The company has been converted as a private limited company w/s 31 of Cos. Act, 1956 with effect from 25.9.97 in pursuance of the Spl. Resolution passed by the co. on 28.2.97.

प्रारूप० आई० आर०
Form I. R.

REGISTRAR OF COMPANIES
PONDICHERRY

निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

ता० ..... का सं० .....
No. 265 of 19 84

मैं एतद्द्वारा प्रमाणित करता हूं कि आज .....

.....

.....

कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

PRIVATE

I hereby certify that PL CHEMICALS LIMITED

.....

.....

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० ..... को दिया गया।

Given under my hand at PONDICHERRY this 8th day of JUNE One thousand nine hundred and EIGHTY FOUR SIX

8/6/84

कम्पनियों का रजिस्टर
Registrar of Companies,
PONDICHERRY

REGISTRAR OF COMPANIES PONDICHERRY

ज० एस० सी०-1
J. S. C.-1.

MGIPTC—175-19 Genl. Adm. 74-75—GIPTC—(C-1) 4-12-75—10,000.

Madhusudanan Kannan

The company has been converted as a private limited company w/s 31 of Cos. Act, 1956 with effect from 25.9.97 in pursuance of the Spl. Resolution passed by the co. on 28.2.97.

प्रारूप० आई० आर०
Form I. R.

REGISTRAR OF COMPANIES
PONDICHERRY

निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

ता० ..... का सं० .....
No. 265 of 19 84

मैं एतद्द्वारा प्रमाणित करता हूं कि आज .....

.....

.....

कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

PRIVATE

I hereby certify that PL CHEMICALS LIMITED

.....

.....

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० ..... को दिया गया।

Given under my hand at PONDICHERRY this 8th day of JUNE One thousand nine hundred and EIGHTY FOUR SIX

8/6/84

कम्पनियों का रजिस्टर
Registrar of Companies,
PONDICHERRY

REGISTRAR OF COMPANIES PONDICHERRY

ज० एस० सी०-1
J. S. C.-1.

MGIPTC—175-19 Genl. Adm. 74-75—GIPTC—(C-1) 4-12-75—10,000.

Madhusudanan Kannan

भारत सरकार–कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पांडिचेरी

नाम परिवर्तन के पश्चात नया निगमन प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U24241PY1984PTC000265

मैसर्स PL CHEMICALS PRIVATE LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स
PL CHEMICALS PRIVATE LIMITED

जो मूल रुप में दिनांक आठ जून उन्नीस सौ चौरासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अतंर्गत मैसर्स
PL CHEMICALS LIMITED

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस.आर.एन B59374843 दिनांक 11/10/2012 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रुप में मैसर्स
CAREWELL INDUSTRIES PRIVATE LIMITED

हो गया है और यह प्रमाण–पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण–पत्र पांडिचेरी में आज दिनांक ग्यारह अक्तूबर दो हजार बारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Pondicherry

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U24241PY1984PTC000265

In the matter of M/s PL CHEMICALS PRIVATE LIMITED

I hereby certify that PL CHEMICALS PRIVATE LIMITED which was originally incorporated on Eighth day of June Nineteen Hundred Eighty Four under the Companies Act, 1956 (No. 1 of 1956) as PL CHEMICALS LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B59374843 dated 11/10/2012 the name of the said company is this day changed to CAREWELL INDUSTRIES PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Pondicherry this Eleventh day of October Two Thousand Twelve.

Signature Not Verified
Digitally signed by Swamidason V
Date: 2012.10.11 16:50:21 GMT+05:30

Registrar of Companies, Pondicherry

कम्पनी रजिस्ट्रार, पांडिचेरी

*Note: The corresponding form has been approved by V SWAMIDASON, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

CAREWELL INDUSTRIES PRIVATE LIMITED
A-21 INDUSTRIAL ESTATEMETTUPALAYAM, PONDICHERRY 9,
PONDICHERRY 9 - 605009,
Pondicherry, INDIA

भारत सरकार–कॉर्पोरेट कार्य मंत्रालय

कम्पनी रजिस्ट्रार कार्यालय, पांडिचेरी

लिमिटेड कम्पनी के रुप में परिवर्तित होने के परिणामस्वरुप, कम्पनी के नाम में परिवर्तन का नया निगमन प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : U24241PY1984PLC000265

मैसर्स CAREWELL INDUSTRIES PRIVATE LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

CAREWELL INDUSTRIES PRIVATE LIMITED

जो मूल रुप में दिनांक आठ जून उन्नीस सौ चौरासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अतंर्गत मैसर्स

PL CHEMICALS LIMITED

के रुप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम,1956 की धारा 44 के साथ पठित धारा 31/21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय दिनांक 05/11/2012 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स

CAREWELL INDUSTRIES LIMITED

हो गया है तथा यह प्रमाण–पत्र उक्त अधिनियम की धारा 23(1) के अनुसरण में जारी किया जा रहा है।

यह प्रमाण–पत्र, आज दिनांक नौ मई दो हजार तेरह को पांडिचेरी नगर में जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Pondicherry

Fresh Certificate of Incorporation Consequent upon Change of Name on Conversion to Public Limited Company

Corporate Identity Number : U24241PY1984PLC000265

In the matter of M/s CAREWELL INDUSTRIES PRIVATE LIMITED

I hereby certify that CAREWELL INDUSTRIES PRIVATE LIMITED which was originally incorporated on Eighth day of June Nineteen Hundred Eighty Four under the Companies Act, 1956 (No. 1 of 1956) as PL CHEMICALS LIMITED having duly passed the necessary resolution on 05/11/2012 in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to CAREWELL INDUSTRIES LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Pondicherry this Nineth day of May Two Thousand Thirteen.

Signature Not Verified
Digitally signed by Swamidason
Date: 2013.05.09 17:23:36 IST

Registrar of Companies, Pondicherry

कम्पनी रजिस्ट्रार , पांडिचेरी

*Note: The corresponding form has been approved by V SWAMIDASON, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

CAREWELL INDUSTRIES LIMITED
A-21 INDUSTRIAL ESTATEMETTUPALAYAM, PONDICHERRY 9,
PONDICHERRY 9 - 605009,
Pondicherry, INDIA

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Chennai

Block No. 6,B' Wing, 2nd Floor,Shastri Bhawan 26,Haddows Road,Chennai,Tamil Nadu,INDIA,600034

Corporate Identity Number : U24241TN1984PLC096136

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certification of Registration of Regional Director order for Change of State

M/s CAREWELL INDUSTRIES 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 Pondicherry to the Tamil Nadu and such alteration having been confirmed by an order of Regional Director(SR), Chennai, Regional Director(SR), Chennai bearing the date 30/05/2014.

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

Given under my hand at Chennai this Twentieth day of June Two Thousand Fourteen.

Signature Not Verified
Digitally signed by Dr Manjeethi Cholan M
Date: 2014.06.20 15:56:30 GMT+05:30

Vineet Rai

Registrar of Companies

Registrar of Companies
Chennai

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

CAREWELL INDUSTRIES LIMITED
Sindur Pantheon Plaza, 4th Floor,, 346, Pantheon Road, Egmore,,
Chennai - 600008,
Tamil Nadu, INDIA

सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Chennai

Block No. 6, B' Wing, 2nd Floor Shastri Bhawan 26, Chennai, Tamil Nadu, India, 600034

Corporate Identity Number: L24241TN1984PLC096136

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s CAREWELL INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on -- altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Chennai this Twenty fifth day of July Two thousand sixteen.

DS Ministry of Corporate Affairs - (Govt of India) 15

Vineet Rai

Authorizing Officer - RoC

Registrar of Companies

RoC - Chennai

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

CAREWELL INDUSTRIES LIMITED

P2, 2nd Cross Street,, Turnbulls Road, Nandanam, Chennai, Chennai, Tamil Nadu, India, 600035

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Block No. 6, B' Wing, 2nd Floor Shastri Bhawan 26, Chennai, Tamil Nadu, India, 600034

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): L24241TN1984PLC096136

I hereby certify that the name of the company has been changed from CAREWELL INDUSTRIES LIMITED to TRIVIKRAMA INDUSTRIES LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name P L Chemicals Limited.

Given under my hand at Chennai this Sixteenth day of August two thousand sixteen.

DS Ministry of Corporate Affairs - (Govt of India) 15

Digitally signed by DS Ministry of Corporate Affairs - (Govt of India) 15
DN: c=IN, o=Ministry of Corporate Affairs - (Govt of India), ou=CID - 958945, postalCode=600006, st=Tamil Nadu, street=26 HADDOWI ROAD NUNGAMBAKKAM, 2.5.4.51=2ND FLOOR B WING SHASTRI BHAWAN, cn=DS Ministry of Corporate Affairs - (Govt of India) 15
Reason: I attest to the accuracy and integrity of this document
Date: 2016.08.16 16:45:19 +05'30'

B SRIKUMAR
Deputy RoC
Registrar of Companies

RoC - Chennai

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

TRIVIKRAMA INDUSTRIES LIMITED

P2, 2nd Cross Street,, Turnbulls Road, Nandanam, Chennai, Chennai, Tamil Nadu, India, 600035

Ministry of Corporate Affairs * Office of Registrar of Companies *

सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Chennai

Block No. 6, B' Wing, 2nd Floor Shastri Bhawan 26, Chennai, Tamil Nadu, India, 600034

Corporate Identity Number: L24241TN1984PLC096136

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s TRIVIKRAMA INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 30-09-2022 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Chennai this Fourth day of November Two thousand twenty-two.

DS MINISTRY OF CORPORATE AFFAIRS 15

Digitally signed by DS MINISTRY OF CORPORATE AFFAIRS 15
DN: c=IN, postalCode=600006, st=TAMIL NADU, o=REGISTRAR OF COMPANIES, ou=MINISTRY OF CORPORATE AFFAIRS, cn=DS MINISTRY OF CORPORATE AFFAIRS 15
Reason: I attest to the accuracy and integrity of this document
Date: 2022.11.04 13:15:07 +05'30'

K Nikhil

Authorizing Officer - RoC

Registrar of Companies

RoC - Chennai

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

TRIVIKRAMA INDUSTRIES LIMITED

Third Floor, B Block, Work EZ, 147 Pathari Road, Thousand Lights, Chennai,
Chennai, Tamil Nadu, India, 600006

Ministry of Corporate Affairs
Office of Registrar of Companies

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

2,Chennai,Block No. 6 B' Wing, 2nd Floor, Shastri Bhawan 26,Tamil Nadu,600034,India

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **L24241TN1984PLC096136**

I hereby certify that the name of the company has been changed from TRIVIKRAMA INDUSTRIES LIMITED to ZINEMA MEDIA AND ENTERTAINMENT LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name CAREWELL INDUSTRIES LIMITED

Given under my hand at Chennai this TWELFTH day of JUNE TWO THOUSAND TWENTY THREE

Signature Not Verified
Digitally signed by
DS MINISTRY OF CORPORATE AFFAIRS 5
Date: 2023.06.12 11:01:20 IST

Ashok kumar

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

ROC Chennai

Note: The corresponding form has been approved by Ashok kumar, Registrar of Companies, ROC Chennai and this order has been digitally signed by the Registrar of Companies through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.

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

ZINEMA MEDIA AND ENTERTAINMENT LIMITED

Third Floor, B Block, Work EZ, 147 Pathari Road Thousand Lights,NA,Chennai,Chennai-600006,Tamil Nadu,India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affects the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry www.mca.gov.in/MCA21

ARTICLES OF ASSOCIATION
OF
ZINEMA MEDIA AND ENTERTAINMENT LIMITED

TABLE 'F' EXCLUDED

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

2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with

INTERPRETATION

3. In these Articles:

   a. "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

   b. "Articles" means these articles of association of the Company or as altered from time to time.

   c. "Board of Directors" or "Board", means the collective body of the directors of the Company.

   d. "Company" means ZINEMA MEDIA AND ENTERTAINMENT LIMITED

   e. "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

   f. "Year" means Financial year starting from 1st April and ending on 31st March (both days inclusive).

   g. "The Register" means The Register of Members kept pursuant to Section 88 of the Act,

   h. "SEBI" means The Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act 1992,

   i. "Depositories Act" The Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force.

j. "Members" means The duly registered holder from time to time of the shares of the Company and includes every person whose name is entered as a beneficial owner in the records of the Depository.

k. "Participant" means A person registered as such under Section 12(1A) of the Securities and Exchange Board of India Act, 1992.

l. "Seal" means the Company Seal which shall be a Rubber stamp as approved by the Board of Directors which can be from time to time changed and substituted with a new seal in lieu thereof.

m. "Security" means Such security as maybe specified by SEBI

Words and expression used and not defined in the Act but defined in Depositories Act or Securities and Exchange Board of India Act shall have the same meanings respectively assigned to them in that Act Words signifying the singular number only include the plural and vice versa Words signifying males only shall extend to and include females Words signifying persons shall apply mutatis mutandis to Companies

Unless the context otherwise requires, words or expression contained in these regulations shall bear the same meaning as in the Companies Act, 2013 or Rules or any statutory modification thereof in force at the date at which these regulations, become binding on the Company.

SHARE CAPITAL

4. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company:

   a) The Company may, from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount as may be specified in the resolution.

   b) Company may by ordinary resolution alter the share capital clause in memorandum in order to undertake any of the activities listed in Section 61 (1) (b) to (e) of the Act.

ALTERATION OF CAPITAL

5. The Company in General Meeting by ordinary resolution may from time to time, increase the share capital by creation of new shares of such amount as maybe deemed expedient.

6. Subject to Section 43 of the Act, the Company may by special resolution divide the Share Capital, whether original or increased into different classes, and subject to Section 43 and 49 of the Act, attach to any such class such preferential or other special rights or such restrictions, whether in regard to dividends, returns of capital or otherwise, as may be determined by the special resolution.
7. Except so far as otherwise provided by the conditions of issue, or by these presents any capital raised by the creation of the shares shall be considered part of original capital and

shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender and otherwise.

8. The Company may in General Meeting by Ordinary Resolution under Section 61 of the Act:

    a. Consolidate and divide all or any of its shares into shares of larger amount than its existing shares.

    b. Sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum so however that in sub-division portion between the amount paid and the amount if any, unpaid on each reduced share shall be the same amount as it was in the case of the share from which the reduced share is derived.

    c. Convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid up shares of any denominations.

    d. And cancel shares which at the date of passing of the resolution in that behalf, have not been taken or agreed to by taken by any person and diminish the amount of its share capital by the amount of the share so cancelled, but such cancellations of shares shall not be deemed to be a reduction of the share capital within the meaning of the Act.

9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided for by the terms of issue of the shares of that class be deemed to be varied by the creation of further shares ranking pari pasu therewith.

10. The Company may by special resolution and subject to relevant provisions of the Act, reduce its share capital in any manner and in particular either with or without extinguishing or reducing liability on any of the shares may:

    a. Extinguish or reduce liability on any of its shares in respect of share capital not paid up or,

    b. cancel any paid-up share capital which is lost or unrepresented by available assets or,

    c. pay off any paid up share capital which is in excess of the wants of the Company; and may alter its memorandum by reducing the amount of its share or shares accordingly.

11. Where shares are converted into stock:

    a. The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit provided that the Board may, from time to time, fix the

minimum amount of stock transferable, so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

b. The holders of stock shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation of the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

c. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

ISSUE AND ALLOTMENT OF SHARES

12. Subject to the provisions of the Act the shares shall be under the control of the Board of Directors, who may allot or otherwise, dispose of the same to such persons, on such terms and conditions and either at a premium or at par and at such times, as the Directors think fit and with full power to give any person the call of any shares either at par or at premium during such time and for such consideration as the Directors think fit. Provide that option or right to allot shares shall not be given to any person or persons except with the sanction of the company in General Meeting.

13. The Company may issue shares in accordance with the provisions contained in Section 62 of the Act and the Rules thereunder.

14. Subject to the provisions of Section 55 of the Act, the Company may issue preference shares which are or at the option of the Company liable to the redeemed.

15. If by the conditions of issue and allotment of any shares, the whole or part of the amount or issue price thereof shall be payable as installments. every such instalment shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the shares or legal representative.

16. The Company may make arrangements for the issue of shares with a difference between the share holders of different classes in the amounts and times of the payments of calls on their shares.

17. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not, except as order by a court of competent jurisdiction or as by the statute required be bound to recognize any equitable, contingent, or other claim to or interest in such share on the part of any person.

JOINT HOLDERS OF SHARES

18. Where two or more persons are registered as the joint holders of any share they shall be deemed to hold the same in joint account with the benefit of survivorship and shall be subject to the following provisions namely:-

    a) The Company shall not be bound to register more than three persons as joint holders of any share.

    b) The joint holders of the shares shall severally as well as jointly be liable for the payment of all the joint holders of the shares shall severally as well as jointly be liable for the payment of all.

    c) On the death of any one of such joint holders, the survivors shall be the only person or persons recognized by the Company as having any title of such share, but the Directors may require such evidence of death as they may deem fit.

    d) Any one of such joint holders may give effectual receipt of any dividend, bonus or return of capital payable to such joint holders.

    e) Only the person whose name stands first in the Register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notice from the Company or to vote at a general meeting of the Company. If any other or others of such joint holders be present at the meeting, any notice given to such persons shall be deemed notice to all the joint holders; but any one of such joint holders may be appointed as the proxy of the persons entitle to vote on behalf of such joint holders.

COMMISSION AND BROKERAGE

19. Subject to the provisions of Section 40 of the Act, the Company may at any time pay as commission or brokerage to any person for underwriting, subscribing or agreeing to subscribe whether absolutely or conditionally, for any shares, debenture or debenture stock of the company or procuring or agreeing to procure subscriptions(whether absolute or conditional) for any shares, debentures or debenture stock of the Company, and the amount or rate of commission shall not exceed the limits prescribed by the Act. The commission may be paid in cash or in shares, debentures or debenture stock of the Company or in both.

20. The Company may pay any sum as brokerage not exceeding the limits prescribed by the Act, to recognized Brokers or Bankers procuring subscriptions for shares or debentures of the Company.

CERTIFICATE OF SHARES

21. The certificate of title to the shares shall be issued in accordance with the Companies (Share Capital & Debentures) Rules, 2014 under the Company Seal of the Company which shall be affixed in the presence of any two of the Directors or Managing Director or

persons acting on behalf of the Directors under a duly registered power of Attorney, and the Company Secretary, if any, or some other person appointed by the Board in this behalf. Any two of the Directors or Managing Director or their Attorney and the Company Secretary or the person so appointed by the Board of Directors shall sign the share certificates.

22. The Company shall within TWO months after allotment of any of its shares or within SIX months after allotment of any of its debentures or debenture stocks and within one month after the application for registration or transfer of any such shares, debentures or debenture stocks complete and have ready for delivery their certificates of all shares, debentures or debenture stock so allotted or transferred unless the conditions of issue of shares, debentures or debenture stock otherwise provide.

23. If any certificate is worn out or defaced, then upon production thereof to the Board of Directors they may order the same to be cancelled and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Board of Directors and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

24. Share/Debenture certificates shall be issued in marketable lots and where share/debenture certificates are issued for either more or less than marketable lots, split/consolidation into marketable lots shall be done free of charge. No fees shall be charted for issue of new share/debenture certificates in replacement of those which are old, decrepit, worn out or where the space on the reverse for recording transfers have been fully utilized.

CALLS ON SHARES

25. The Board of Directors may from time to time make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the Company and at the times and places appointed by the Board. A call may be made payable by installments and shall be deemed to have been made when the resolution of the Board of Directors authorizing such call was made. If a call or any sum made payable by the terms of issue of a share is not paid on or before the day appointment for the payment thereof, interest shall be payable thereon at such rates as the Board may decide, but the Board shall be at liberty to waive payment of such interest wholly or in part.

26. No call shall exceed on half of the nominal amount of a share or be made payable within one month after the preceding call was made payable.

27. Thirty days clear notice shall be given specifying the time and place of payment and to whom such call shall be paid.

28. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installment at fixed times, whether on account of the share or by way of

premium every such amount or installment shall be payable as if it were a call duly made by the Directors any of which due notice had been given and all the provisions herein contained in respect of call shall relate to such amount of installment accordingly.

29. The Board of Directors may, if they think fit, receive from any member willing to advance all of any part of the sum due upon the shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance or so much thereof as from time to time exceed the amount of calls then made upon the shares in respect of which advances have been made in the Company may pay interest at such rate prescribed by the Act. The directors may at any time repay the amount so advanced upon giving one month's notice in writing. Money so paid in excess of the amount of calls shall not rank for dividend or participate in profits.

30. If any members fails to pay any call or installment of a call on or before the day appointed for payment of the same, the Board of Directors may at any time thereafter, during such time as the call or installment remains unpaid, serve a notice on such member requiring him to pay the same together with any interest that may have accrued and any expenses that may have been incurred by the Company by reason of such non payment.

31. The notice shall specify a day (not being less than fourteen days from the date of notice) and the place or place at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the call was made or installment payable will be.

32. If the requirement of any such notice as aforesaid are not complied with, any shares in respect of which such notices has been given may at any time thereafter, before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board of Directors to that effect. Such forfeiture shall include all dividend declared in respect of the forfeited shares and not actually paid before the forfeiture.

LIEN

33. The Company shall have a first and paramount lien upon all the shares other than the fully paid up shares held by any member of the Company (whether alone or jointly with other persons) and upon all dividends and bonus which may be declared in respect of such shares for moneys called and payable at a fixed time together with interest thereof. Unless otherwise agreed, the registration of a transfer of share shall operate as a waiver of the company's lien, if and on such shares. The Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

34. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served upon such member, his executors or heirs or other legal representatives as the case may be and in default, the Directors may sell such shares

without further notice and for the purpose of giving effect to any such sale the Directors may authorize some person to transfer the share so sold to the purchase thereof.

35. Upon any sale being made by the Directors of any share to satisfy the lien of the Company thereon, the proceeds shall be applied first, in the payment of all cost of such sale, next in satisfaction of the debts or obligation of the member of the company, and the residue (if any) shall be made to the person entitled to the share on the date of the sale or as he shall in writing direct

CALLS ON SHARES

36. The Board of Directors may from time to time make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the Company and at the times and places appointed by the Board. A call may be made payable by installments and shall be deemed to have been made when the resolution of the Board of Directors authorizing such call was made. If a call or any sum made payable by the terms of issue of a share is not paid on or before the day appointment for the payment thereof, interest shall be payable thereon at such rates as the Board may decide, but the Board shall be at liberty to waive payment of such interest wholly or in part.

37. No call shall exceed on half of the nominal amount of a share or be made payable within one month after the preceding call was made payable.

38. Thirty days clear notice shall be given specifying the time and place of payment and to whom such call shall be paid.

39. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installment at fixed times, whether on account of the share or by way of premium every such amount or installment shall be payable as if it were a call duly made by the Directors any of which due notice had been given and all the provisions herein contained in respect of call shall relate to such amount of installment accordingly.

40. The Board of Directors may, if they think fit, receive from any member willing to advance all of any part of the sum due upon the shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance or so much thereof as from time to time exceed the amount of calls then made upon the shares in respect of which advances have been made in the Company may pay interest at such rate prescribed by the Act. The directors may at any time repay the amount so advanced upon giving one month's notice in writing. Money so paid in excess of the amount of calls shall not rank for dividend or participate in profits.

TRANSFER AND TRANSMISSION OF SHARES

41. No transfer shall be registered unless a proper instrument of transfer duly stamped and executed both by the transferor and the transferee has been delivered to the Company. The instrument of transfer of any shares shall be in writing and shall be signed both by the transferor and the transferee and their signatures shall be duly attested. Until the transfer is

effected and the name of the transferee is entered as member in the register of members, the transferor shall be deemed to be the holder of such shares under transfer. Provided that where it is proved to the satisfaction of the Directors of the Company that any instrument of transfer (signed by the transferor and the transferee) has been lost, the Company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnify as the Directors may think fit.

42. The instrument of transfer shall be in writing in the prescribed form or in the form as amended from time to time and shall comply with the provisions of Section 56 of the Act.

43. Subject to Section 58 read with Section 56 of the Act, the Board of Directors may decline to register any transfer of shares upon which the company has lien, and may refuse to register the transfer to a transferee to whom they do not approve. If the Directors refuse to register the transfer of any shares they shall within two months from the date on which the instrument of transfer was lodged in the Company, send to the transferee and the transferor notice of the refusal. Provided that a transfer shall not be refused on the ground that the transferor is either alone or jointly with any other person is indebted to the Company on any account whatsoever except a lien on shares.

44. Every instrument of transfer shall be left at the Registered Office for registration, accompanied by the Certificate of the instrument to be transferred and such other evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. All instruments of transfer which shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall on demand, be returned to the person depositing the same.

45. No fee shall be charged for registration of transfers, transmission of shares, registration of probates, letters or administration and power of attorney.

46. The Board of Directors may on giving seven days previous notice by advertisement in some newspaper circulating in the district in which the Registered Office of the company is situated, close the register of members or register of other security holders for any time or times not exceeding on the whole forty five days in each year but not exceeding thirty days at a time.

47. The legal representative of a deceased member (not being one of several joint holders) shall be the only person recognized by the company as having titles to the shares registered in the name of such member, and in case of death of any one or more of the joint registered holders of any shares the survivors shall be the only person recognized by the Company as having any title to or interest in such shares.

48. Any person becoming entitled to share in consequence of the death or bankruptcy of any members, upon producing proper evidence of the grant of probate or letters of administration of such other evidence by which he sustains, the character in respect of which he proposes to act under this clause, or of his title, as the Directors think sufficient, may which the consent of the Directors(which they shall not be under any obligation to

give) be registered as a member in respect of such shares, or may subject to the regulations as to transfers herein before contained transfer such shares. This clause is hereinafter referred to as 'Transmission Clause'

FORFEITURE OF SHARES

49. Any share so forfeited shall be deemed to be the property of the Company and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.

50. The Board of Directors, may at any time before any shares so forfeited shall have been sold, re- allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.

51. Any member whose shares shall have been forfeited, shall notwithstanding be liable to pay all calls, installments, interest and expenses owing upon in respect of such shares at the time of forfeiture until payment with interest at the rate prescribed by the Act and the Board may enforce the payment of such moneys or any part thereof as the Board think fit. The Board of Directors if they think fit may omit the payment of such interest in full or in part.

52. The forfeiture of shares shall involve the extinction of all interest, in and also of all claims and demands against the Company in respect of the share and all other rights incidental to the share except only such of those rights as by these articles are expressly saved. The person whose shared have been forfeited shall cease to be a member.

53. Immediately on the forfeiture of shares of any member an entry shall be made in the Register of Members noting that the said shares have been forfeited to the Company and in addition the date of forfeiture of the shares shall be entered in the register of members as the date on which the holder of the said shares ceased to be a member. Similarly as the forfeited shares have been sold or otherwise disposed of, as determined by the Board, the fact of such sale or dispose shall be recorded.

54. Any entry in the Board's Minutes Book of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the Company shall be sufficient evidence as against all persons claiming to be entitled to the shares, that the said shares were properly forfeited or sold and such entry, the receipt of the Company for the price of such shares and the appropriate shares certificate shall constitute a good title of such shares, and the name of the purchaser or other person entitled, shall be entered in the register as a member of the company and he shall not be bound to see to the application of the purchase money, nor shall be his title to the said shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any of the former holder or such shares and of any person claiming under or through him shall be against the Company and in damages only.

DEMATERIALISATION OF SECURITIES

55. Notwithstanding anything to the contrary or inconsistent contained in the Act or these Articles, the Company shall be entitled to dematerialise its existing securities, rematerialise its securities, held in the Depositories and/or offer its fresh securities in a dematerialised

form pursuant to the Depositories Act and the Rules framed there under, if any.

56. Either the Company or the investor may exercise an option to issue, deal to hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re- enactment thereof.

57. Every person acquiring/subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security and on receipt of the information, the depository shall enter in its records the name of the allottee as the beneficial owner of the security.

58. All securities of the Company held by depository shall be dematerialised and be in fungible form. Nothing contained in Section 88 of the Companies Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

59. Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of the beneficial owner.

60. Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

61. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository.

62. Except as ordered by a court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust of equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof, but the Board shall be at their sole discretion to register any share in the Joint names of any two or more persons or the survivor or survivors of them.

63. Upon receipt of certificate of securities on surrender by a person who has entered into an

agreement with the Depository through a participant, the company shall cancel such certificate and substitute in its records the name of the Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly

64. If a beneficial owner seeks to opt out of a Depository in respect of any security and beneficial owner shall inform the Depository accordingly. The Depository shall on receipt of information as above, make appropriate entries in its records shall inform the Company. The company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be.

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

66. Except as specifically provided in these Articles the provisions relating to joint holders of Securities, Calls, Lien on Securities, forfeiture, Transfer and Transmission of Securities shall be applicable to securities held in Depository so far as they apply to Securities held in physical form subject to the provisions of the Depository Act.

67. Notwithstanding anything in the Act, or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities

68. The Securities in the Capital shall be numbered progressively accordingly to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the securities of the company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form, except in the manner herein before mentioned. No securities shall be sub-divided. Every forfeited or surrendered securities held in material form shall continue to bear the number by which the same was originally distinguished.

69. The Company shall cause to be kept a Register and Index of Members and a Register and Index of Debenture holders in accordance with Section 88 of the Act respectively, and the Depositories Act, with details of Shares and Debentures held in material and dematerialised forms in media as may be permitted by law including in any form or electronic media. The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be Register and Index of Members and Register and Index of Debenture Holders, as the case may be, for the purpose of the Act. The Company shall have power to keep in any State or Country outside India a Branch Register of Members resident in that State or Country

70. The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every Transfer or Transmission of any Securities held in material form.

71. Provisions of this Article will have full effect and force notwithstanding anything to the

contrary or inconsistent contained in any other Article of these presents.

MODIFICATION OF RIGHTS

72. The rights attached to each class of shares (unless otherwise provided by terms of the issue of the shares of the class) may, subject to the provision of Section 48 of the Act be varied with the consent in writing of the holders of not less than three fourths or the issued shares of that class or with the sanction of special resolution passed at a separate meeting of the holders of the issued shares of that class. To every such meeting the provisions of these Articles relating to general Meeting, shall mutatis mutandis apply except that the necessary quorum shall be two persons at least holding or representing by proxy one tenth of the issued shares of that class.

BORROWING POWERS

73. The Board may, from time to time, at its discretion, subject to the provisions of Sections 179 and 186 of the Act, raise or borrow and secure the payment of any sums or sums of money for the purposes of the Company; provided that the amount for the time being remain undischarged of moneys borrowed or raised by the Board of Directors for the purpose of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, shall not without the sanction of the Company in general meeting, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not let aside for any specific purposes.

74. The Board of Directors may rise or secure the repayment of such sum/sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by the issue of bonds perpetual or redeemable debentures or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

75. Debentures, debenture stock, bonds or other securities may be assignable free from any equity between the Company and the person whom the same may be issued. The debentures, debenture stock, bonds or others securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotments of debenture, appointment of Directors and otherwise, provided that the debentures, debenture stock bonds or other securities conferring the right to allotment or conversion into shares or the option or right to call for allotment of shares shall not be issued except with the sanction of the Company in General Meeting.

76. If the Directors or any of them or any other persons shall, become personally liable for the payment of any sum primarily due from the Company, the Directors may subject to the provisions of the Act 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 persons so becoming liabile as aforesaid from any loss in respect of such liability.

CAPITALISATION OF PROFITS

77. The Company in General Meeting may, upon the recommendation of the Board, resolve:

    a. That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

    b. That such amount be accordingly set free for distribution in the manner specified in clause 75 amongst the members who would have been entitled thereto, if distributed by was of dividend and in the same proportions.

78. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause 76 either in or towards:

    a. Paying up any amount for the time being unpaid on any shares held by such members respectively;

    b. Paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up to and amongst such members in the proportions aforesaid;

    c. Partly in the way specified in sub-clause (A) and partly in that specified in Sub-clause (B);

    d. A securities premium account and a capital redemption reserve account may, for the purpose s of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

    e. The board shall give effect to the resolution passed by the company in pursuance of this regulation**.**

79. Whenever such a resolution as foresaid shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issued of fully paid shares if any and general do all acts and things required to give effect therein.

BUY-BACK OF SHARES

80. Notwithstanding anything contained in these articles but subject to the provisions of section 68 and 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.

GENERAL MEETINGS

81. All general meetings other than Annual General Meeting shall be called extraordinary General meeting.

82. The Company shall, in addition to any other meetings hold a general meeting which shall be called as its Annual General Meeting, at intervals and in accordance with the provisions of the Act.

83. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting at such date, time and at such place as it deems fit, subject to such directions if any, given by the Board.

84. The Board shall on, the requisition of members convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under Section 100 of the Act.

NOTICE OF GENERAL MEETING

85. Considerations for General Meeting's Notice:

    a. In the case of all General Meetings not less than twenty one days notice in writing (exlcusive of the day on which the notice is issued and the day for which notice is given) shall be served upon all members and such other persons as are entitled to receive notice under law.

    b. The notice shall specify the place, date and hour of the meetings and also the nature of business to be transacted at the meetings.

    c. In case of a General Meeting convened for the purpose of passing of a special resolution the notice shall specify the intention to propose the resolution as a special resolution.

    d. The notice shall be served in such manner as prescribed by these presents.

    e. Meeting may be convened on shorter notice in accordance with the provisions of Section 101 of the Act.

    f. Any accidental omission to give notice to or non-receipt of the notice by any member or other person to whom it should be given shall not invalidate the proceedings of any general meeting.

    g. The members may participate in general meetings through such modes as permitted by applicable laws.

86. The Board of Directors may whenever they think fit convene Extra-Ordinary General Meeting and they shall on the requisition of the holders of not less than one-tenth of the paid

up capital as at the date carried the right of voting in regard to that matter forthwith proceed to call Extra-ordinary General Meeting of the company and in the case of such requisition the following provisions shall have effect.

a. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Registered office of the Company and may consist of several documents in like form, each signed by one or more requisitionists.

b. If the Board of Directors do not proceed within twenty one days from the date of the deposit of the valid requisition to cause a meeting to be called the requisitionists or majority of them in value may themselves call the meeting but in either case any meeting so called, shall be held within forty-five days from the date of deposit of the requisition.

c. Any meeting called under this clause by the requisitionists shall be called in the same manner as nearly possible, as that meetings which are to be called by the Board of Directors.

d. A requisition by joint holders of shares must be signed by all such holders.

e. Every Annual General Meeting shall be called during business hours, that is between 9 A.M and 6 P.M on any day that is not a National Holiday and shall be held either at the Registered Office of the company or at some other place within the city, town or village in which the registered office of the company is situate.

PROCEEDINGS AT THE GENERAL MEETING

87. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of sanctioning of dividend, the consideration of the accounts, balance sheet and the reports of the Directors and Auditors, the election of Directors in place of those retiring by rotation and the appointment of and the fixing up of the remuneration of the auditors. In case of special business as aforesaid, an statement as required under Section 102 of the Act shall be annexed to the notice of the meeting.

88. No business shall be transacted at any General Meeting unless the requisite quorum as per Section 103 of the act is present at the commencement of the meeting.

89. If within half an hour after the time appointed for the holding of a General Meeting a quorum be not present, the meeting, if convened on the requisition of the members shall be dissolved and in every other case the meeting shall stand adjourned to the same day in the next week at the same time and place as was appointed for holding the General Meeting and if in such adjourned Meeting the quorum be not present, those members who are present and entitled to vote shall form a quorum whatever be their number an the amount of shares held by them and may transact business for which the meeting was called.

90. The Chairman, if any, of the Board of Directors or in his absence any other director of

the Company shall take the Chair at every General Meeting. If there is no chairman or director present at the meeting within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the members present may choose a chairman from among themselves.

91. The Chairman, may with the consent of any meeting at which a quorum is present and shall, if 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 the Meeting from which the adjournment took place. When a meeting is a adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of business to be transacted at an adjourned meeting.

92. At any general meeting, a listed company may provide for e-voting as per provisions of Section 109 of the Act or such other procedure the central Government may prescribe to the class or classes of companies and manner in which a member may exercise his right to vote by the electronic means as per section 109 of the Act. Upon receipt of the Scrutinizer's report, a declaration by the Chairman as per provisions of the Act that the resolution had been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact recorded in favour of or against that resolution.

93. Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014 or other applicable law to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the general meeting of the Company. Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended from time. The voting through electronic means must also be provided as per the rules laid thereunder.

94. In the case of an equality of votes, whether on a poll or show of hands, the Chairman shall be entitled to a casting vote in addition to the vote or votes to which he may be entitled to as a member.

95. All proceedings of General Meeting shall be entered in books kept for the purpose as per provisions contained in Section 118 of the Act and shall be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting. Such minutes duly entered and signed by the Chairman shall conform to the Secretarial Standards issued by the Central Government.

96. The books containing the minutes of proceedings of any General Meeting shall be kept at the Registered Office of the Company and shall during business hours subject to reasonable restrictions as are imposed at any General Meetings or laid before the meeting, be open to inspection of any member without charge.

VOTE OF MEMBERS

97. Every member of the Company holding any equity shares shall have a right to vote in respect of such shares on every resolution placed before the Company in General meeting. On a show of hands every such member present in person shall have one vote. On a poll his voting right in respect of such shares be in proportion to his hares of paid up Equity Capital of the Company.

98. The holders of preference shares, if any, shall have the right to vote according to the provisions of Section 47 of the Act.

99. In the case of joint holders the vote of the first named of such joint holders who tender a vote. Whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

100. A member of unsound mind, in respect of whom an order has been made by any competent court may vote whether on a show of hands or on a poll, by his committee or other legal guardian and any such "committee" or guardian may on a poll vote by proxy.

101. No member shall be entitled to be present or to vote on any question, either personally or by proxy at any General Meeting, or upon a poll or be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.

102. No objections shall be made as to the validity of any vote or at the meeting or poll at which such vote shall be rendered and every note whether given personally or by proxy and not disallowed at such meeting or poll, shall be deemed valid for all purpose of such meeting or poll whatsoever. The Chairman of the meeting shall be the sole judge of the validity of every vote tendered at such meeting or poll.

103. No corporation, company or Government, who is a member shall be entitled to speak and vote on a show of hands or at a poll unless such member is present by proxy or by a duly authorized representative provided further that a body corporate may;

a. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorize such persons as it thinks fit to act as a representatives at any meeting of the Company or at any meeting of any class of member of the company.

b. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made there under, or in pursuance of the provisions contained in any debenture or trust deed as the case may be.

c. A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

104. Representation of corporations, companies and Government at meetings of the Company shall be as provided and regulated by Section 113 of the Companies Act, 2013.

105. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion The instrument of proxy shall be in the prescribed form as given in form MGT-11.

106. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default, the instrument of proxy shall be treated as valid.

DIRECTORS

107. Unless otherwise determined by a General Meeting and subject to Section 149 of the Act, the number of Directors of the Company shall not be less than three and not more than Twelve subject to other provisions of this act.

108. Unless otherwise determined by the Company in General Meeting, Directors need not hold qualification shares.

NOMINATED DIRECTORS

109. Notwithstanding anything to the contrary contained in theses Articles and if so required subject to the provisions of the Section 161 of the Act, so long as any moneys remain owing by the Company to any other Financing Corporation or Credit Corporation or any other Financing Company or Body in hereinafter in this Article referred to as "the Corporation" continue to hold debentures in the Company by director subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the company arising out of any Guarantee furnished by the Corporation on behalf of the company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director or Directors, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as " Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.

110. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the Option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

111. The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as a result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/Shares in the Company or on the satisfaction of the liability of the Company arising out of the Guarantee furnished by the Corporation.

112. The Nominee Director/s appointed under Article 106 shall be entitled to receive all notices of and attend all General Meeting, Board Meeting and of the Meetings of Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.

113. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

114. Provided that if such Nominee Director/s is an officer of the Corporation the sitting fees, in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

FIRST DIRECTORS

115. The First Directors of the Company shall be:
    a. V.K.Chandrakumar.
    b. S. Muthukrishnan
    c. D. Sivasankaran.

ADDITIONAL DIRECTORS

116. Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power at any time and from time to time to appoint any person as an Additional Director,

as an addition of the Board, but so that the total number of Directors shall not any time exceed the maximum number fixed. But any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting of the Company and shall eligible for election.

ALTERNATE DIRECTORS

117. The Board of Directors may when any Director (in this Article called the "Original Director") has left India or is not available in India for more than three months at a time, appoint any person to be an Alternate Director during such absence and such appointment shall have effect and such appointee, whilst he holds the office as an Alternate Director, shall be entitled to notice of meetings of the Board of Directors and to attend and vote there accordingly and shall ipso facto vacate office as and when the original Director vacates office as a Director, or returns to the State in which the meetings of the Board are ordinarily held.

118. An Alternate Director, appointed under the preceding clause need not be a member of the Company.

119. An Alternate Director, shall be entitled to receive note of and to vote at the General Meetings of the Company on behalf of the Original Director and generally to represent the Original Director in the same manners as if he had been appointed a general proxy under the provisions of these presents.

120. An Alternate Director shall alone be responsible to the Company for his own act.

DIRECTOR ON CASUAL VACANCY

121. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at the Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date in which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

MANAGING DIRECTOR(S) AND WHOLETIME DIRECTORS

122. Subject to the provisions of Section 196 ,197, 2(94), 203 of the Act, the following provisions shall apply:

123. The Board of Directors may appoint or re-appoint one or more of their body to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit.

124. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central

Government, if required.

125. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.

126. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.

127. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/ Managing Directors shall exercise all powers set out in Article 137 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

128. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Whole-time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company first by the Board of Directors and upon approval by shareholders at the General Meeting, subject to the approval of the Central Government, if any, required in that behalf.

129. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause, whole-time Directors are liable to retire by rotation.

INDEPENDENT DIRECTORS

130. The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or clause 49 of Listing Agreement, whichever is higher, from time to time.

131. Independent Directors shall possess such qualification as required under Section 149 of the Companies Act, 2013 and clause 49 of Listing Agreement

132. Independent Director shall be appointed for such period as prescribed under relevant provisions of the Companies Act, 2013 and Listing agreement and shall not be liable to retire by rotation.

WOMEN DIRECTOR

133. The Directors shall appoint one or more women Directors as per the requirements of Section 149 of the Act.

KEY MANAGERIAL PERSONNEL

134. Subject to the provisions of the Act:

a. Directors, Manager, Company Secretary & Chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of are solution of the Board;

b. director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

c. The Company may appoint an individual as the Chairperson as well as the Managing Director or Chief Executive Officer of the Company at the same time

DISCLOSURE OF INTEREST OF DIRECTORS

135. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum

of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

RIGHTS OF DIRECTORS

136. Except as otherwise provided by these Articles and subject to the provisions of the Act, and notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013. Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

VACATION OF OFFICE OF DIRECTOR

137. The office of a director shall become vacant in case of a disqualification as provided in subsections (a) to (h) of Section 167(1) or by Resignation as per section 168 or is removed from the office as per Section 169 of the Companies Act, 2013.

PROPORTION OF RETIREMENT BY ROTATION

138. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

ROTATION OF DIRECTORS

139. At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

140. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires may fill up vacated office by electing a person thereto.

141. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

142. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the

same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

143. Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

144. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time removes any Director except appointed by the Central Government before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed

145. Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be —along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution.

146. The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

MEETINGS

147. The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting there from the

number of Directors, if any, whose places are vacant at the time.

148. If no person has been appointed as Chairperson by the Board or if at any meeting, the Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

Subject to the provisions contained in Section 175 of the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Board Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held. If where not less than one third of the total number of Directors of the Company may decide that the same be considered at a meeting, the Chairman shall put the resolution to be decided at the meeting of the Board. Such resolutions passed by circulation shall be noted at the subsequent meeting of the Board and made part of the minutes of such meeting.

COMMITTEES

149. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

150. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.

151. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.

152. The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article.

153. The Chairman shall be the Chairperson of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their member to be the Chairperson of the meeting.

154. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee

is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

155. A Committee may meet and adjourn as it thinks proper.

156. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairperson shall have a second or casting vote in addition to his vote as a member of the Committee.

157. All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be and valid as if every such Director and such person had been duly appointed and was qualified to be a Director.

POWERS OF THE BOARD

158. The business of the Company shall be carried on by the Board of Directors.

159. The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

160. A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

161. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.

162. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.

163. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number if reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

POWERS AND DUTIES OF DIRECTORS

164. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be

exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

165. The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of anybody or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

166. The Board shall duly comply with the provisions of the Act read with Companies(Management and Administration) Rules, 2014 and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

167. In furtherance of and without prejudice to the general powers conferred by or implied in Article 131 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

168. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

169. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not

so charged.

170. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

171. To appoint and remove, or suspend such agents, secretaries, officers, clerks and temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.

172. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

173. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

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

175. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

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

177. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

178. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

179. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.

180. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner subject to the provisions of the Act as the Directors may deem fit.

181. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and

accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.

182. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

DELEGATION OF POWERS

183. Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Whole-time Directors.

184. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.

185. Every resolution delegating the power referred to in Sub-clause shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.

186. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum.

187. The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

188. Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

189. The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said

Act.

190. The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

191. Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

192. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.

193. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

194. All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.

MANAGER

195. Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

DIVIDENDS AND RESERVES

196. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

197. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

198. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

199. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

200. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

201. The Board may, before recommending any dividends, set aside out of the profits of the

Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

202. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

203. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.

204. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.

205. 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 dividends as from a particular date, such shares shall rank for dividend accordingly.

206. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.

207. Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call 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 the dividend may, if so arranged between the Company and themselves, be set off against the call.

208. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque /Warrant/ Electronic mode sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.

209. Every such cheque /Warrant/ Electronic mode shall be made payable to the order of the person to whom it is sent.

210. Every dividend cheque / Warrant/ Electronic mode shall be posted within such period as may be prescribed by the Act and/or Rules from the date of declaration of the dividends.

211. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly

transfer the same.

212. Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:

213. Transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and

214. Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act.

215. Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

216. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

217. No dividend shall bear interest against the Company

218. No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

219. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

ACCOUNTS

220. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expanded by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.

221. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.

222. The books of accounts shall be open to inspection by any Director during business hours.

223. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

224. The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

225. Subject to the provisions of Section 129, 133 of the Act, every financial statement of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

226. Subject to Section 134 of the Act, every financial statement of the Company shall be signed on behalf of the Board by not less than two Directors.

227. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

228. The Auditor‘s Report shall be attached to the financial statements.

229. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company ‘s affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.

230. The report shall, so far as it is material for the appreciation of the state of the Company‘s affairs by its members and will not in the Board‘s opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company‘s business or that of the Company‘s subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.

231. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor‘s Report.

232. The Board‘s Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article

233. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.

234. The Company shall comply with the requirements of Section 136

ANNUAL RETURNS

235. The Company shall make the requisite annual return in accordance with Section 92 of the Act.

AUDIT

236. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

237. Subject to provisions of the Act, Listed Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office as per provisions contained in Section 139 (2) and (3) of the companies Act and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.

238. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.

239. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.

240. The Company shall, within seven days of the Central Government‘s power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.

241. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

242. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section140 of the Act shall apply in the matter. The provisions of this Sub- clause shall also apply to a resolution that retiring Auditor shall be reappointed.

243. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

244. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

245. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

246. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

247. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.

248. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

249. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:
    a. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and
    b. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.

250. The Auditor‘s Report shall also state:

    a. whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;

    b. whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;

    c. whether the report on the accounts of any branch office of the company audited under sub-section (*8*) by a person other than the company‘s auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;

    d. whether the company‘s balance sheet and statement of profit & loss and Cash Flow Statement dealt with in the report are in agreement with the books of account and returns;

e. whether, in his opinion, the financial statements comply with the accounting standards;

f. the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;

g. whether any director is disqualified from being appointed as a director under sub- section (*2*) of section 164;

h. any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;

i. whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;

j. whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;

k. whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;

l. whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

251. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor‘s Report shall state the reason for such answer.

252. The Auditor‘s Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

253. Every account of the Company when audited and approved by a General Meeting and subject to the provisions of Section 131 of the Act, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.

SERVICE OF DOCUMENTS ETC

254. A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

255. A document (which expression for this purpose shall be deemed to included and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.

256. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.

257. Where a document is sent by post:

a. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;
b. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and
c. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

258. Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

259. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

260. A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

261. Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other

persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

262. Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;

a. every member of the company, legal representative of any deceased member or the assignee of an insolvent member;

b. the auditor or auditors of the company; and

c. every director of the company.

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

264. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.

265. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.

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

267. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

268. 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 the Managing Director or Company Secretary or an authorised officer of the Company and need not be under its seal.

INDEMNITY AND RESPONSIBILITY

269. Subject to the provisions of Section 197 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 the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.

270. Subject as aforesaid, every Director, Manager, Secretary, or other officer/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 and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurrable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

271. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity 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 and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

SECRECY CLAUSE

272. No member shall be entitled to visit or inspect the Company‘s works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company‘s trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.

273. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict

secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

REGISTERS, INSPECTIONS AND COPIES THEREOF

274. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days notice to the company about his intention to do so.

275. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.

GENERAL AUTHORITY

276. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

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

Sl. No.	Name of Subscriber	Description, address and occupation of each subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscriber
1	V. G. Bhaskaran Nair	S/o. T. Velayudhan Nair, Padma Nivas, XXXV / 569, Nettepadom Road, Ernakulam, Cochin – 682 016 Company Executive	Ten	Sd/-
2	C. Sankara Menon	S/o. K. Sankunny Menon, 'Kalyanalayam", Thevara Road, Ernakulam, Cochin – 682 016 Company Executive	Ten	Sd/-
3	S. Muthukrishnan	S/o. H. Subramania Aiyar, "Chandhini", G-78, Panampilly Nagar, Cochin – 682 016 Company Executive	Ten	Sd/-
4	R. V. Narasimhan	S/o. R.N. Veeramani lyer, VI/1491, Palace Road, Cochin-682002. Company Executive	Ten	Sd/-
5	M. S. Subramanian	Slo. S. Sankara lyer, 8/2060, Latan Road, Mattancherry, Cochin-682 002. Company Executive	Ten	Sd/-
6	K. Hari	S/o. Dr. Kerala Varma, "Peppermint Sadan," M. G. Road, Ernakulam, Cochin-682 016. Company Executive	Ten	Sd/-
7	Thomas Chandy	Slo. V. W. Chandy, 50/2209, Elamakkara, Cochin-682 026, Company Executive	Ten	Sd/-
		Total No. of Shares	Seventy	
	Signature of witness & his description, address and occupation	K. Subramaniam, S/o. A. Krishna lyer, 41/1338, E.S.I. Extension Road, Cochin – 682 018, Company Executive	Sd/-	Sd/-

Dated at Cochin, the Fifteenth day of May, 1984.

MEMORANDUM OF ASSOCIATION
OF
ZINEMA MEDIA AND ENTERTAINMENT LIMITED
INCORPORATED UNDER THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

I. The name of the Company is " **ZINEMA MEDIA AND ENTERTAINMENT LIMITED**."

II. The Registered Office of the Company will be situated in the State of Tamil Nadu.

III. (a) The Objects to be pursued by the Company on its incorporation are: -

1. To manufacture, formulate, process, import, export, market, sell, barter in, carry on business as wholesalers and retailers and otherwise deal in all kinds of raw materials and intermediates such as industrial chemicals, organic and inorganic chemicals, heavy chemicals, fine chemicals, alkalies and acids, essences, solvents, fertilizer raw materials, micro-nutrients, inhibitors and initiators, animal health chemicals and medicines and feed products and supplements.

2. To manufacture, formulate, process, import, export, market, sell, barter in, carry on business as wholesalers and retailers and otherwise deal in all kinds of detergents, fumigators, insect-killers, electronic and/or electrical mosquito destroyers and repellents, household insecticides, toiletries and other allied products.

3. To manufacture, assemble, design, hire, sell, service repair or otherwise deal in all kinds of electronic and/or electrical equipment, instruments, components, and parts for testing, research, use, home entertainment, home utility and industrial applications.

4. To manufacture, buy, sell, deal in, distribute, import and export pesticides, agrochemicals, insecticides, acaricides, fungicides, weedicides, herbicides, nematocides, bactericides, rodentricides, minerals, resins, basic chemicals and allied chemicals.

5. To manufacture formulate, process, import, export, market, sell, barter in, carry on business or otherwise deal in all kinds of aromatic chemicals flavors and flavoring substances, essential oils, whether natural or synthetic perfumes, perfumery compounds, perfumery intermediates, perfumery raw materials, essences and lemon grass oils.

6. To carry on the business of purchase, sale, manufacture, process, import, export, buyers, sellers, traders, merchants, distribution, deal in, to act as indent or agent, commission agent, distributors, wholesalers, retailers, broker, contractor, or otherwise deal with raw and process materials, semi products and end products of carbon, chemicals, coal including coke in all its forms but excluding charcoal, lignite, limestone, molasses, non-ferrous metals and alloys, iron and steel and other allied items and industrial raw materials.

7. To carry on the business of purchase, sale, process, import, export, buyers, sellers, traders, merchants, distribution, deal in, to act as indent or agent, commission agent, distributors, wholesalers, retailers, broker, contractor, or otherwise deal with all kinds of plastic scraps, ferrous and nonferrous scraps including but not limited to aluminium scraps, lead scraps, brass scraps, lead alloy scraps, copper scraps, copper alloy scraps, and all other scraps including their extrusions.

8. #To carry on in India or outside India or elsewhere the business to present, produce, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate, promote, operate, participate, collaborate and run at national and international level all sorts of shows and modeling, films, programmes of song, music, dance, film star, pop star, T.V. channels, entertainment web-sites and for the purpose to

engage, book or hire artists, authors, story writers, musicians, models, performers, and other persons and agencies.

9. To carry on the business of manufacture, fabricate and assemble, buy, sell, import, export, distribute, resell, franchise, marketing, and deal in automobile parts of all kinds and descriptions, automotive and other gears, transmission, and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles, alloy springs, accessories and fittings of all kinds and to act as brokers and marketing agents for aforesaid items.

10. To carry on the business of buying, selling, dealing in, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, amphibious vehicles, and vehicles suitable for propulsion on the land, sea, or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal, or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with the maintenance, and working of motors.

11. To carry on in India or outside India or elsewhere the business to develop create present, produce, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate, promote, operate, participate, collaborate and run at national and international level all sorts of shows and modeling, films, programmes of song, music, dance, film star, pop star, T.V. channels, entertainment web-sites and for the purpose to engage, book or hire artists, authors, story writers, musicians, models, performers, and other persons and agencies.

12. To Carry on the Business of Cinema Halls, to setup, lease and co-operate as own, leased, franchised or partnership across India & Globally. To carry on the Business of all allied business which may include, Real-estate, Infrastructure development, Shops and Establishment related to Cinema Halls and further carry on the business of establishing sporting arena, Food courts, Restaurants Entertainment zones along with other recreation facilities along with retail and shopping facilities.

13. To Carry on the Business of producing content but not limited to Films, Music and Sports, all formats of content that may have a wider reach to be exploited across traditional and new age mediums.

14. To Carry on the Business of content by establishing own or partner platform / networks which would cover all last mile access .To carry on the business to Create, Produce Distribute and monetize content through Traditional networks which may include Theatrical, Television ,Home Video , Satellite , Cable , Airline & Ship , Festival & Territorial including other languages apart from New Age mediums including SVOD (Subscription Video on Demand),TVOD (Transactional Video on Demand), AVOD (Ad-supported Video on Demand), OTT /IPTV, Digital Download , Mobile & App, Webcasting & Simulcasting, Social Media, Metaverse & VR To carry the business to establish a Broadcast networks which may include traditional TV & New Age TV (both Linear / Smart TV).

15. To carry on in India and Globally the business of sports to develop, create, present, produce, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate, promote, operate, participate, collaborate and run at national and international level all sorts of sports and for the purpose to engage, book or hire sport personalities / Celebrities, Anchors, Commentators, Referees, Athletes, Performers, and other persons and agencies. To carry on the

business of establishing / operating / running, sports facilities, training centers / academies own, leased, franchise, partnerships. To Carry on the Business of all allied business which may include manufacture / trade / sell Sporting goods, Real-estate, Infrastructure development, Shops and Establishment and further carry on the business of establishing, Spas, Health & Wellness centers, Food courts, Restaurants Entertainment zones along with other recreation facilities along with retail and shopping facilities.

16. To carry on the Business of consulting in the areas of Media, Entertainment and sports in the areas of the Business and Technology. To Carry on the Business of the Technology which would include conceptualization, development and implementation of technology solutions in the areas of Media, Entertainment & sports which would cover Own products & solutions, Partnership with other Solution providers, Franchise, Distribution and also act as system integrator.

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-

1. To act as estate agents, executors and trustees and attorneys for any person, firm or corporation.

2. To act as agents brokers, stockists, distributors, commission agents, manufacturers, representatives, selling and purchasing agents, for sellers, buyers, exporters, importers, manufacturers, merchants, planters, farmers, agriculturists, tradesmen, Insurers and others generally to undertake and carry out agency work of any kind whatsoever and transact all kinds of agency and commission business.

3. To undertake any managerial consultancy, advisory, secretarial accountancy, clerical or similar work.

4. To lend and advance money, or to give credit to persons, firms or companies and on such terms as may seem expedient and in particulars to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons, firms or companies and generally to give guarantees and indemnities, provided that nothing herein shall authorise the Company to do any business which may come within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

5. To carry on business as buyers and sellers of and dealers in bulbs, wires, cables, batteries, tools and agricultural implements, sprayers, pumps, vehicles, vessels and all kinds of machinery, spare parts, accessories and equipments and all other requisites that may be required by trade and industry.

6. To manufacture, buy, sell, exchange, alter, improve manipulate, prepare for marker repair, let on hire and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on any of the main business or processes of the Company.To buy sell, manufacture, refine, manipulate, import, export and deal in substances, apparatus and things capable of being used in the main business of the Company,
7. To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.

8. To repair, alter, remodel, clean, renovate, convert, manipulate, and prepare for resale and resell any goods from time to time belonging to the Company.

9. To employ experts to investigate and examine into condition, prospects. value, character and circumstances of any business concerns and undertakings and generally of any

assets, property or rights.

10. To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of any company or companies, subsidiary or otherwise, and to enter into any arrangement with such company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

11. To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

12. To take, or otherwise acquire, and hold shares in any other company having objects altogether or in part similar to those of this Company. or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

13. To engage, employ, maintain and dismiss managers, assistant managers, superintendents, clerks and other employees and workers in this Company.

14. To appoint directors or managers of any subsidiary company or of any other company, firm or undertaking in which this Company is or may be interested.

15. To take part in the management, supervision and control of the business or operations of any company undertaking or person and for that purpose to appoint and remunerate any directors, employees, trustees, accountants, technical or other experts or agents.

16. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and rights or privileges which the Company may think necessary or convenient for the purpose of its particular any land, buildings, easements, machinery, plant and stock-in- trade; and either to retain any property so acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.

17. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories or works or any roads, ways, tramways, railways, branches or sidings, bridges, wells reservoirs, water courses, wharves, warehouses, electric works, shops, stores, chawals, and other buildings, for housing directors, employees, work people and others, or other works and conveniences, which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidise or otherwise assist or take part in the construction, improvement maintenance, development, working, management, carry out or control thereof.

18. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles, whether made by the company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof in the hire-purchase system Of otherwise howsoever.

19. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares debentures, or securities of any other company.

20. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on or proposing to carry on or engage in any business which the Company is authorised to carry on, or possessed of property suitable

for the purpose of this Company or, which can be carried on in conjunction therewith or which is capable of being conducted so /as directly or indirectly to benefit the Company.

21. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the Company or enter into any arrangements for sharing of profits or losses or for any union of interest, joint venture, reciprocal concessions, or co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company or to acquire, carry on any other business (whether manufacturing or otherwise) auxiliary to the main business of this Company or connected therewith and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture- stocks or securities that may be agreed .upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stocks or securities so received.

22. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for an, other purpose and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares, stocks, debentures, debenture-stocks or other securities of any such other company.

23. To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise whether in India or abroad, or any person, firm or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority person, firm, or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit desirable to obtain, and to carry out, exercise and comply therewith.

24. To apply for, promote and obtain any act, charter privilege, concession, license, permit, authorisation of any government, state or municipality, provisional order or license or any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company or for effecting any modification of the company's constitution, or for any other purpose which may seem expedient and to oppose any actions, proceeding or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.

25. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d' invention, trade marks, designs, licenses, concessions, and the like concerning any exclusive or non-exclusive or limited tight to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise. turn to account the property, rights, or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

26. To establish, provide, maintain and conduct, or otherwise subsidise, and assist research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments. tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.

27. Subject to the provision of the Companies Act, 1966, to make donations either in cash or other assets to such persons or institutions and in such cases as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to the company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or political or other institutions' objects or for any exhibition or for any public general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to payments towards insurance arid to form and contribute to provident and benefit funds of or for such parsons.

28. To refer or agree to refer any claims, demand, dispute or any other question. by or against the Company or in which the Company is or may be interested or concerned, and whether between the Company and the member or members or his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

29. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital (including brokerage and commission) for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, stocks, debentures, debenture-stocks or other securities of the Company.

30. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the other company.

31. To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the Company, or the acquisition of property by the Company, or the conduct of its business whether by cash payment or by the allotment of shares, stocks, debentures, debenture-stocks or other securities of the Company, credited as paid up in full or in part.

32. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, journals and other publications, by circulars, by purchase and exhibitions of works of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.

33. To open, maintain or close current or other account or accounts with any bank or banks and to invest in government securities or otherwise and deal with the money of the Company in such manner as may from time to time be determined.

34. To receive money on deposit subject to the provisions of the Companies Act, 1956 and the Rules made there under or loan and borrow or raise money in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any

other person, firm or company, as the case may be.

35. To draw, make, accept, endorse, discount, execute, negotiate, purchase, lend money upon and issue bills of exchange, promissory notes, bills of lading, warrants, charter parties, debentures and other negotiable or transferable Instruments or securities, and contracts, deeds, and other instruments and to cancel or vary such instruments.

36. To sell, improve, manage, develop exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.

37. Subject to the provisions of Section 205 of the Companies Act, 1956, to distribute among the members by way of dividend or upon a return of capital but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.

38. To insure the whole or any part of the property of the Company either fully or partially; to protect and indemnify the Company from liability or loss in any respect either fully or partially also to insure and to protect and indemnify any part or portion thereof either on mutual principle and or otherwise.

39. To carry out in any part of the world all or any part of the foregoing objects as principals, agents, factors, trustees, contractors, or otherwise either alone or in con-junction with any other person, firm, association, corporate body, municipality, province, state, body, politic or government or colony or dependency thereof.

40. To exercise alt or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all States, territories, possessions, colonies, and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to (discontinue such number of officers and agencies therein as may be convenient.

41. To do all end everything necessary, suitable or proper for the accornplishment of any of the purposes the attainment of the main objects or for the furtherance of any of the powers herein before set forth, either alone, or in association with other corporate bodies, firms, or Individuate, and to do every other act or acts, thing or things incidental or appurtenant to growing out of or connected with the aforesaid business or powers of any pert or parts, thereof provided the same be not inconsistent With laws of the Union of India.

42. To underwrite, acquire, sell, deal in, take up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business In India or in any foreign country and debentures, debenture-stocks, bonds, obligations and securities. Issued or guaranteed by any Government, sovereign ruler, Commissioners, public body or authority, supreme, municipal, local or otherwise whether in India or abroad.

43. To acquire any such shares, stocks, debentures, debenture-stocks, bonds, obligations or securities by original subscription, tender., purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers, conferred by or incidental to the ownership thereof.

44. To carry on business as manufacturers, buyers, sellers, exporters and importers of and dealers in boxes, cases, cartons, bins, tubes, crates, packing cases, cans, bate strapping Systems, bags, containers, and fittings there for of every kind, whether made of metal, wood, cardboard. Feather, fibre, rope, coir, plastic, fibre glass or other natural or synthetic material.

45. To carry on business as money lenders, mortgage brokers, financial agents and advertisers and to act as financiers generally, but not to carry on any chit business as prohibited under the Banning of Prize, Chits and Money Circulation Scheme (Banning Act) 1978.

46. To carry on the business of buying and selling, hiring and letting on hire, leasing and letting on lease of movable properties of all kinds, including Plant, Machinery, Cold Storage, Refrigerator Air conditioning machinery and equipments Internal Communicating System and equipment, Computer, Computer Program, Soft-ware, Office equipments of all kinds, Security system, Tractor, Tiller, Thresher, Dryer, Two wheelers and Three wheelers and Motor Vehicles of all kinds, ships, boats, submarines and all kinds of ocean going vessels, aircrafts, helicopters and all kinds of air-borne carriers.

47. To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase of, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of and to manage /and, buildings and other property, whether belonging to the company or not and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes, and to collect rents and income and to supply to tenants and occupiers and others, refreshments, clubs, public hall, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages and other advantages.

48. To manufacture and render marketable on account of the company or any others, marine products such as fish, prawns, lobsters, frog legs, turtles, tuna sardines, and to buy, sell, export, dispose of and deal in any such produce, either in its prepared, processed, cured, manufactured or raw state.

IV. The liability of the members is limited.

*** **V.** The Authorized Share Capital of the Company is ₹ 50,00,00,000 (Rupees Fifty Crore) divided into 5,00,00,000 Equity Shares of ₹10 each /- (Rupees Ten only). Subject to the provisions of the Act, the Company has the power from time to time to increase or reduce, reclassify its capital and to issue any shares in the original or new capital as equity or preference shares and to attach any class or classes of such shares any preference rights, privileges or priorities in payment of dividends, distribution of assets or otherwise over any other shares or subject the same to any restrictions, limitations or conditions and to vary the regulations of Company as far as necessary to give effect to the same and upon the sub-division of a share, to apportion, the rights to participate in profits in any manner.

****Altered vide AGM Dated 23.08.2025*

We, the several persons whose names, addresses and descriptions are hereunder 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 our respective names.

Sl. No.	Name of Subscriber	Description, address and occupation of each subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscriber
1	V. G. Bhaskaran Nair	S/o. T. Velayudhan Nair, Padma Nivas, XXXV / 569, Nettepadom Road, Ernakulam, Cochin – 682 016 Company Executive	Ten	Sd/-
2	C. Sankara Menon	S/o. K. Sankunny Menon, 'Kalyanalayam", Thevara Road, Ernakulam, Cochin – 682 016 Company Executive	Ten	Sd/-
3	S. Muthukrishnan	S/o. H. Subramania Aiyar, "Chandhini", G-78, Panampilly Nagar, Cochin – 682 016 Company Executive	Ten	Sd/-
4	R. V. Narasimhan	S/o. R.N. Veeramani lyer, VI/1491, Palace Road, Cochin-682002. Company Executive	Ten	Sd/-
5	M. S. Subramanian	Slo. S. Sankara lyer, 8/2060, Latan Road, Mattancherry, Cochin-682 002. Company Executive	Ten	Sd/-
6	K. Hari	S/o. Dr. Kerala Varma, "Peppermint Sadan," M. G. Road, Ernakulam, Cochin-682 016. Company Executive	Ten	Sd/-
7	Thomas Chandy	Slo. V. W. Chandy, 50/2209, Elamakkara, Cochin-682 026, Company Executive	Ten	Sd/-
		Total No. of Shares	Seventy	
Signature of witness & his description, address and occupation		K. Subramaniam, S/o. A. Krishna lyer, 41/1338, E.S.I. Extension Road, Cochin – 682 018, Company Executive	Sd/-	Sd/-

Dated at Cochin, the Fifteenth day of May, 1984.