companies Act to distribute all or any of the property of the Company amongst the members in specie or kind in the event of winding up of the Company.
41. To help, promote, implement, contribute to rural development schemes, association, clubs and institutions connected with rural development.
42. To purchase or otherwise acquire land with or without buildings and machinery or to accept leases thereof, and on such land to erect buildings also to purchase and erect plant and machinery for the works and purposes of the Company.
43. To dig wells and tube-wells in the land, belonging to the Company or otherwise taken on lease and to make, build and construct, lay down and maintain any reservoirs, cisterns, culverts, filer-beds, mains and other pipes for the purposes of storing and distributing water in the land of the Company for its proper maintenance utility and cultivation.
44. To develop the resources and turn into account the land, buildings for the time being of the Company in such manner as may be deemed fit and in particular by clearing, draining, fencing, planting of fruit trees, gardening, dairy and agricultural farming or otherwise as may be considered suitable for the beneficial interests of the Company.
45. To establish, maintain or otherwise subsidies any research laboratories, refineries or chemical workshops for the purpose of conducting scientific and technical research pertaining to or connected with any of the industry which this Company is authorized to carry on under the Memorandum of Association and thereby to improve or otherwise to make use of the inventions, discoveries, processes, technical know-how, patents and rights resulting from such scientific and research.
46. To remunerate or otherwise assist any person, firm or company for the services of technical nature rendered in India or elsewhere for conducting any research or experiments which may be calculated directly or indirectly, to enhance the intrinsic value of the products of the Company or which may seem capable of being profitably dealt with in connection with any of the business of the Company.
47. To provide for the welfare of the officers, employees, ex-officers and ex-employees of the Company and the wives, widows and families or the dependents or the connections of such persons, buildings or contributing to the building of houses, dwelling or chawls or any grant of money, pensions, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instructions recreation, hospitals, and dispensaries, medical and other attendance or other assistance as the Company shall think fit and subscribe or contribute to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of location of operation or of public, and general utility or otherwise.
48. To carry on the business of Agents, Principals, Brokers and enter into collaboration with Indian or Foreign Parties

C. OTHER OBJECTS:

49. To acquire, establish, run and conduct the business of flour mill, bakery, textile process house, rolling mill, oil mill, dal mill, rice mill, krinting mills.
50. To act and carry on business as carriers, warehousemen, ship owners, shippers, charterers and shipping and forwarding agents.
51. To undertake and execute any contracts for works involving the supply or use of any machinery or other materials or articles and to carry out any ancillary or other works comprised in such contracts.
52. To carry on the business of mechanical, electrical, hydraulic, electronic, precision and general engineers, machine and engineering tool makers, fitters, boulder makers, iron founders, brass founders, smiths, wood workers, pattern makers, mill-wrights, metal workers, iron and steel converters, ship builders, smiths, fitters, metallurgist, plate-makers, dredgers, tug-owners, wharfingers, salt refiners, and chemical manufacturers, builders of bridges and steel frame building and steel and iron structures of all kinds and to buy, sell, import, export, manufacture, repair, convert, let on hire, and deal in machinery, rolling-stock, iron, steel, metal, implements, tools, utensils and conveniences of all kinds and generally to carry on the said business in all their branches or any business of a character similar or analogous to the foregoing or any other business or any other works or manufacturers.
53. To carry on the business or trades of manufacturers, importers, exporters, assemblers, processors, repairers, finishers, letters on hire or hire purchase and dealers of and in machinery and tools and accessories, abrasive equipment and abrasive plant of all kinds, wire drawing equipment, casting patterns, moulds, precision surface finishes, special alloy casting, heat treatment, sound reproduction equipment, electronic equipment, cinematograph and photographic equipment, fire-fighting equipment and components or accessories for the same, engineers tools, gauges and measuring devices, hand tools, machine tools, power tools, household tools, hardware goods, machinery, tools and equipment of all descriptions for tools makers and for glazing, cutting and working on metal, glass tiles, stone, marble and rock substances and in any articles or things used for or in connection with any such business as aforesaid and of and in the raw or other materials for or component parts of or accessories to the same.
54. To purchase, take on lease, or otherwise acquire any mines mining rights and metalliferous land and to acquire Certificate of approval in the Union of India and any interest, therein, and to prospect, explore, work, exercise, develop, and turn to account the same.
55. To crush, win, get, quarry, smelt, calcine, refine, dress beneficate, amalgamate, manipulate, wash and convert into merchantable, sell, buy, import, export or deal in all types or ore, smelt and mineral substance of all kinds including manganese, barytes, iron ore, mica, coal, limestone and all other minerals and metals, cement glasses, oil products, clays, bricks, tiles, pipes, pottery, refractory and ceramic wares of all kind.
56. To produce, manufacture, refine, prepare, import, export, buy, sell and generally to deal in iron and steel in all forms and/or by-products thereof and to carry on the trade or business of iron makers, steel makers, steel converters, rolled steel makers, miners, smelters, engineers, tinplate makers and iron founders in all their branches, manufacturers of all sorts of bars, rods and other sections sheets and plates, wires and wire products of iron and steel and other metals and to search for, get, work, make merchantable sell and deal in iron steel and other metals ferrous or non-ferrous, old or new, coal, minerals and substances.

57. To purchase and acquire any ginning, pressing, spinning, weaving, manufacturing factory, press mills, business or concern.
58. To carry on the business of manufacturer of cotton, silk, artificial silk, wool, flax, hemp and jute and similar fibres and of merchants, importers and growers of and dealers in cotton, silk, wool, flax, hemp, and jute and all products thereof; and the business of cotton spinners and doublers, silk, wool, flax, hemp and jute spinners, combers and weavers and/or dyers, bleachers, cleaners and finishers and manufacturers of and dealers in dyeing and bleaching materials, and manufacturing and general chemists and druggists and to comb, spin, wind, weave, scour clean, prepare render marketable and buy, sell or deal in cotton, silk, flex, hemp, jute, wool and other like substances, and to manufacture, work up, buy, sell and deal in linen, cloth, silk, satin, satinette, plush, velvet, velveteen, yarn, thread, and other goods and fabrics and to carry on business of ginning and pressing and to supply power.
59. To manufacture and carry on the business of film productions, silent as well as talking in all or any of the languages spoken in the world which may be Topical, News, Educational, Dramatic, Comic, Advertisement, Cartoons, Coloured Synchronised and film or film of any other kind to be hereinafter devised.
60. To exhibit, distribute, give or take on hire, exchange, purchase or sell and to deal in any manner in films both of own manufacturer or other manufacture, Indian or Foreign, in India or elsewhere outside India and to establish branches or agencies in India or elsewhere outside India and also to engage agents or representatives for the above or any other purposes of the company and to remunerate such agents, representatives and servants of the Company and to manufacture, produce and exhibit Cinematographic films and pictures and to engage Directors, Actors and other servants, Authors, Play-writers, Dramatists, Dialogue and Scenario writers, Film Editors, Story writers and other persons, Technicians, Engineers Sound Experts, Cameramen, Musicians, Art Directors, Artists, Painters, Carpenters and other experts necessary for conducting the business of the Company and to pay and remunerate persons so engaged.
61. To construct, purchase or take on lease Cinematograph theatres, cinema halls and other buildings and works convenient for the purposes thereof and to manage, maintain and carry on such theatres and other buildings, when so erected on.
62. To carry on and undertake any transaction, operation or business as financiers, concessionaries guarantors, agents and contractors and to undertake and carry out all such operations and transactions as an individual capitalist may lawfully undertake and carry out.
63. To carry on the business as general merchants, traders in goods and commodities on ready or forward basis, commission Agents, buying and selling agents, brokers, importers, exporters and to act as manufacturer's representatives.
64. To manufacture, sell, prepare or otherwise deal in chemicals import entitlements, packing, material of various types and forms made of wood, metal, corrugated sheets, tin-plates, craft and craft paper, rubber and glass used in the preparation of wooden boxes ammunition covers, steel barrels, glass ampoules and vials and packing material required for use in the Defence Department or otherwise for transit of the goods and stores.
65. To manufacture, sell, and carry on business of industrial gases i.e. oxygen, acetylene, argon, nitrogen, carbondioxide, nitrousoxide, freon etc., in gas and in liquid form.

66. To carry on business of producers and manufacturers of oxygen dissolved acetylene, nitrogen, argon, hydrogen, carbondioxide, nitrousoxide, freon carbonic acid and other gases or kindered substances or any compounds thereof by any process, and of selling or supplying such gases, substances and compounds or any of them to such purposes as the Company may from time to time think desirable.
67. To carry on the business of gas makers, mechanical engineers, iron founders, brass founders, metal-workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, metallurgists, electrical engineers, water supply engineers, farmers, printers, carriers and manufacturers of agricultural implements and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above.
68. To carry on the trades or business of iron masters, steel makers, steel converters, colliery proprietors, coke manufacturers, miners, smelters, engineers tin plate makers and iron founders in all their respective branches.
69. To produce steel bricks and bails from steel scrap and cast iron scrap.
70. To carry on the business of Manager's to the issue, underwriters, Brokers, Financial, and investment consultants portfolio management, consultants and advisors and to work as Registrars and issue house.
71. To carry on the business of running motor lorries, motor taxis, motor minibuses and conveyances of all kinds and on such lines and routes as the Company may think fit and to transport passengers and goods and generally to do the business of common carriers.
72. To carry on the business of hotel, restaurant, café, tavern, refreshment room and boarding and lodging houses keepers, beer houses keepers, licensed victuallers, wine, beer and spirit merchants, aerated mineral and artificial water and other drinks, purveyors, caterers for public amusements, generally dealers in Ivory, novelty and other goods and as general merchants, garage proprietors livestock stable keepers, job masters, farmers, dairymen, importers and brokers of food, alive and dead stock and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors of clubs, baths dressing rooms, laundries, reading writing and newspaper room, libraries grounds and places of amusements, recreation spots, entertainment and instructions of all kinds, tobacco and cigar merchants, travel agents Bank Mukadams for railways, shipping and airways, and road transport, corporations, companies or bodies and carriers by land, water and air, barge property and freight contractors, forwarding agents, clearing agents, stevedores, ship chandlers, caterers in railway, airlines and steamship companies, underwriters and insurers of ships, crafts, goods and other property, theatrical and opera box office proprietors, cinema exhibitors, producers and distributors and merchants, refrigerating storekeepers, and as proprietors conducting safe deposit vaults, general agents, ice merchants, and carry on the business of running night clubs, swimming pools, plying of launches and boats, bakery and confectionery, and any other business which can be conveniently carried on in connection therewith.
73. To carry on business as bakers and manufacturers of and dealers in bread flour, ravamaida, biscuits and farinaceous compounds and materials of every description.
74. To carry on business of manufacturers of and dealers in sugar, gur, khandsari, sugar candy, chocolate, coffees and other allied products.

75. To carry on the business of stationers, printers lithographers, stereotypers, electrotypers, photographic printers, photolithographers, engravers, dyesinkers, envelope manufacturers, book-binders, account book manufacturers, machine rulers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufacturers, type founders, photographers, manufacturers of and dealers in playing, visiting railway festive, complimentary and fancy cards and alentines, dealers in parchment, dealers in stamps, agents for the payment of a stamp and other duties, advertising agents, designers, draftsmen, ink manufacturers, pen, ball pen and pencil manufacturers, booksellers, publishers, paper manufacturers and dealers in the material used in the manufacture of paper engineers, cabinet makers and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
76. To carry on the business as manufacturers and dealers in boots, shoes, clogs, all kinds of foot-wear and leather and plastic goods, lasts, boots, trees, laces, buckles, leggings, boot-polishes, accessories and fittings.
77. To carry on business as goldsmiths, silversmiths, jewellers gem merchants, watch and clock repairers, electroplaters, dressing bag makers, importers and exporters of bullion, and buy, sell and deal (wholesale and retail) in bullion, precious stones, jewellery, watches, clocks, gold or silver plates, cups, shields, electroplated, cutlery, dressing bags, bronzer, articles of virtue, objects of art and such other articles and goods as the Company may consider capable of being conveniently dealt in relation to its business and to manufacture and establish factories for manufacturing goods for the above business.
78. To carry on business as manufacturers and dealers of radios, television sets, teleprinters, telecommunication and electronic equipments, computers, business machines and their components, including valves, transistors, resistors, condensers and coils.
79. To carry on business of manufactures or dealers in typewriters, calculating machines, computers, cleaners, office equipments, sewing and printing machines, air-conditioning equipments, air-conditioning equipment, air conditions, refrigerators, coolers, ice cream manufacturing machinery and to maintain air-conditioned godowns for storage of goods.
80. To carry on business of a steam and general laundry, and to wash, clean purity, scour, bleach, wring, dry iron, colour dye, disinfect, renovate and prepare for use all articles of wearing apparel, household domestic and other cotton, silk and woollen fabrics, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds which are capable of being used for any such purposes.
81. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.
82. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and other perishable items.
83. To carry on all or any of the business of builders, engineers and contractors, architects, decorators, merchants and dealers and manufacturers in stone, sand, lime, bricks, cement, timber, hardware, and other building materials and acting as house agents.
84. To establish and work cement factories, and to carry on the business of cement manufacturers, lime burners and ceramics, including sanitary fitting and china ware.

85. To carry on the business of manufactures or dealers of tractors, automobiles, earth moving equipments, internal combustion engines, boilers, locomotives and compressors.
86. To manufacturer and or deal in automobile part, spare parts and components of machineries and to act as agents for manufacturers of various parts and components.
87. To cultivate, grow, produce, or deal in any agriculture, vegetable or fruit products, and to carry on all or any of the business of farmers, dairymen milk contractors, dairy farmers, and milk products, condensed milk and powdered milk, cream cheese, butter, poultry, fruits essences vegetables, cash crops and provisions of all kinds, growers, of and dealers in corn, hay and straw, seedsmen, and nurserymen all types of flowers, products flower essences, and to buy, sell, manufacture, and trade in any goods usually traded in any of the above business or any other business inclusive of staple foods and medicinal preparations from milk vegetable flowers and animal products or any substitute for any of them associated with the farming interest which may be advantageously carried on by the Company.
88. To cultivate tea, coffee, cinchona, rubber and other produce and to carry on the business of planters in all its branches, to carry on and do the business of cultivators, winners and buyers of every kind of vegetable, mineral, or other products of the soil, to prepare manufacture and render marketable any such products, and to sell dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
89. To establish and maintain shipping lines and plying vessels between any parts and to carry on business as freight contractors, carriers, barge owners, forwarding and clearing agents.
90. To carry on the manufacture and sale of patent medicines and preparations, and generally to carry on the business of manufacturers, buyers, sellers of and dealers in all kinds of medicines and medical preparations and drugs whatsoever and obtain patents for them.
91. To carry on the business of manufacturers of or dealers in soap, cosmetics, perfumes and toilet requisite, pulp, and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including cardboard, mill boards and wall and ceiling papers and packaging cartons and newsprints and photographic raw films.
92. To manufacture and deal in all chemical products such as coal and coaltar products, and their intermediates, dyes, drugs, medicines and pharmaceuticals, petroleum and its products and derivatives, paints, pigments and varnishes, explosives and ammunitions, vegetable oils, their products and derivatives, all types of heavy chemicals such as sulphuric and other acids, caustic soda ash etc., all types of textile chemicals, and sizing and finishing materials, cement and allied products, photographic chemicals, clay and boards, including straw boards, soap, glycerine and allied products, all industrial and pharmaceutical, organic and inorganic chemicals, fertilizers, pesticides, manures, fungicides and allied products, fats, waxes and their products, hides, skins and leather.
93. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies, to run service station for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils, greases.
94. To carry on the business of manufactures and dealers in all types of rubber, leather celluloid, bakelite, plastic and other chemicals, rubber

and plastic goods, particularly industrial rolls, rollers, sheets, beltings and consumer goods such as tyres, tubes and other allied products, chappals, shoes, medical and surgical goods, and all other kinds of products.

95. To carry on the business of iron founders, makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agricultural implements and other machinery, steel castings and forgings and malleable iron and steel castings, tool markers, brass founders, metal workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, farmers, printers, carriers and to buy, sell manufacture, repair, convert, let on hire and deal in machinery implements, rolling stock and hardware of all kinds.
96. To carry on business of electrical engineers, electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances electric motors, fans, lamps, furnaces, household appliances, batteries, cables, wire lines, drycells accumulators, lamps and works and to generate, accumulate, distribute and supply heat, motive power, and for all other purposes for which electrical energy can be employed, and to manufacture, and deal in all apparatus and things required for or capable, of being used in connection with the generation, distribution, supply, accumulation, and employment of electricity, including in the terms electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.
97. To carry on the business of manufacturing, assembling, buying, selling, reselling, exchanging, altering, importing, exporting, hiring, letting on hire, distributing or dealing in ships boats, barges, launches, submarine and other under water vessels, aeroplanes, aero-engines, airships, sea planes, flying boats, hydro planes and aircrafts and aerial conveyances of every description and kind for transport or conveyances of passengers merchandise or goods of every description whether propelled or assisted by means of petrol, spirit, electricity, steam, oil, vapour, gas, petroleum, mechanical, animal or any other motive power and all component parts, accessories, equipments and apparatus for use in connection therewith.
98. To carry on the trade or business of manufacturing, assembling, buying, selling, reselling, exchanging, altering, importing, exporting, hiring, letting on hire, or distributing or dealing in railway carriages, wagons, carts, vehicles, rolling stocks and conveyance of all kinds, whether for railways, tramways, road, field or other traffic or purposes, and also railways and tramways, plant and machinery, materials and things applicable for use as accessories thereto and of letting or supplying all or any of the things hereinbefore mentioned coal proprietors, railways and other companies and other persons and of repairing and maintaining the same respectively whether belonging to this Company or not and of selling, exchanging, and otherwise dealing in the same respectively.
99. To carry on the business of machinists, makers of machinery, manufacturers of pressed bowls, mechanical engineers, marine engineers, iron founders, brass founders, iron and steel converters, metallurgists, smiths and wood workers, iron masters, steel makers, blast furnace proprietors, repairers, boiler makers, smiths, sand-blast proprietors, consulting engineers, electrical engineers, asbestos manufactures, japanners, annealers, enamellers, electric and chromium platers, polishers, painters, garage proprietors, blacksmiths, tin smiths, lock smiths, iron mongers, alloy makers, metal platers, wire weavers and to buy, sell, manufacture, repair, convert, let on hire and deal in plant,

machinery, tools, implements, utensils, rolling stock and hardware of all kinds.

100. To manufacture any and sell machinery, stores, engineering products of all kinds and description and to carry on the business of suppliers and dealers in all types of machinery and in all products intended for use in foundry and treatment of metals.
101. To carry on the business of manufacturers of or dealers in arms and Ammunition subject to provisions of law.
102. To carry on the business of manufacturers of or dealers in glass products, including sheet and plate glass, optical glass, glass wool and laboratory ware.
103. To carry on the business of manufacturers of or dealers in industrial machinery of all types, including bearing, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery including road rollers, bull-dozers, dumpers, loaders shovels and drag lines and light engineering goods such as cycles and sewing machines and their components.
104. To carry on the business of manufacturers of or dealers of ferrous or non-ferrous metals, including iron and steel, aluminium, brass, tin, nickel, special steel and their products.
105. To carry on business as manufacturers, dealers, stockists, importers and exporters of engineering drawing sets, builders, hardware steel rules, measuring tapes, cutting, tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and other machinery plant, equipment, articles, appliances, their component parts, accessories and allied things.
106. To carry on business as manufacturers, dealers, stockists, exporters and importers of bolts, nuts nails, rivets, hinges, hooks and all other hardware items of all types and descriptions.
107. To carry on business as manufacturers, dealers, stockists, importers and exporters of forging, casting, stampings, of all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compression moulding, steel products, automobile parts of all kinds.
108. To carry on business as manufacturers, stockists, importers, exporters, repairers and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch boards, cookers engines, guns, presses, insulating, material, and generally electric plant, appliances and suppliers of every description.
109. To carry on the business as manufacturers, dealers, stockists, importers and exporters of buckets, bath, tubs, tanks, trunk metal furniture, safes, chimneys, pipes.
110. To carry on business as manufacturers, processors, dealers, stockists, importers and exporters of wearable and unwearable cloth, garments, hosiery fabrics, high density polyethylene and polypropylene, woven, sacks, tarpaulins of various qualities and types.
111. To carry on business of dairy farming, dairy products and allied products.
112. To carry on business as manufacturers, dealers, stockists, importers and exporters of general goods, suppliers, commission agents and clearing and forwarding agents, to carry on all or any of the business of wholesale and retail in all kinds of merchandise such as textile, yarn, steel, spices, dry fruits, chemicals, dyes and grains.

113. To carry on business of timber and timber merchants, timber yard and saw-mill proprietors, and to buy, sell, prepare for market, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, to carry on the business of logging and lumbering, purchasing, acquiring, and leasing, timber berths, and so far as may be deemed expedient the business of general merchants or any other business.
114. To mortgage, or take on mortgage, lease, take on lease, exchange or otherwise deal in lands, buildings, hereditaments of any tenure or freehold and carry on the business as leasing company.
115. To procure or develop and supply or provide technical know-how, process formulas, for the manufacture or processing of goods, materials, or in the installation or erection of machinery or plant for such manufacture or processing, or in the working of mines, oil wells or other sources of minerals deposits, or in search for or discovery or testing of mineral deposits, or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry or fishing or rendering services in connection with the provision of such technical know-how.
116. To carry on the profession of consultants on management, employment, engineering, industrial, turnkey projects and technical matters to industry and business and to act as employment agents. To carry on the business of printing and publishing books, magaziners, journals and newspapers and to act as agents in connection therewith.
117. To undertake or arrange for the writing and publication books, magazines, journals or pamphlets on subject relating to trade, commerce, industry, agriculture, banking, insurance, investment, taxation, finance, economics, law and other subjects.
118. To acquire or set up and run schools, colleges, training and professional institutions and music and dance centers.
119. To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircrafts, ships, tugs, barges and boats of every description, lightermen, carriers, of goods and passengers by road, rail, water or air, carmen, cartage contractors, stevedores, wharfingers, cargo, superintendents, packers, haulers, warehousemen, storekeepers and jobmasters.
120. To carry on the business of importers, exporters, dealers, stockists, suppliers and manufacturers of commercial, industrial and domestic plastic products of any nature, substance and form, and of any raw material including styrene, polystyrene, vinyl, acetate and copolymers and other allied materials, acrylics and polyesters, polycarbonates and polythers and epoxy resins and compositions silicon resin and compositions, P.F. U.F., and other thermoplastic moulding compositions including prefabricated sections and shapes, cellulosic plastics and other themosetting and themoplastic materials (of synthetic or natural origin), colouring materials, plastic and resinous materials and adhesive compositions.
121. To carry on business as manufacturers of petrochemicals and its by-products and corresponding products.
122. To carry on the business of speculation in shares, stocks, debentures, debenture stock, bonds, obligations and securities issued and commodities permitted by any law for the time being in force in the country.

- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs.120,00,00,000 (Rupees One Hundred Twenty Crores Only) divided into 9,20,00,000 (Nine Crores Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, 2,80,00,000 (Two Crores Eighty Lakhs) Optionally Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten only) each, with the rights, privilege and conditions attaching thereto as are provided by the regulations of the company for the time being in force, with power to increase or reduce the capital for the time being and to divide the same into several classes and to attach thereto respectively such preferential, qualified or special privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.

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

Names, Addresses, Descriptions and Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with Descriptions and Occupation
Kishanlal Soni, S/o Shri Laduram Soni 78/2661, Nehru Nagar- Kurla (E), BOMBAY – 400 024, SERVICE	100 (one hundred)	Sd/-	
Nisar A. Allana, J. Varoda, A/13, T.P.S. Varoda Road, Bandra, BOMBAY 400050 SERVICE	100 (one hundred)	Sd/-	
PremchandaniOmprakash S/o. PremchandaniTarachand, 17/8, S.S.S. Nagar, Koliwada, BOMBAY- 400037 SERVICE	100 (one hundred)	Sd/-	
Suresh Chandra Gagiani S/o. Shri KantilalGagiani Room No.15, 1 st floor, AshirwadBldg, Joshi Bagh, Kalyan Thane, SERVICE	100 (one hundred)	Sd/-	
Ahmed Haji Mohamed, 265- A, Bazargate Street, Biry House, BOMBAY 400 001 BUSINESS	100 (one hundred)	Sd/-	
Vinay Verma S/o Ram Prakash Verma 106, Palm Beach Appointment, Jay Prakash Road, Versova, BOMBAY –400 061 SERVICE	100 (one hundred)	Sd/-	
Ashok Kumar Hestimalji Kothari 10, IndraBhavan Rani Sati Road, Malad (E), BOMBAY- 400 064 BUSINESS	100 (one hundred)	Sd/-	
	700 (Seven Hundred)		

BOMBAY DATED 10TH MARCH, 1983

Son of Shri Ghewarchand Bhandari

Mohanlal Bhandari
Sheel Chambers,

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AYM SYNTEX LIMITED

PRELIMINARY

1. Unless the context otherwise requires words, or expressions contained in these Articles shall bear the same meaning as in the Act.

The marginal notes hereto shall not effect the construction hereof and in these presents, unless there is something in the subject or context inconsistent therewith.

“The Act” means the Companies Act 2013

“These Articles” means these Articles of Association as originally framed or as from time to time altered by Special Resolution.

“The Company” means AYM SYNTEX LIMITED,

“The Directors” means the Directors of the Company for the time being.

“The Office” means the Registered Office of the Company for the time being,

“The Register” means the Register of Members to be kept pursuant to Section 88 of the Act,

“Seal” means the Common Seal of the Company,

“Share” means equity share as well as preference share,

Words importing the singular number also include the plural number

and vice versa.

Words importing the masculine gender also include the feminine gender.

Words importing persons include corporations.

“Beneficial Owner” shall mean the beneficial owner as defined in clause (a) of Sub-Section(1)of Section 2 of the Depositories Act, 1996.

Depositories Act,1996 shall include any statutory modification or re-enactment thereof.

“Depository” shall mean a Depository as defined under clause (e) of Sub-Section (1) of Section 2 of the Depositories Act,1996

Table “F” and apply 2. The Regulation contained in table F or Schedule 1 of the Act shall apply in addition to and to the extent that are not inconsistent with any of the provision of these Articles.

SHARE CAPITAL

3. The Authorised Share Capital of the Company is Rs.120,00,00,000 (Rupees One Hundred Twenty Crores Only) divided into 10,67,00,000 (Ten Crores Sixty Seven Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each, 33,00,000 (Thirty Three Lacs) Optionally Convertible Cumulative Preference Shares of Rs.10/- (Rupees Ten only) each,1,00,00,000 (One Crore) Redeemable Cumulative Preference Shares of Rs.10/- (Rupees Ten only) each.

(a) any shares including any option to subscribe for shares in the original or increased capital may from time to time be issued with any such right or preference whether in respect of dividend, or repayment of capital or both, on the footing that any such shares may be determined as provided by the Articles of Association of the Company and the Companies Act 2013, then in force.

(b) the rights of holders of all classes of shares for the time being forming part of the Capital of the Company may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three fourth of the issued shares of the class or with the sanction of a special resolution of the members of that class;

(c) subject to the rights of the holders of any other shares entitled by the terms of issue to preferential repayment over the equity shares in the event of winding up of the Company, the holders of the equity shares shall be entitled to be repaid the amounts of capital paid up or credited as paid up on such equity shares and all surplus assets thereafter shall belong to the holders of the equity shares in proportion to the amount paid up or credited as paid-up on such equity shares respectively at the commencement of the winding up;

(d) Notwithstanding anything contained in the Articles of Association, the company shall be entitled to dematerialize its Shares, Debentures and other securities pursuant to the Depositories Act,1996, and to offer its Shares, Debentures and other securities for subscription in a dematerialized form.

*3A Subject to the approval of shareholders, the compliance of the provisions of the Companies Act 2013, SEBI (Issue of capital and disclosure requirements) Regulations 2009 (hereinafter referred to as "SEBI ICDR regulation"), any guidelines or regulations as may be issued by SEBI, central government or any other authorities, the Board of directors of the company or a committee thereof duly authorised by the Board of directors of the Company may issue and allot share warrants to the existing shareholders including promoters, general public , directors, bodies corporate, banks, financial institutions, OCBs, NRIs, or to such other persons from time to time on preferential basis with or without right of conversion of share warrant into equity shares at par or premium on the terms and conditions as may be approved by the shareholders.

The Directors from time to time can make rules for issue of duplicate share warrant in case of defacement, loss, or destruction and the fees to be charged for the same.

* Inserted by passing special resolution at an Extra ordinary General meeting held on 28.02.2018.

4.	The Company may, subject to compliance with the provisions of of the Act, exercise the power of paying commission.	Commission for placing shares
5.	The Company may pay on the issue of shares or debentures such brokerage as may be lawful.	Brokerage
6.	With the previous authority of the Company in General Meeting and complying with Section 53 of the Act, the Directors may issue at a discount shares of a class already issued.	Shares at a discount
Cumulative convertible preference shares		
7.	Subject to the provisions of the Act and the guidelines issued by the Central Government from time to time under the provisions of the Act, the Company may issue Convertible Preference Shares (CP) in such manner as the Board of Directors of the Company may decide and specifically provide for:	Redeemable irredeemable Preference Shares
	(i) the Quantum of issue;	
	(ii) the terms of the issue with particular reference to the conversion of CP in the equity shares of the company;	
	(iii) the rate of preferential dividend payable on CP, the voting rights to be attached to CP and any other terms and conditions which may be attached to the issue of CP and as permissible in law.	
7.1	Subject to the provisions of the Act and guidelines issued by Central Government from time to time under the provisions of the Act, the Company may issue Redeemable Preference Shares in such manner as the Board of Directors of the Company may decide and specifically provide for:-	Redeemable Preference Shares
	(i) Quantum of issue	

(ii)	Terms of the issue	
(iii)	The rate of Preferential dividend payable, the voting rights to be Attached and any other terms and conditions which may be attached to the issue of preference share and as permissible in law.	
8.	If, by the conditions, of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments every such installment, shall, when due, be paid to the Company by the person who for the time being shall be the member registered in respect of the share or by his executor or administrator	Installments on shares to be duly paid.
9.	Members who are registered jointly in respect of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.	Liability of joint holder
10.	Save as herein otherwise provided, the Company shall be entitled to treat the member registered in respect of any share as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognize any equitable or other claim to or interest in such share on the part of any other person.	Trusts not recognized

owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such shares on the part of any other person whether or not it shall have express or implied notice thereof.

CERTIFICATES

Certificate	11. The certificate to title of shares and duplicates thereof when necessary shall be issued under the Seal of the Company in accordance with the provisions of Section 46 of the Act and the rules prescribed by the Central Government for the said purposes as in force from time to time.
	No Share Certificate (s) shall be issued for shares held in a depository
Members right to certificate	12. Every member shall be entitled to one Certificate for all the shares registered in his name, or, if the Directors so approve to several certificates each for one or more of such shares.
To which of joint holder certificate to be issued	13. The certificate of shares registered in the name of two or more persons shall be delivered to the person first named on the Register. 13 A. The company shall further be entitled to maintain a Register of Members with the details of dematerialized form in any media as permitted by law including any form of electronic media.

Further, the Company shall also be entitled to treat the person as the holder of any share(s) whose name appears as the beneficial owner of the shares in records of the Depository, as the absolute

Calls	14. The Directors may, from time to time subject to the terms on which any shares may have been issued, and subject to Section 49 of the Act, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made payable by installments, and shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.	
When interest on a call or installment payable	15. If the sum payable in respect of any call or installment not paid on or before the day appointed for payment thereof, the holders for the time being of the share in respect of which the call shall have been made for the installment shall be due, shall pay interest for the same at from the day appointed for the payment thereof to the time of the actual payment at such rate as the Directors may determine. The Directors shall be at liberty to waive payment of any such interest wholly or in part.	
Amount payable at fixed times of by installments payable at calls	16. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or installment shall be payable as it were a call duly made by the Directors and of which due notice had been given and all the provisions herein contained in respect of calls shall relate to such amount or installment accordingly.	
Uncalled and unpaid call money	17. 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	
	17. Subject to the provisions of the Act and these Articles on the trial or hearing of any action or suit brought by the Company against any shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose on the Register of the Company as a holder, or one of the holders, of the shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call, nor that a quorum of Directors was present at the meeting at which any call was made duly convened or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.	Evidence in action by Company against shareholders
18.	The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for, and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the share in respect of which such advance has been made, the Company may pay interest at such rate as the Directors think fit, Money so paid in excess of the amount of call shall not rank for dividends or participation in profits. The Director may at any time repay the amount so advanced.	Payment of call in advance
19.	A call may be revoked or postponed at the discretion of the Directors.	Revocation of call

FORFEITURE, SURRENDER AND LIEN

	20. If any member falls to pay the whole or any part of any call or installment or any money due in respect of any shares either by way of principal or interests on or before the day appointed for the payment of the same or any extension thereof as aforesaid, the Directors may at any time thereafter during such time as the call or installment remains unpaid or decree remains unsatisfied serve a notice on such member, or on the person (if any) entitled to share by transmission, requiring him to pay such call or installment or such part thereof or other moneys as remains unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have incurred by the Company by reason of such non-payment.	If call or installment not paid notice may be given
21.	If the requisitions of any such notice shall not be complied with, every or any share in respect of which the notice is given, may at any time thereafter, before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include dividend declared in respect of the forfeited shares and not actually paid before the forfeiture.	In default of payment shares may be forfeited
22.	When any share is declared to be forfeited, notice of forfeiture shall be given to the member in whose name it stood immediately prior to forfeiture and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.	Notices of forfeiture to member and entry to Register
23.	Every share so forfeited as aforesaid shall thereupon be the property of the Company and may be sold, reallocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.	Forfeited share
Power to annul forfeiture.	24. The Directors may at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as they may think fit.	
Member shall be liable to pay money owing at the time of forfeiture and interest.	25. Any member whose shares may be forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls and other money owing upon the shares at the time of the forfeiture with interest thereon from the time of the forfeiture, until payment, at such rate as Directors may decide, and the Directors may enforce the payment thereof if they think fit, but shall not be under any obligation to do so.	
Title of purchasers and allottee of forfeited shares.	26. The Company may receive the consideration, if any, given for the share on any sale or other disposition thereof and the person to whom such share is sold or disposed of may be registered as the holder of the share, and he shall not be bound to see the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture, sale, or other disposal of the same.	
Directors may accept surrender of shares.	27. The Directors may at any time, subject to the provisions of the Act, accept the surrender of any share from or by member desirous of surrendering on such terms as the Directors may think fit.	

Company's lien on shares. 28. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) 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 such shares and no equitable interest in any shares shall be created. Any such lien shall extend to all dividends and bonus from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any on such shares.

TRANSFER AND TRANSMISSION OF SHARES

Form of transfer 29. The instrument of transfer shall be in writing and all the provisions of Sections 56 of the Companies Act and of any statutory modification thereof for the time being, shall be duly compiled with, in respect of all transfer of shares and the registration thereof.

29A. Notwithstanding anything contained herein, in the case of transfer of shares/debentures or other marketable securities where the Company has not issued any Certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act,1996 shall apply.

Foreign Register of Members and form 30. The Company shall have power to keep foreign Register of Members or debenture holders in any country or State outside India as may be decided by the Board from time to time. If any shares are to be entered in any such register, the instrument of transfer shall be in a form recognized under the law of such country or state or in such form as may be approved by the Board.

Directors may refuse to register transfer 31. Subject to the provisions of Section 58 of the Act or any statutory modification of the said provisions for the time being in force, the Directors may, at their own absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares and in particular may so decline in any case in which the Company has lien upon the share or any of them or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid or unless the transfer is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval of the Directors of the transfer. Registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except a lien on shares.

32. If the Company refuses to register the transfer of any share or transmission of any right therein, the Company within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, shall send notice of refusal to the transferee and the transferor or to the person giving intimation of the transmission, as the case may be, and thereupon the provisions of Section 58 of the Act or any statutory modification of the provisions for the time being in force shall apply. Notice of refusal to be given to transferor and transferee.

33. The instruments of transfer shall after registration be retained by the company and shall remain in its custody. Such instruments of transfer may be destroyed by the Company at the sole discretion of the Directors. Custody/Distribution of the instrument of transfer

34. The Directors shall have power, on giving not less than seven days' previous notice by advertisement as required by Section 91 of the Act, to close the Register of members and debenture holders of the Company in the manner provided under Section 154 of the Act. Closure of transfer books etc.

35. 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.
(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.

Registration of persons entitled to shares otherwise than by transfer (transmission clause),

Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents,, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause, or of this title, as the Board may think sufficient and upon giving such indemnity as the Directors may require either be registered himself as the holder of the shares, or elect to have some person nominated by him and approved by the Board, registered as such holder, provided nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by execution, to his nominee of instrument of transfer of the shares in accordance with the provision herein contained, and until he does so, he shall not be free from any liability in respect of the share. This clause is herein referred to "The Transmission Clause".

36. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Refusal to register transmission of shares

Board may require evidence of transmission

37. Every transmission of a share shall be verified in such manner as the Directors may require, and the Company may refuse to register any such transmission until the same be so verified, or until or unless an indemnity be given to the Company with regard to such registration which the Board at its discretion shall consider sufficient provided nevertheless that there shall not be any obligation on the Company or the Board to accept any indemnity.

Free on transfer or transmission.

38. The Company will not make any charge for:

- (i) registration of transfer of its shares and debentures
- (ii) subdivision and consolidation of shares and debenture certificates and for subdivision of Letters of Allotment and split, consolidation of Renewal and Pucca Transfer Receipts into denominations corresponding to the market units of trading.
- (iii) Sub-division of renounceable Letters of Right
- (iv) Issue of new certificate in replacement of those which are old, script or worn out or where the cages on the reverse for recording transfer have been fully utilized.
- (v) Registration of any power of attorney, probate, letters of administration or similar other documents.

The Company not liable for disregard of a notice prohibiting registrations of a transfer	39. 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 right, title, or interest to or in the same shares notwithstanding that the Company 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 in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to notice which may be given to them of any equitable right, 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 books 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 Directors shall so think fit.
INCREASE, REDUCTION AND ALTERATION IN AUTHORISED ISSUED AND SUBSCRIBED CAPITAL	
Increase of authorized share capital.	40. The Company may from time to time in general meeting by ordinary resolution alter the conditions of its Memorandum by increase of authorized share capital by creation of new shares of such amount as it thinks expedient.
Increased capital same as original capital.	41. Except so far as may be otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmissions, forfeiture, lien, surrender, voting and otherwise.
Reduction of capital	42. The Company may subject to the provisions of section 66 of the Act from time to time by a special resolution, reduce the share capital in any manner and in particular, may – <ul style="list-style-type: none"> (a) extinguish or reduce the liability on any of its shares in respect of the sharecapital not paid-up; or (b) either with or without extinguishing or reducing liability on any of itsshares, – <ul style="list-style-type: none"> (i) cancel any paid-up share capital which is lost or is unrepresented by available assets; or (ii) pay off any paid-up share capital which is in excess of the wants of thecompany, alter its memorandum by reducing the amount of its share capital and of its shares accordingly.
43. The Company may in general meeting alter the conditions of Memorandum as follows:	Consolidation division and sub-division
	<ul style="list-style-type: none"> (a) Consolidate and divide all or any of its share capital into share of larger amount than its existing shares. (b) Sub-divide its shares or any of them into shares of smaller amounts than originally fixed by the Memorandum, subject nevertheless to the provisions of the Act and of these Articles.

- (c) Cancel shares, which at the date of the passing of the resolution in that behalf 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 share so cancelled.

JOINT HOLDERS

44. Where two or more persons are registered as the holders of any shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:

- (a) On the death of any such joint holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title or interest in the share but the Directors may require such evidence of death as they deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- (b) Any one of the joint holders may give effectual receipt of any dividends or other moneys payable in respect of such shares.
- (c) Only the person whose name stands first in the Register as one of the joint holder of any share, shall be entitled to delivery of the certificate relating to such shares or to receive documents (which expression shall be deemed to include all documents referred to in Article 112) from the Company and documents served on or sent to such person shall be deemed as goods service on all the joint holders.
- (d) Any one of two or more joint holders may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy then one of such persons so present whose name stands first or higher (as the case may be) on the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holders present at any meeting personally shall be entitled to vote in preference to a joint holder present by proxy and stands first or higher (as the case may be) in the Register in respect of such shares. Several executors or administrators of deceased member in whose (deceased member's) sole name any share stands shall for the purpose of this sub-clause be deemed joint holders.

Power to borrow 45. Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have the power from time to time at their discretion to accept deposits from members of the Company either in advance of calls or otherwise and generally to raise or borrow or secure the payment of any sum of money for the purposes of the Company, provided that the aggregate of the amount borrowed (apart from temporary loans as defined in Section 180 (c) of the Act obtained from the Company's bankers in the ordinary course of business) and remaining outstanding and undischarged at that time, shall not without the consent of the Company in general meeting by special resolution, exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose.

Conditions on which money may be borrowed	46. Subject to the provisions of the Act and these Articles, the Board may raise and secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debentures, debenture stock or any mortgage or charge or other security on the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
Bonds, debentures, etc. to be under the control of directors.	47. Any bonds, stocks or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
Issue at discount etc. or with special privilege	48. Any bonds, debentures, debenture stock, or other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending and voting at general meetings provided that debentures with the right of conversion into shares shall not be issued except in conformity with the provisions of Section 62 of the Act.
Indemnity may be given.	49. Subject to the provision of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability as surety for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.
Mortgage of uncalled capital	50. If any uncalled capital of the Company is included or charged by any mortgage or other security, the Directors shall subject to the provisions of the Act, and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

GENERAL MEETING

Annual General Meeting.	51. Subject to the provisions of the Act, the Company shall hold from time to time as provided by the Act in addition to any other meetings a general meeting as its Annual General Meeting. The provisions of Section 96 of the Act shall apply to such Annual General Meetings.
	52. Subject to the provisions of the Act, the Board of Directors may whenever it thinks fit, call an Extra-ordinary General Meeting of the Company other than an Annual General Meeting.

PROCEEDINGS AT GENERAL MEETING

53.	Quorum for general meetings shall be based on the number of members of the Company as on the date of meeting as mentioned below:	Quorum of General Meeting
	(i) five members personally present if the number of members as on the date of meeting is not more than one thousand;	
	(ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;	
	(iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.	
	No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of a meeting.	
54.	If within, half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting if called upon the requisition of members, shall stand dissolved. In any other case the meeting shall stand adjourned to the same day in the next week (not being a holiday) at the same time and place or to such other day and at such other time and place as the Board may determine. If at any adjourned meeting also a quorum is not present within half an hour of the time appointed for holding the Meeting, the members present, whatever their number (not being less than two) shall be quorum and shall have power to decide upon all the matters which could properly have been disposed of at the meeting from which the adjournment took place.	If quorum not present meeting to be dissolved or adjourned.
55.	Any one of the Directors present, shall be elected to be chairman of a General Meeting by the members present at the meeting.	Chairman of the meeting.
56.	If at any General Meeting a quorum of members shall be present and the Chair shall not be taken by a Director at the expiration of half an hour from the time appointed for holding the meeting or if before the expiration of half an hour from the time appointed for holding the meeting all the Directors decline to take the chair, the members present shall on a show of hands choose one of their own member to be the Chairman of the meeting.	Member as Chairman
57.	The Chairman may with the consent of any meeting at which quorum is present and shall if so directed by the meeting adjourn any 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 meeting from which the adjournment took place.	Chairman with consent to or any adjourn meeting.
58.	When a meeting is adjourned for thirty days or more notice of the adjournment meeting shall be given as in the case of original meeting. Save as aforesaid it shall not be necessary to give any notice adjournment or the business to be transacted at adjourned meeting.	Notice to be given where a meeting adjourned.
59.	In case of equality of votes, whether on a show of hands or on a	Casting Vote of the
Chairman	poll, the Chairman of the meeting, shall be entitled to a casing vote in addition to his own vote or votes to which he may be entitled as member.	
Minutes of General Meeting and of Board Meeting.	60. The Board shall cause minutes of all proceedings of every general meeting and of all proceedings of every meeting of its Board of Directors or of every committee of the Board to be kept in accordance with Section 118 of the Act.	

Inspection of minute book of general meeting.	61.	The books containing the minutes of all proceedings of general meeting of the Company shall be kept at the office of the Company and be open to the inspection of any members as prescribed by Section 119 of the Act.
Votes may be given by proxy.	62.	Subject to the provisions of the Act and these Articles votes may be given either personally or by proxy or in the case of a body corporate also by a representative duly authorised under Section 113 of the Act and Articles 64 hereof.
Voting rights.	63.	Subject to the provisions of the Act (and particularly of Sections Section 47 and 50(2) thereof) and of these Articles: <ul style="list-style-type: none"> (1) Upon a show of hands every member holding equity shares and entitled to vote and present in person (including as attorney or a representative of a body corporate as mentioned in Article 87) shall have one vote. (2) Upon a poll the voting right of every member holding equity shares and entitled to vote and present in person (including a body corporate present as aforesaid) or by proxy shall be in proportion to his share in the paid-up equity capital of the Company. (3) The voting right of every member holding preference shares, if any shall upon a show of hands or upon a poll be subjected to the provisions, limitations and restrictions laid down in Section 47 of the Act. (4) Voting by electronic means in accordance with section 108 and shall vote only once, where the Company has to provide facility of e-voting, Voting rights shall be in proportion to his share in the paid-up equity capital of the Company.
No voting by proxy on show of hands.	64.	No member not personally present shall be entitled to vote on a show of hands unless such member is a body corporate present by attorney or by representative duly authorized under Section 113 of the Act in which case such attorney or representative may vote on show of hands as if he were an individual member of the Company.
Restriction on exercise of voting rights.	65.	Subject to the provisions of the Act, no member shall be entitled to 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, and has exercised any right or lien.
Votes in respect of shares of deceased, insolvent members.	66.	Any person entitled* under the Transmission clause (Article 36 hereof) to transfer any shares, may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote he shall satisfy the Board of his right to transfer such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
Right of member to	67.	On a poll taken at a meeting of the Company, a member entitled

	to more than one vote, or his proxy, or other person entitled to votes for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.	use his votes differently.
68.	The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.	Instrument appointing a proxy to be deposited at the office.
69.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous insanity or lunacy or death of the principal or revocation of the proxy or any power of attorney, as the case may be, under which such proxy was signed, or the transfer of share in respect of which the vote is given provided that no intimation in writing of the insanity, lunacy, death, revocation or transfer shall have been received at the office before the meeting.	Validity of votes given by proxy notwithstanding death etc, of member.
70.	Subject to the provisions of the Act and these Articles no objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote, whether given, personally or by proxy or by any means hereby authorized and not disallowed at such meeting or poll, shall be deemed valid for all purposes of meeting or poll whatsoever.	Time for objection to vote.
71.	Until otherwise determined by a General Meeting, the no. of directors shall not be less than three and not more than fifteen provided that the company may appoint more than fifteen directors after passing a special resolution	Number of Directors.
72.	The following are the first Directors of the Company:	First Directors.
	(1) SHRI VINAY VERMA	
	(2) SHRI AHMED HAJI MOHED BIRYA	
	(3) SHRI ASHOK KUMAR KOTHARI	
73	The Board may appoint an alternate Director duly recommended for such appointment by a Director (hereinafter called the 'Original Director') to act for him during his absence for a period of not less than three months from the State in which the meeting of the Board are ordinarily held. An alternate Director appointed under this Article shall not hold office as such for a longer period than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original directorship is determined before he so returns to the said State. Any provision in the Act or these Articles for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original Directors and not to the alternate Director.	Appointment of alternate Directors.
73(A).	Appointment of woman director/independent director The Board shall appoint at least one woman director as per the provision of Section 149 within one year from the commencement of the Act.	Appointment of Woman/Independent Director

The board of directors shall appoint at least two independent directors and ensure that not less than one third of total strength of directors are appointed as independent directors. An independent director shall have qualification as mentioned in Rule 5 of the Companies (Appointment and Qualification of Directors) Act 2013 and as reproduced below:

“An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company’s business.”

Additional Directors.

74. The Board shall have power from time to time and at any time to appoint any person as an additional Director to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only upto the next Annual General Meeting of the Company and shall then be eligible for reappointment.

74A. Whenever Directors enter into a contract with any Government, Central State or Local, any bank or financial institution or any person or persons (hereinafter referred to as “the appointer”) for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Directors shall have, subject to the provisions of Section 152 of the Act, the power to agree that such appointer shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more persons, who are acceptable to the Board, as Directors on the Board for such period and upon such Director or Directors may not be liable to retire by rotation not required to hold any qualification shares. The Director may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or other in his or their place and also fill in vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privilege exercised and enjoyed by the Directors of the Company including payment of remuneration and traveling expenses to such Director or Directors as may be agreed by the Company with the appointer. The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the company

74B. If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of debentures of the Company, that any person or persons shall have power to nominate a Director of the Company, then in case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as Debenture Director. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares;

Casual vacancy

75. Subject to the provision of Section 169 (7) and other applicable provisions (if any) of the Act, if the office of a Director appointed by the Company in general meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may, in default of and subject to any regulation contained in these Articles be filled by the Board of Directors upto the date which the

Director in whose place he is appointed would have held office if it had not been vacated as aforesaid.

76.	A Director shall not be required to hold any qualification shares and a person may be appointed as a Director notwithstanding that he holds no shares in the Company.	Qualification of Directors.
77.	Each Director may be paid out of the funds of the Company by way of sitting fee a sum which the Directors may fix but not exceeding the sum prescribed under the relevant provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time.	Sitting fee.
78.	If any Director, being willing shall be called upon to perform extra services or to make any special exertions for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of a committee of the Directors, then subject to the provisions of the Act, the Directors may remunerate the Director so doing either by a fixed 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.	Directors' remuneration
79.	The office of a Director shall become vacant, in accordance with the provisions of Section 167 of the Act.	When office of director to be vacated
80.	Subject to the provisions of the Act a Director may resign his office at any time by notice in writing addressed to Company or to the Board of Directors.	Resignation

PROCEEDING OF DIRECTORS

81.	The Directors shall meet together at least four times in a year in such manner that not more than one hundred twenty days shall intervene between two consecutive meetings of the Board. The participation of directors in a meeting of the Board may be either in person or through video conference or other audio visual means as prescribed in the act and rules and regulation made thereunder.	Meeting of Directors.
82.	Quorum shall be one-third of their total number (any fraction in such one-third being rounded off as one) or two Directors, whichever is higher subject however to Section 174 of the Act.	Quorum.
83.	If a meeting of the Board cannot be held for want of a quorum, then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at that time may fix. Notice of the adjournment of the meeting shall be given to all the Directors in the manner prescribed under Article III.	Adjournment of meeting for want of quorum.
84.	The Directors may from time to time elect one of their member to be the Chairman of the Board of Directors and determine the period for which he is to hold office.	Chairman.
85.	All meetings of the Directors shall be presided over, by the Chairman, if present, but if at any meeting of the Directors the Chairman is not present at the time appointed for holding the same, the Directors shall choose one of the Directors then present to preside at the meeting.	Who to preside at the meeting of the Board.
86.	Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes; the Chairman of the	Question at Board meeting how decided

(casting vote),	meeting (whether the Chairman appointed by virtue of these Articles or the Director presiding at such meeting) shall have a second or casting vote.
Directors may appoint committee.	87. Subject to the provisions of Sections 179 and 180 of the Act, the Directors may delegate any of their powers to committee consisting of any such member or members of their body as they think fit, and they may from time to time revoke and discharge any such committee either wholly or in part, and either as to persons or purposes, but every committee so formed shall, in the exercise of powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors. All acts done by any such committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the board. The board may from time to time fix the remuneration to be paid to any member or members of their body constituting a committee appointed by the board in terms of these Articles, and may pay the same.
Meeting of committee how to be governed.	88. The meeting and proceedings of any such committee shall be governed by the provisions herein and/or in the Act contained for regulating the meetings and proceedings of Directors so far as the same are applicable thereto, and are not superseded by any regulation made by the Directors under the last preceding Article.
Resolution by circulation.	89. Subject to the provisions of Section 175 of the Act, resolutions passed by circulation without a meeting of the Board or of a committee of the board appointed under Article 87 shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of a Committee duly called and held.
Act of Board or Committee valid notwithstanding defect in appointment.	90. Subject to the provisions of the Act, and these Articles all acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of these were or was disqualified be as valid if every such person has been duly appointed and was qualified to be Director.
POWERS OF THE BOARD OF DIRECTORS	
General power	91. (i) Subject to the provisions of the Act the Board shall be entitled to exercise all such powers, and to do in furtherance of its objects, specified in the Memorandum of Association for which the Company is established, except such powers as are required by the Act or the Memorandum or Articles of Association of the Company to be exercised or done by the Company in general meeting. In exercising any such powers or doing any such acts or things, the board shall be subject to the provisions contained in that behalf in the Memorandum or Articles of the Company or in any regulations not inconsistent therewith and duly made thereunder, including regulation made by the Company in general meeting. (ii) No regulation made by the Company in general meeting shall invalidate any prior act of the board which would have been valid if that regulation had not been made.
Power to appoint whole time director and manager.	92. Subject to the provisions of Section 196 and other applicable provisions of the Act the Company may appoint or re-appoint whole-time Director and manager upon such terms and conditions as it thinks fit.
Managing Directors.	93. (a) Subject to Section 203 of the Act, the Board may from time to time appoint one or more of their body to be Managing Director or

Managing Directors of the Company, and may, from time to time, remove him from office, and appoint another in his place but his appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director of the Company.

(b) The Board of Directors may appoint a Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for such term, at such remuneration and upon such condition as it thinks fit and any manager, Chief Executive Officer, Chief Financial Officer or Company Secretary so appointed may be removed by means of resolution. A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

Appointment of Manager, CEO/CFO/CS, etc.

(c) The board may from time to time entrust to and confer upon a Managing Director for the time being, such of the powers exercisable under these present by the Directors as it may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions, as it, thinks expedient, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

(d) The remuneration of a Managing Director shall be such as may from time to time fixed by the board subject to the provisions of the Act.

(e) The Managing Director shall not while he continues to hold that office be subjected to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the retirement of Director or in the fixing the number of Directors to retire, subject to the provisions of any contract between him and the Company. He shall, however, be subjected to the same provisions as to resignation and removal as the other Directors of the Company and he shall ipso facto and immediately ceases to be a Managing Director, if he ceases to hold the office of the Director from any cause.

THE SEAL

94. The Board shall provide a common seal for the purposes 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 board 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 board or a committee or directors.

95. Every deed or other instrument to which the seal of the Company is required to be affixed, shall unless the same is executed by a duly constituted attorney of the Company, be signed by any of the Directors, or Company Secretary or any authorised person.

The seal, its custody and use.

Deeds how to be signed.

DIVIDENDS

96. The profits of the Company, subject to special rights, if any relating thereto created or authorized to be created by the Memorandum or these Articles, and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of capital paid upon the shares held by them respectively. Provided always that subject as aforesaid any capital

Division of profit.

Dividends in proportion to amount paid up.	dividend is declared shall unless the Board, otherwise determine only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment.
Company in general meeting may declare a dividend.	97. The Company may pay dividends in proportion to the amount paid up or credited as paid up on each share, where a larger amount is paid up or credited as paid up on some shares than on others.
Dividend out of profit.	98. The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and subject to the provision of the Act, may fix the time for payment. When a dividend has been so declared the warrant in respect thereof shall be posted within thirty days from the date of declaration to the shareholder entitled to the payment of the same.
Interim dividend.	99. Subject to the provisions of the Act and in particular Section 123 thereof, no dividend shall be payable except out of the profit of the year or any other undistributed profits of the Company and the declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.
No member to receive dividend whilst indebted to company's right of reimbursement thereof.	100. Subject to the provisions of the Act, the Directors may from time to time pay to the members on account of the next forthcoming year such interim dividends as in their judgement the position of the Company justifies.
Unclaimed dividend.	101. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any moneys may be due or owing from him to the Company in respect of such shares either along or jointly with any other person or persons and the Directors may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.
Dividend how remitted.	102. 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 provisions of Section 124 of the Act in respect of unclaimed or unpaid dividend.
Dividend and call together.	103. Unless otherwise directed by any member any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to the one of them first named in Register of Members in respect of the joint holding to such person and to such address as the member or joint holding to such person and to such address as the member or joint holder may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, the Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto, by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.
Dividend on partly paid shares	104. Any general meeting declaring a dividend may make a call on the members, for such amount as the meeting fixes, but so that the call made earlier on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend, and that the dividend may, if so arranged between the Company and the members, be set off against the calls.
	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.

CAPITALISATION

105. (1) Any General Meeting may resolve that any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account or any moneys, investments or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realisation and where permitted by law, from the appreciation in value of any capital assets of the Company) standing to the credit of the general reserve, or any reserve fund, or any other fund of the Company or in the hands of the Company and available for dividend may be capitalized. Any such amount (excepting the amount standing to the credit of the Share Premium Account and or the Capital Redemption Reserve Account) may be capitalized:

- (a) by the issue and distribution as fully paid shares, debenture stock, bonds or other obligations of the Company, or ;
- (b) by crediting the shares of the Company which may have been issued and are not fully paid up, with the whole or any part of the sum remaining unpaid thereon.

Provided that any Share Premium Account and Capital Redemption Reserve Account may be applied in accordance with the provision of the Act only.

(2) Subject to the provisions of the Act and these Articles, in case whether some of the shares in the Company are fully paid and others are partly paid only, such capitalization may be effected by distribution of further shares in respect of the fully paid shares, and/or by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares, and the partly paid shares, the sum so applied in payment of such further shares and in the extinguishing or diminution of the liability on the partly paid shares shall be applied pro rata in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.

106 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.

Buy Back of shares

ACCOUNTS

106 The Company shall keep proper books of accounts as required by the Act and in particular under Section 128 thereof.

107 The Board of Directors shall lay before each Annual General Meeting a duly authenticated Balance Sheet and Profit and Loss Account alongwith its report made up in accordance with the provisions of the Act.

108 Save as provided by sub - clause, (2) , the financial statement including consolidated financial statement , if any, of the Company shall be signed on behalf of Board of Directors by at least by the chairperson of the company where he is authorised by the Board or by two directors out of which one shall be managing director and the Chief Executive Officer, if he is a director in the company, the Chief Financial Officer and the company secretary of the company,

Books of accounts to be kept.

Statement of accounts to be furnished to general meeting.

Authentication of Balance Sheet & Profit & Loss A/c.

wherever they are appointed"

(2) the financial statement including consolidated financial statement , if any, of the Company shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to Auditors for their report thereon.

Profit & Loss Account to be annexed Auditor's Report to be attached to the Balance Sheet.

109 The Profit and Loss Account shall be annexed to the Balance Sheet and Auditor's Report (including the Auditor's separate, Special or supplementary report, if any) shall be attached thereto.

Accounts when audited and approved to be conclusive.

110 Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by a general meeting shall be conclusive.

Accounts to be audited.

111 Every Balance Sheet and Profit and Loss Account shall be audited by one or more auditors to be appointed in accordance with the provisions of the Act.

DOCUMENTS AND SERVICE OF DOCUMENTS

Service of documents.

112 A document (which expression for this purpose shall be deemed to include and shall include any summon, notice, requisition, process, order, judgement or any other document in relation to or in the winding up of the Company) may be served or send by the Company on or to any member in the manner prescribed by Section 20 of the Act.

Members bound by documents sent to previous holders.

113. Every person, who by operation of law, transfer or by other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such shares which, previously to his name and address being entered on the register shall have been duly served on or send to the person from whom he derives his title to such shares.

Service of notice by members.

114. All notice to be given on the part of members shall be left at or sent by registered post or under certificate of posting to the registered office of the Company.

How notice to be signed.

115. Any note to be given by the Company shall be signed by such director or secretary or officer as the board may appoint. The signature on any notice to be given by the Company may be written or printed or lithographed or be affixed by any other mechanical means.

AUTHENTICATION OF DOCUMENT

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

Distribution of assets.

117. If the company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up (other than the amount of calls paid in advance), at the commencement of the winding up, on the shares held by them respectively, and if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the

commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up or which ought to have been paid on the share held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and condition.

118. (1) 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.

(2) 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.

(3) The Liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the contributors as the Liquidator, with the like sanction, thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

SECRECY CLAUSE

119 No member shall be entitled to visit or inspect the Company's works without the permission of the Board or Manager or Secretary or to require discovery of or any information respecting any detail of the company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process 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 members of the company to communicate to the public.

Secrecy Clause.

INDEMNITY AND RESPONSIBILITY

120. (a) Subject to the provisions of the Act, every Director, Manager, Secretary, and other officer or employee of the company shall be indemnified by the company against and it shall be duty of directors to pay out of funds of the company all costs, losses and expenses (including traveling expenses) which any such director, manager, secretary or officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such director, manager, secretary or officer or employee or in any way in the discharge of the duties.

(b) Subject as aforesaid every director, manager, secretary or other officer or employee of the company shall be indemnified against any liability incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the court.

Directors' and members' right of indemnity.

Directors and other officers not responsible for acts of others.

121. Subject to the provision of of the Act, no director or other officer of the company shall be liable for the acts, receipts, neglect or default of any other directors or officer or for joining in any receipts or other act for the sake of conformity, or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the directors for on behalf of the company or for the insufficiency or deficiency of any security in or upon whom which any of the moneys of the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company body corporate or corporation with whom any money securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgement, or overnight on his part, or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through willful misconduct or neglect or dishonesty.

We, the several persons whose names and addresses and descriptions are subscribed, are desirous of 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 to our respective names.

Names, Addresses, Descriptions and Occupation of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with Descriptions and Occupation
Kishanlal Soni, S/o Shri Laduram Soni 78/2661, Nehru Nagar- Kurla (E), BOMBAY - 400 024, SERVICE	100 (one hundred)	Sd/-	
Nisar A. Allana, J. Varoda, A/13, T.P.S. Varoda Road, Bandra, BOMBAY 400050 SERVICE	100 (one hundred)	Sd/-	
PremchandaniOmprakash S/o. PremchandaniTarachand, 17/8, S.S.S. Nagar, Koliwada, BOMBAY- 400037 SERVICE	100 (one hundred)	Sd/-	
Suresh Chandra Gagiani S/o. Shri KantilalGagiani Room No.15, 1 st floor, AshirwadBldg, Joshi Bagh, Kalyan Thane, SERVICE	100 (one hundred)	Sd/-	
Ahmed Haji Mohamed, 265- A, Bazargate Street, Biry House, BOMBAY 400 001 BUSINESS	100 (one hundred)	Sd/-	
Vinay Verma S/o Ram Prakash Verma 106, Palm Beach Appointment, Jay Prakash Road, Versova, BOMBAY -400 061 SERVICE	100 (one hundred)	Sd/-	
Ashok Kumar Hestimalji Kothari 10, IndraBhavan Rani Sati Road, Malad (E), BOMBAY- 400 064 BUSINESS	100 (one hundred)	Sd/-	
	700 (Seven Hundred)		

Sd/-

Mohanlal Bhandari
Son of Shri Ghewarchand Bhandari
Sheel Chambers,
10, Cawasji Patel St.
Bombay - 400 001
Chartered Accountants

BOMBAY DATED 10TH MARCH,1983