

THE COMPANIES ACT, 2013

*MEMORANDUM OF ASSOCIATION

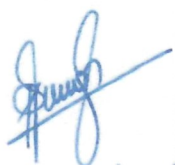
OF

*SOBO FILMS HOLDING LIMITED

(COMPANY LIMITED BY SHARES)

- I. *The Name of the Company is SOBO FILMS HOLDING LIMITED.
- II. The Registered Office of the Company is situated in the state of Maharashtra i.e. within the jurisdiction of Registrar of Companies Maharashtra, Mumbai.
- III. The objects for which the Company is established are:
 - (a) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on in India and all parts of the world the business of making, producing, reproducing, co-producing, exhibiting, distributing, syndicating, renting & otherwise deal in and exploiting all kinds of films, documentaries, short films, creating and running YouTube channels, creating and running OTT platforms etc. and to produce, reproduce, co-produce, develop, license, direct, exhibit, contract, consult, organize, design, distribute, advertise, research, deal, sell, buy, import, export, hold rights and commissioning of video Programmes, Telefilms, Ad-Films, cinematographic films, games shows, children programmes, documentaries, soaps, animation films, chat shows, news and current affair programmes, interviews, reality shows, TV Serials in all languages, film operators, cinematography, equipments and other such products, dances, plays, musical programmes, games and sports both Indoor and Outdoor, dramatic and other performances of all kind whatsoever, live or recorded whether in public or private in India and abroad and to carry on the business of production of television programmes, television serials, films, Short Films, news based programmes, current affair programmes, talk shows, chat shows, game shows and any other entertainment based content, programmes in different Indian & other regional languages to broadcast on satellite television, cable, broadband, web, internet, radio and any other broadcast medium and to print, publish, sell and market newspapers, magazines and any other print form of content publication in regional languages and to deal in establishing, maintaining and managing studios, television channels and film production equipment and facilities, producing, buying, selling, import and export of content and information in print, audio, video and any other form and also to carry on business to broadcast television programmes by hiring, leasing, buying transponders on satellites and also to carry on, subject to the necessary government and other approvals, the activities or businesses of broadcasters of sound and/or audio-visual recordings and cable and wireless communications.
2. To build, purchase, lease, hire or otherwise acquire and operate shooting / studio facilities and to purchase, hire or lease or otherwise



Harvindersingh Arora
Director
DIN: 00802852



acquire and maintain the necessary camera and lenses for the purpose of the business of the Company and to buy, hire and otherwise acquire all or any shooting equipments, apparatus, and other necessary materials and other articles and things and to buy, hire, lease and otherwise acquire or to sell and provide on lease Vanity Van or any other as deemed necessary in connection with the business of the Company and to impart necessary training for increasing the knowledge and skills and to undertake development programmes work and to carry on various other internet based or related on-line business, to provide various web based services including gaming, blogging, audio/video streaming etc. by designing, creating, hosting, servicing etc., appropriate web sites, and to carry business of internet service, electronic mail service, facsimile service for online medium and/or mobile applications, providing or engaging in business of m-commerce solutions, providing value added services in mobile telephones and/or other communication systems and to carry on the business to produce, treat, process, prepare, alter, develop, expose, edit, exhibit, make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, export cine films, TV serials, advertising films, telefilms, documentary films etc; and to act as agent, broker, distributor, proprietor, owners of copy rights, audio rights, theaters, cinema halls, dubbing rights, cinema studio and film processing labs owners and to do all other incidental acts for the attainment of the aforesaid objects of the company and to erect, purchase by contract, take on hire or lease, or otherwise acquire and maintain the necessary studio or studios, theatres, picture houses for the purpose of the Company and to buy, take on hire and otherwise acquire all or any machinery, cameras, instruments, apparatus, chemical and other necessary materials for sets, decorations or ornaments furniture and fixtures and other articles and things as deemed necessary in connection with the business of the Company.

3. To carry on the business of / engaged in originating developing and producing commercial feature films, broadcasting, telecasting, relaying, transmitting, content developing, animation / graphics / sound effects, distributing, Release or running any video, audio, voice, over television, radio, internet, telecom or any other media , Video On Demand or any other services and carry on the business of identification of script (script analysis)Project planning (Pre Production) Execution of Production and Post Production activities or deals with all kinds of services and to carry on the business of providing Support Services whether information technology enabled or otherwise, including but not limited to providing back office services, enterprise content and data services, business analysis, business intelligence, advertising, public relations, business, commercial, Global Digital marketing, social media marketing, Brand Building, Event Management and administrative services in India and abroad.

(b) MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE III (a) ARE:-

4. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.

***Altered vide special resolution passed by members at an extra ordinary general meeting of the company held on August 16, 2024.*



Harwinder Singh Arora

Director

DIN: 00802852



**The Company has adopted new set of Memorandum of Association pursuant to Special Resolution passed by the Shareholders of the Company at their Extra-Ordinary General Meeting held on January 10, 2025 for conversion to public company.*

5. To establish branches, agencies or appoint representatives in any part of the world to attain all or any one or more of the objects of the Company.
6. To enter into contracts, agreements and arrangements with any other entity for carrying out by such other entity on behalf of the Company any of the objects for which the Company is formed.
7. 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, debentures or other securities of the Company.
8. To acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations, securities, either by original subscription or tender, purchase, exchange or otherwise, or any interest whatsoever whether financial or otherwise, in any company, body corporate, partnership, business or any undertaking whatsoever, however or wheresoever constituted, or carrying on business of any kind or trading in any form whatsoever in any part of the world and to exercise and enforce all rights and powers conferred or incidental to the ownership thereof.
9. To undertake or participate in the formation, management, supervision or control of the business operations of any other company, firm or person having similar objects.
10. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
11. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary of convenient for carrying on the main business of the Company.
12. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
13. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
14. To undertake or promote scientific research relating to the main business or class of business of the Company.
15. To acquire and takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company



Harvinder Singh Arora
Director

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and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.

16. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organisations for technical, financial or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
17. Subject to applicable provisions of the Companies Act, 2013, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
18. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
19. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or inconnection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licences in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
20. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, licence or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
21. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licences and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
22. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
23. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.



Harvindsingh Arora
Director

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24. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required, in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
25. Subject to applicable provisions of Companies Act 2013, and the Regulations made thereunder and the Directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures-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 properties, or assets or revenues and profits 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 or Company of any obligation undertaken by the Company or such other person or company to give the lenders the power to sale and such other powers as may seem expedient and purchase redeem or pay off any such securities.
26. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
27. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
28. To sell, lease, mortgage, exchange, grant licences and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
29. Subject to the applicable Provisions of Companies Act, 2013, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
30. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the applicable Provisions of Companies Act, 2013.
31. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.
32. To accept gifts, bequests, devisers or donations of any movable or immovable property or any right or interests therein from members or others.
33. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.



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Director
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34. Subject to the applicable Provisions of Companies Act, 2013, of the Companies Act, 2013 to subscribe contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
35. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
36. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
37. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine, subject to the applicable Provisions of Companies Act, 2013.
38. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
39. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
40. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
41. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.



Harvinder Singh Arora
Director
DIN: 00802852



42. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
43. ***Subject to the provisions of Sections 179, 180 and 186 of the Act, to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such shares, securities, or investments (not being shares in this Company) and in such manner as they may think fit, and from time to time to vary or release such investments.
- IV. The Liability of the Members is limited and the liability is limited to the amount unpaid, if any, on the shares held by them.
- V. ****(a) The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

*****Altered vide special resolution passed by members at an extra ordinary general meeting of the company held on August 16, 2024.**

******The Authorised Share Capital of the Company was increased from Rs. 1,00,000/- (Rupees One Lakh Only) to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) vide Special Resolution passed by members at an Extra Ordinary General Meeting of the Company held on August 16, 2024.**



Harvindersingh Arora
Director
DIN : 00802852



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

Name, Address & Description of each subscriber	No. of Equity Shares taken by each	Signature of Subscriber	Signature of Witness, his name, address, description and occupation
MR. VIKAS GULATI 1901, ZAHRA TOWER, DR E. MOSES ROAD, WORLI, MUMBAI - 400018 DIRECTOR S/O SHRI MOHAN GULATI	5000 (FIVE THOUSAND)	<i>Vikas Gulati</i>	WITNESS TO SUBSCRIBERS 142 <i>Hemang P. Shah</i> HEMANG P. SHAH S/O PRADIP N. SHAH 17, GOPAL BHAVAN, 199 PRINCESS STREET, MARINE LINES, MUMBAI - 400002 PRACTISING CHARTERED ACCOUNTANT
MS. SMRUTI SHINDE FLAT NO. 16 6TH FLR, GAUTAM APTS, 72, PALI HILL, NARGIS DUTT RD, BANDRA MUMBAI - 400050 DIRECTOR D/O SUSHILKUMAR SHINDE	5000 (FIVE THOUSAND) 10000 (TEN THOUSAND)	<i>Smruti S. Shinde</i>	

Date: 21st November, 2011
Place: Mumbai



THE COMPANIES ACT, 2013,
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION*
OF
SOBO FILMS HOLDING LIMITED

Preliminary

The Regulations contained in Table F in the First Schedule to the Companies Act, 2013, shall apply so far as they are applicable to a Public Limited Company and so far only as they are not inconsistent with any of the provisions contained in these Regulations.

I. Interpretation

(1) In the interpretation of these Articles, unless repugnant to the subject or context

- (a) "the Act" means the Companies Act, 2013,
- (b) "Articles" means these articles of association of the Company or as altered from time to time.
- (c) "the Board" or the "Board of Directors" the collective Body of the Directors of the Company.
- (d) "Company" means - SOBO FILMS HOLDING LIMITED
- (e) "Committee" shall mean the committee of the Board of Directors of the Company.
- (f) "Directors" means a Director appointed to the Board of the Company

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

II. Share capital and variation of rights

(2)

- (i) The Authorized Share Capital of the Company shall be such amount as is given in Clause 5 of the Memorandum of Association.
- (ii) Whensoever the Company has, with the previous approval of the members, issued any securities/availed any secured loans entitling the holders of such securities/secured lenders thereof to apply for shares in the capital of the Company, the members of the Company shall be bound to ensure that the share capital of the Company will be adequate to absorb the increase in the capital that would arise consequent to such holders exercising their right to apply for and be allotted shares in the Company. For this purpose, the members of the Company are bound to cause the authorised capital of the Company to be suitably increased and shall exercise their voting rights to vote unanimously in favour of the resolution to be passed by the Company in general meeting for

*Adoption of new set of Articles of Association pursuant to the Special Resolution passed by the Shareholders of the Company at their Extra-Ordinary General Meeting held on January 10, 2025.



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Director
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increasing its authorised capital, such resolution to be passed prior to the date on which (or the period during which) such option is exercisable by the holders of such instruments/secured lenders. Towards that objective, the members acknowledge that any votes cast by a member against such a resolution shall be disregarded and be deemed to be invalid.

(iii) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

(3) (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, -

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary:

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(4) (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

(5) Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.



Harvindarsingh Arora

Director

DIN: 00802852



(6) Subject to the provisions of section 48 of the Act the Company shall have power to issue Share Capital with differential voting rights as to dividend or voting and the resolution authorising such issue shall prescribe the manner, terms and conditions of issue.

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

(8) Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

(9) "Notwithstanding anything to the contrary contained in these Articles, the Company shall have the right to convert the debt into equity in accordance with the terms of the finance documents executed with any bank/financial institution/security trustee/security agent/securitization company/ reconstruction company. In addition, the Company acknowledges and confirms that the lender(s) of the Company shall at all times have an unqualified right, to take all such actions as may be required under or in terms of the Prudential Framework for Resolution of Stressed Assets dated June 7, 2019 issued by the Reserve Bank of India and any other amendments/supplements/substitutes thereof ("Stressed Assets Framework") or any other applicable law, as amended, modified, supplemented, replaced, substituted and updated from time to time by any rules, regulations, notifications, circulars, press notes or orders by the Reserve Bank of India in this regard or any other government authority in this regard. The Company hereby absolutely, unconditionally and irrevocably agree, undertake and confirm that it shall take all necessary action (including but not limited to passing to necessary board/shareholder resolution, executing deed/documents etc.) in order to ensure implementation of any action taken by any lender(s) of the Company under the Stressed Assets Framework including the successful implementation of resolution plan, if any, formulated by the lender(s) of the Company under the Stressed Assets Framework."

Lien


(10) (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.


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Director
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(11) The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- (12) (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- (13) (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

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

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

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

(15) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

(16) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.



Haruindersingh Arova
Director
DIN: 00802852



(17) (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

(18). (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

(19) The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Dematerialization and Transfer of Shares

(20) Notwithstanding anything contained in these Articles, the Company shall in accordance with the provisions of the Depositories Act, 1996 be entitled to dematerialize any or all of its shares or rematerialize any or all its shares held with a Depository and / or for subscription in a dematerialized form pursuant to the Depository Act, 1996 (which includes any statutory amendments, clarifications, notifications issued by the concerned Authorities / Regulators modifications or re-enactment thereof for the time being in force) and All Securities held by a Depository shall be dematerialized and in fungible form.

(21) The Company shall be required to maintain a Register of Members or Index of Members in accordance with section 88 of the Act and Depositories Act, 1996 with details of shares held in material and dematerialized forms in any media (including electronic media) as may be permitted by Law. The Register and Index of Beneficial Owners maintained by a Depository under Section 11 of the Depository Act, 1996 shall be deemed to be the Register and Index of Members holding securities in a dematerialized form for the purpose of the Act.

(22) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares in the records of the Depository as the absolute owner thereof and accordingly the Company shall not (except by an order of a Court of competent jurisdiction or as required by law) be bound to recognize any benami trust or equitable, contingent or other interest in such shares on the part of any other person whether or not it shall have express or implied notice thereof.



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Provided further that the Depository as the registered owner shall not have any voting rights or any other rights in respect of the shares held by the Depository. All the beneficial owners shall be entitled to all such voting rights and other rights and benefits and liabilities in respect of his / her shares held with a Depository.

(23) Notwithstanding anything provided herein above, in the case of transfer of shares, where the Company has not issued any certificates and where such shares are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply and accordingly the Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of shares on behalf of the beneficial owner. Furthermore, nothing contained in section 56 of the Act shall apply to a transfer of shares affected by a transferor and transferee, both of whom are entered into as beneficial owners in the records of a Depository.

(24) Every person subscribing to Securities offered by the Company or persons who hold Securities by transfers, transmission, transposition, gift or otherwise (hereinafter called as the transfer for the purpose of this Article) have the option to receive security certificates or to hold the Securities with depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted by the law, in respect of any security in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

Transmission of Securities

(25) (i) On the death of a security(ies) holder, the survivor or survivors where the security(ies) holder was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

(26) (i) Any person becoming entitled to a security(ies) in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either -

(a) to be registered himself as holder of the securities; or

(b) to make such transfer of the securities as the deceased or insolvent securities holder could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent securities holder had transferred the securities before his death or insolvency.

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



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

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

(28) (i) A person becoming entitled to a securities by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the securities, except that he shall not, before being registered as a securities holder in respect of the securities, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the securities, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the securities, until the requirements of the notice have been complied with.

(ii) (a) on the death of the sole member, the person nominated by such securities holder shall be the person recognised by the company as having title to all the securities of the member;

(b) the nominee on becoming entitled to such securities in case of the securities holder's death shall be informed of such event by the Board of the company;

(c) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole securities holder of the company was entitled or liable;

(d) on becoming securities holder, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the securities holder, become the securities holder of the company.

Nomination

(29)(a) Notwithstanding anything contained in these Articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Act shall apply in respect of such nomination.

(b) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014.

(c) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.

(d) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.



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(30) A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-

- (a) to be registered himself as holder of the security, as the case may be; or
- (b) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;
- (c) if the nominee elects to be registered as holder of the security, himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder;
- (d) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.

Forfeiture of Securities

(31) If a securities holder fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

(32) The notice aforesaid shall-

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

(33) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

(34) (i) A forfeited securities may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.



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(35) (i) A person whose securities have been forfeited shall cease to be a member in respect of the forfeited securities, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the securities.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the securities.

(36) (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the securities;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the securities in favour of the person to whom the securities are sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the securities; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the securities be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the securities.

(37) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a securities, becomes payable at a fixed time, whether on account of the nominal value of the securities or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

(38) 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.

(39) Subject to the provisions of section 61, the company may, by ordinary resolution, —

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

(e) Reclassify the authorized share capital into different/several classes of shares.

(40) Where shares are converted into stock, —



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(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 in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(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.

(41) The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalisation of profits

(42) (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;



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(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

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

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

(43) (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

(44) Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

(45) All general meetings other than annual general meeting shall be called extraordinary general meeting.

(46) (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.



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Proceedings at general meetings

(47) (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

(48) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

(49) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

(50) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

(51) (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

(52) Subject to any rights or restrictions for the time being attached to any class or classes of shares, —

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

(53) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

(54) (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.



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(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

(55) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

(56) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

(57) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

(58) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

(59) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

(60) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

(61) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

(62) Until otherwise determined by a general meeting of the Company and, subject to the applicable provisions of the Act, the number of Directors shall not be less than three and not more than fifteen.

The first Directors of the company are:



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- 1) Mr. Vikas Mohan Gulati
- 2) Ms. Smruti Sushilkumar Shinde

(63) (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

(64) The Board may pay all expenses incurred in getting up and registering the company.

(65) The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

(66) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

(67) Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

(68) (i) Subject to the provisions of section 149 and 161, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.


(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Subject to the provisions of section 161 the Board can appoint alternate director, nominee director and director to fill up casual vacancy.

(68A) Any bank, financial institution or other bodies corporate from whom the Company has borrowed funds may with the approval of the Board of Directors of the Company appoint their nominees on its Board of Directors, pursuant to the terms of their respective credit facility agreements.

Proceedings of the Board

(69) (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.


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(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

(70) (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

(71) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

(72) (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

(73) (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

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

(74) (i) A committee may elect a chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

(75) (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

(76) All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

(77) Save as otherwise expressly provided in the Act, a resolution in writing, signed by any one members of the Board or of a committee thereof or by the Company Secretary of the Company, for the time being entitled to receive notice of a meeting of the Board or committee, shall be



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valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

(78) Subject to the provisions of the Act, —

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(79) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Dividends and Reserve

(80) The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

(81) Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

(82) (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for 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.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

(83) (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the



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dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

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

(85) (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(86) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

(87) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

(88) No dividend shall bear interest against the company.

Accounts

(89) (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

(90) Subject to the provisions of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so



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that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

(91) Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Secrecy

(92) No member or other person (not being a Director) shall be entitled to visit or inspect any works of the Company without the permission of the Directors or any other person authorised in that behalf by the Directors or to require discovery of or any information in respect of 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 secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be in expedient in the interest of the Company to disclose.

(93) Every Director, Manager, Auditors, Trustees, Member of a Committee, Officer, Servant, Agent, Accountant, Treasurer or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the shareholders if any or by a Court of Law, or by the person to whom matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

General Authority

(94) Save as otherwise expressly provided in the Act or these Articles, any documents or proceedings requiring authentication by the Company, may be signed by a Director or an authorised officer of the Company.


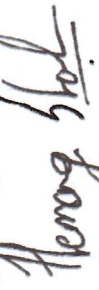
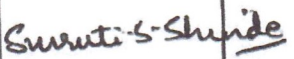
(95) Wherever in the Companies Act, 2013, it has been provided that any right, privilege or authority cannot be exercised or that any company cannot carry out any transaction unless it is so authorised by its Articles, then and in that case this Article hereby authorises and empowers this Company to have such right, privilege or authority and to carry out such transactions as have been permitted by the Companies Act, 2013, without there being any other specific Article in that behalf herein provided.



Harvindersingh Arora
Director
DIN: 00802852



We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Articles of Association.

Name, Address, Occupation & Description of each Subscriber	Signature of Subscriber	Signature of Witness: His name, address, description and occupation
MR. VIKAS GULATI 1901, ZAHRA TOWERS DR. E MOSES ROAD WOORLI, MUMBAI - 400 018 DIRECTOR S/O SHRI MOHAN GULATI		 HEMANG P. SHAH S/O PRADIP N. SHAH 17, GOPAL BHANAN, 199 PRINCESS STREET, MARINE LINES, MUMBAI - 400 002 PRACTISING CHARTERED ACCOUNTANT
MS. SMRUTI SHINDE FLAT NO. 16 6TH FLR GAUTAM APTS, 72, PALL HILL, NARGIS DUTT ROAD, BANDRA MUMBAI - 400 050 DIRECTOR D/O SUSHILKUMAR SHINDE		WITNESS TO SUBSCRIBERS 192

Date: 21st November, 2011
Place: Mumbai

