THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

MEMORANDUM

AND

ARTICLES

OF

ASSOCIATION

OF

LUMINO INDUSTRIES LIMITED

Registrar of Companies West Bengal

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र

Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसरण में

Pursuant of Section 149 (3) of the Companies Act, 1956

[illegible]

U 27203 WB 2005 PLC

[illegible] 1956 [illegible] 149 (1) [illegible] 149 (2) [illegible]

I hereby certify that the LUMINO INDUSTRIES LIMITED,

which was incorporated under the Companies Act, 1956, on the THIRTEENTH day of MARCH 2005, and which has this day filed a duly verified declaration in the prescribed form that the conditions of Section 149(1)(a) to (d)/149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

[illegible]

Given under my hand at KOLKATA this THIRTY FIRST day of MARCH one thousand nine hundred and TWO THOUSAND FIVE.

(D. [illegible]PADHYAY)

कम्पनियों का उप-रजिस्ट्रार

Dy. Registrar of Companies

[illegible] -10

J. S. C.-10

[illegible]—109 [illegible]/89

GAICIPII—FIV—189 GIFS Calcutta/89—IIOC-204—24-4-89—20,000.

LUMINO INDUSTRIES LIMITED

[signature]

DIN: 00673447

Director

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U14293WB2005PLC102556

मैसर्स LUMINO INDUSTRIES LIMITED

के अंशधारकों ने दिनांक 17/01/2011 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतदद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा कोलकाता में यह प्रमाण-पत्र, आज दिनांक इकतीस जनवरी दो हजार ग्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

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

Corporate Identity Number : U14293WB2005PLC102556

The share holders of M/s LUMINO INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 17/01/2011 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

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 Kolkata this Thirty First day of January Two Thousand Eleven.

(DEBASISH BANDOPADHYAY)
कम्पनी रजिस्ट्रार / Registrar of Companies
पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office :
LUMINO INDUSTRIES LIMITED
307, SWAIKA CENTRE, 4TH FLOOR, 4A, POLLOCK STREET,
KOLKATA - 700001,
West Bengal, INDIA

LUMINO INDUSTRIES LIMITED
Manuder Lal
DIN: 00673447 Director

सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Kolkata
Nizam Palace, 2nd MSO Building 2nd Floor, Kolkata, West Bengal, India, 700020

Corporate Identity Number: U14293WB2005PLC102556

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 LUMINO INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 01-10-2021 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 Kolkata this Twenty eighth day of October Two thousand twenty-one.

DS REGISTRAR OF COMPANIES WEST BENGAL 01

Anita Barla

Registrar of Companies

RoC - Kolkata

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

LUMINO INDUSTRIES LIMITED

Unit No- 12/4, Merlin Acropolis, 1858/1 Rajdanga Main Road, Kolkata, Kolkata, West Bengal, India, 700107

LUMINO INDUSTRIES LIMITED

Anenda Lon

DIN: 00673447 Director

प्रारूप आई.आर
Form I.R
निगमन का प्रमाण पत्र
Certificate of Incorporation

कॉर्पोरेट पहचान संख्या [illegible] वर्ष 2005-2006 [illegible]
CIN No. U[illegible]WB2005PLC102556 of date March 30, 2005

मैं एतदद्वारा प्रमाणित करता हूँ कि आज LUMINO INDUSTRIES LIMITED कम्पनी अधिनियम 1956 (1956 का सं. 1) के अधीन निगमित की गई है और यह परिसीमित है ।

I hereby Certify that LUMINO INDUSTRIES LIMITED is this day incorporated under the Companies Act, 1956 (1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर के साथ कोलकाता में तारीख 9 चैत्र 1926 शक संवत को दिया गया ।

Given under my hand at Kolkata this 30th day of March two thousand Five.

(डी. बन्दोपाध्याय)
(D. Bandopadhyay)
उप कंपनी रजिस्ट्रार, पश्चिम बंगाल
Dy. Registrar of Companies, West Bengal

LUMINO INDUSTRIES LIMITED
DIN: 00673447
Director

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Processing Centre
Plot No. 6,7, 8, Sector 5, IMT Manesar, Manesar, Haryana, India, 122050

Corporate Identity Number: U14293WB2005PLC102556 / U14293WB2005PLC102556

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 LUMINO INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 09/12/2024 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 ROC, CPC this TWENTY THIRD day of DECEMBER TWO THOUSAND TWENTY FOUR

Certification signature by DS CPC 1
<VIVEK.MEENA@GOV.IN> Validity Unknown

Digitally signed by
DS CPC 1
Date: 2024.12.23 14:38:11 IST

Brijesh Kain

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

Central Processing Centre

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

LUMINO INDUSTRIES LIMITED

Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, NA, Kolkata, Kolkata- 700107, West Bengal, India

LUMINO INDUSTRIES LIMITED
Nirmala Lohia
DIN: 00673447
Director

*THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

Memorandum of Association

Of

LUMINO INDUSTRIES LIMITED

I. The name of the company is **LUMINO INDUSTRIES LIMITED.**

II. The registered office of the Company will be situated in the state of West Bengal.

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 takeover as a going concern the business now being carried on by M/s. Lumino Industries, a partnership concern having its registered office at 55, Ezra Street, Kolkata-700 001, along with all its assets, liabilities, rights, licenses, obligations, etc.

2. To carry on the business as manufacturers, processors, semiprocessors, assemblers, manipulators, extruders, moulders, founders, miners, traders, dealers, distributors, stockiest agents, merchants, brokers, commission agents, exporters, Importers, representatives, engineers, alterers, exchangers, Improvers, buyers, sellers of PVC Insulated copper and aluminum conductors, cables, wires steel-core and aluminium conductors, cables, wires, stee-core wire and their allied products, PVC compounds, G. 1. wires and strips, aluminium and copper wires and other Electrical and Electronics goods for industrial, commercial and domestic purpose, ferrous and non-ferrous castings and their products, dyes, organic and Inorganic chemicals, plastics and their products, dyes, organic and inorganic chemicals, plastics and their allied products and machines, tool parts and other accessories, all raw materials, machinery and other products required in connection therewith.

3. To carry on all or any of the business of electrical engineers and contractors, electricians, mechanical engineers and contractors, structural engineers and contractors, civil engineers and contractors, Including planning, design, consultancy, erection, construction commissioning of equipments, plants and machinery, electric power, light in any Industry, works, establishment, factory and supply in all its branches and maintenance, repairs, remodel, re-construction and in particular to lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, accumulators, lamps and every electrical work and to generate acquire and purchase in bulk, accumulate, distribute and supply electricity and light and power to cities, streets, docks, markets, buildings and in places both public and private in India and elsewhere.

4. To carry on business of mining of bauxite and other metals.

5. To undertake, take up, and carry on, engage in process designing, supervision, owning, executing, operating, maintaining and providing other related services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving engineering, consultancy,

LUMINO INDUSTRIES LIMITED
Director
DIN: 00673447

procurement, construction, management in various sectors including power, telecom, railways, any other infrastructure, buildings and structures, water, oil & gas, refinery, fertilizers, chemicals petrochemicals; on Build-Operate-Transfer (BOT) or Build-Own-Operate (BOO) or Build-Own-Lease Transfer (BOLT) basis, Build-Own-Operate-Transfer (BOOT) basis, Build-Own-Operate-Share Transfer (BOOST) basis or on any other basis.

6. To construct, erect, execute, lay, connect, reconnect, maintain, lease in, lease out, buy, sell, import export pipelines, fittings, roads, water tanks, chambers, water sheds, pumping stations, filtration plant and stations.

7. To undertake erection, operation and maintenance of hydro, solar, wind, thermal and atomic powe generating stations, tie-lines, sub-stations and maintain Interstate transmission lines.

(Clause nos. 5, 6 and 7 inserted by passing of special resolution by the members of Company at a Extra Ordinary General Meeting held on 1st October, 2021)

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECT SPECIFIED IN CLAUSE III. A. ARE:

1. To purchase or otherwise acquire and hold on, invest, out of the surplus fund of the Company nc immediately required, trade, deal in, mortgage, pledge, assign, sell, transfer or otherwise dispose of an goods, wares, merchandise and all movable property for carrying out business of the Company.

2. To purchase or otherwise acquire, assemble, install, construct, alter, equip, repair, remodel, maintai enlarge, operate, work, manage, control, hold, own, lease, rent, charter, mortgage, sell, convey c otherwise dispose of any buildings and structures, telephones and other communication facilities, da processing system and facilities, machinery, apparatus, instruments, fixtures and appliances in so fa as the same may appertain to or be useful in the conduct of the business of the Company.

3. To purchase, charter, hire, build or otherwise acquire any vehicles, vessels or craft of every descriptic and to hold, own or work such vehicles, vessels or crafts for business of the Company.

4. To pay for any rights or property acquired by the Company, and to remunerate any person or compar whether by cash payment or by allotment of shares, debentures or other securities of the compar credited as paid up in full or in part or otherwise.

5. To apply for purchase or otherwise acquire and protect and renew in any part of the world any pate rights, levels of Invention, trademarks, designs, licenses, concessions and the like, conferring a exclusive or non-exclusive or limited rights to their use, or any secret or other Information as to a Invention or research which may seem capable of being used for any of the purposes of the Compa or calculated directly or indirectly to benefit the Company and to use, exercise, develop, or gra licenses in respect of, or otherwise turn to account the property, right, or information so acquired a to spend money In experimenting upon, testing or Improving any such patents, Inventions or rights a without prejudice to the generality of the above, any contracts, monopolies or concessions for or relation to the supply and solo of any minerals, metals, products or other substances, material, articl or things in relation to the construction, execution, carrying out, improvement, manageme administration or control of any works and conveniences, required for the purpose of carrying out a of the aforesaid business and to undertake, execute, carry out, dispose of or otherwise turn to accou such contracts, monopolies or concessions.

6. To acquire from any person, firm, Institution or body corporate, whether in India or elsewhere technic Information, know-how, process, engineering, manufacturing and operating data, plans, layout a

LUMINO INDUSTRIES LIMITED

DIN:00673447 Director

blue prints useful for the design, erection, operation of plant and machinery required for any business of the company and to acquire any grant or license and other rights and benefits.

7. To enter into any arrangements with any Governments or any authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to apply for, promote and obtain by any Act of any legislature, charter, rights, powers, privileges, concessions, grants, decrees, provisional orders, licences or authorizations of Government-Central or State, or any relevant authorities (local or otherwise) or any private party for enabling the Company to carry any of its objects into effect or for any purpose which may soon expedient and to oppose any proceedings or applications which may seem calculated to prejudico the interests of the Company.

8. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.

9. To enter into arrangements with companies, firm and persons for promoting and increasing the manufacture, sale, purchase and maintenance of goods, articles or commodities of all and every kind and descriptions, either by buying, selling or assisting such other companies, firms or persons to do all or any of such mentioned acts, transactions and things and in such manner as may be necessary or expedient and in connection with or for any of these purposes to enter into agreements, give guarantee or securely or otherwise assist all or such purposes on such terms and in such manner as may be desirable.

10. To advance out of the surplus fund of the Company not immediately required, securities and property with or without security as may be thought proper, to such persons, companies, corporations or firms and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company.

11. Subject to the provisions of the Companies Act, 2013* to receive money on loan and borrow any money in such manner and with or without allowance of Interest thereupon as the Company shall deem lit and to secure the repayment of any money borrowed, raised, received or owing by mortgage, pledge, charge or lien upon all or any of the property or assets of the Company (both present and future) and also by similar mortgage, charge, pledge or lien to secure the guarantee the performance by the Company or any other person, Company, firm or body Corporate of any obligation undertaken by the Company or any other person, Company, firm or body corporate as the case may be and to give the lenders or creditors the powers of sale and other powers as may seem expedient, provided however, that the Company shall not do any banking business as defined in Banking Regulation Act, 1949 and money circulation business or Chit- Fund activities.

12. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, cheques, hundies, bills of lading, shipping documents, warrants and other negotiable or transferable Instruments.

13. To guarantee the performance of any contract or payment of money secured by or payable under or in respect of bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations and other securities of any Company or of any authority, Central, State, Municipal, local or otherwise or of any person, whomsoever, whether Incorporated or not and generally to transact all kinds of guarantee business and lo further transact all kinds of trust and agency business for attainment of the objects of the Company.

LUMINO INDUSTRIES LIMITED

Director

DIN: 00673447

14. To invest any money of the Company out of the surplus fund of the Company not immediately requi not for the time being required for any of the purposes of the Company in such manner as may thought proper.

15. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or part of the property and rights of the Company.

16. Subject to the provisions of the Companies Act, 2013* to mortgage, pledge, hypothecate, sell or otherv dispose of the whole or any part or parts of the undertaking of the Company or any land, busin property. rights or assets of any kind of the Company or any share or interest therein in such mar and for such consideration as the Company may think fit.

17. To establish, or concur in establishing or promoting any company or companies for the purpos acquiring all or any of the undertakings, business, rights, liberties and properties of the Company o any other purpose which may seem directly or indirectly calculated to benefit the Company an place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part o shares, debentures, or other securities of any such other company or companies and to subsidiz otherwise assist any such company or companies either out of its own funds or out of funds th might borrow by issue of debentures or from bankers or otherwise.

18. To vest any real or personal property, rights or interest acquired by or belonging to the company in person or Company on behalf of or for the benefit of the company and with or without any decl trust in favour of the Company.

19. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things may be done or entered into with any person, firm or body corporate by the promoters of the Com and further to enter into any arrangement, agreement or contract with the promoters and to reimb them for all costs and expenses that may be incurred by them or in connection with the formatic promotion of the Company.

20. To pay out of the funds of the company all costs, charges, and expenses which the Company lawfully pay with respect to the promotion, formation and registration of or for the business o Company and/or the issue of its capital or which the Company shall consider to be necessary inclu therein the cost of advertising, printing and stationery and commission for obtaining the underwriti shares, debentures or other securities of the Company.

21. To purchase, takeover or otherwise acquire and undertake the whole or any part of the busi property, rights and liabilities of any person, firm or company carrying on or proposing to carry o business which this Company is authorized to carry on, or possess any property or rights suitabl any of the purposes of the Company, or which can be carried on in conjunction therewith a purchase, acquire, sell and deal in property.

22. To procure the incorporation registration or the recognition of the Company in any country, sta place.

23. To establish and regulate branches or agencies, whether by means of local boards or otherwise anyv in India or elsewhere at any place or places throughout the world for the purpose of enablin Company to carry on its business more efficiently and to discontinue and reconstitute any such bra or agencies.

LUMINO INDUSTRIES LIMITED

Naresh Kr. [signature]

DIN: 00673447

Director

24. To apply for membership or become a member of any Bullion Exchange, Commodities Exchange, Company, Chamber of Commerce, Association, Federation, Society or Body Corporate having any objects similar or identical with those of the Company or likely to promote the Interests of the Company.

25. In accordance with the law for the time being in force, to reserve or to distribute as bonus shares to the members or otherwise to apply as the Company deems fit any money received by way of premium on any shares, stocks or debenture-stock of the Company and money arising from the Issue by the Company of forfeited shares.

26. To grant pension, allowances, gratuity, benefits, emoluments, bonuses and provident funds to employees, managers and directors of the Company and the widows, children and other dependents of such persons and to construct or contribute to the construction of houses, dwelling units or quarters for the employees of the Company and of other concerns which are or may have contractual relationship of rendering any services to the Company and to join with any other person, firm or company or doing any of these things.

27. To appoint attorneys for and on behalf of the company and to execute necessary powers in favour of the said attorneys to act for and in the name of and on behalf of the Company and to revoke all or any of such powers and appointments as may be deemed expedient.

28. To establish Industrial estates, including setting up of housing colonies, recreation facilities, medical relief facilities, water and electricity plants, ancillary and/or auxiliary units required for furtherance of the business of the Company.

29. To help, assist, support, aid, establish, acquire or set up and run schools, colleges, training and professional institutions, hospitals, dispensaries, music and dance centres or other similar institutions for the welfare of the employees of the Company.

30. To give to any officers, servants or employees of the company any shares or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary Company or not, and for that purpose to enter into any arrangement that the company may think fit.

31. To train or pay for training in India or abroad of any of the Company's employees or any other person in the interest of or for furtherance of the Company's objects.

32. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company, or who are or were at any time the Directors or Officers of the Company and wives, widows, families and dependents of any such persons, and also establish any subsidiaries and subscribe to any Institutions, associations, clubs or funds calculated to the benefit of or to advance the Interest and well-being of the Company or of any such other Company as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company.

33. To receive any gifts of immovable or movable property and offerings or voluntary donations or be quest and legacies either from the shareholders, directors or from any other person for all/or any of the objects of the Company, Subject to the provision of applicable Act, and rules thereon.

34. To support, donate, contribute, subscribe, advance or lend with or without Interest or at concessional rate of Interest or otherwise to assist or to guarantee moneys to any charitable, benevolent, religious,

LUMINO INDUSTRIES LIMITED

DIN: 00673047

Director

scientific, educational, national, public or other Institutions, trusts, clubs, societies, organisatio Individuals or body of Individuals on such terms and conditions as may seem expedient or fo exhibitions or towards the funds of any other Organisations subject to the provisions of the Comp Act, 2013*.

35. To undertake and execute any trusts, the undertaking whereof may seem desirable and are gratu or otherwise.

36. a) To undertake, carry out, promote and sponsor rural development including any programm promoting the social and economic welfare or for the upliftment of the public in any rural and to Incur any expenditure on any programme of rural development and to assist in exec and promotion thereof either directly or through an Independent agency or in any other ma Without prejudice to the generality of the foregoing "programme of rural development" also include any programme for promoting the social and economic welfare for the upliftn of the public, in any rural area to promote and assist rural development, of any other act rel to rural development for the time being in force and in order to Implement any of the a mentioned objects or purposes transfer without any consideration or at a fair or concessi value and divest the ownership of any property of the company to or in favour of any Publ Local Body or Authority/Central/State Government/Public Institution/Trust/Fund/Organisa Person.

b) To undertake, carry out, promote and sponsor or assist any activity for the promotion and gr of national economy and for discharging social and moral responsibilities of the Company t public or any section of public as also any activity to promote national welfare or social, econ or moral upliftment of the public, or any section of the public and in such manner and by means without prejudice to the generality of the foregoing to undertake, carry out, promote sponsor any activity for publication of any books, literature or newspapers, organising lect or seminars likely to advance these objects or for giving merit awards or for giving scholars loans, or any assistance to deserving students or other scholars or persons to enable the pursue their studies or academic pursuits or researches and for establishing conducting assisting any Institutions, funds, trusts having any one of the aforesaid objects by giving dona or otherwise in any other manner and in order to Implement any of the aforementioned obj or purposes transfer without consideration o or at a fair or concessional value and divest ownership of any property of the company to or in favour of any Public or Local Bod Authority/Central or State Government/Public Institution/Trust/ Fund/Organisation/Person.

c) Subject to provisions of Companies Act, 2013*, to give donations and to advance and l money to any person, Institution, organisation, trust fund for benevolent causes on such no and conditions and with or without interest or at concessional rate of interest as may s expedient.

37. To adopt such means of making known the business or products or interests of the Company as seem expedient and in particular by advertising in the press, by circulars on radio, television, vi tapes and any such communication channels, by exhibition of works of art of Interest, by publicatio books and periodicals and by granting prizes rewards and donations.

38. Subject to the provisions of the companies Act, 2013* to amalgamate, enter into partnership or into arrangement for sharing profits, union or interest, co-operation, joint venture or reciprocal concess with any person, firm, corporation or company in India or outside carrying on or engaged in business of transaction which the company is authorised or engaged in or which can be carried o

LUMINO INDUSTRIES LIMITED

DIN: 00673447

Director

conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contracts with any person, association or body corporate whether in India or outside, for such other purposes that may seem calculated beneficial and conducive to the objects of the Company.

39. To experiment and to incur expenses necessary for the purposes and with a view to improve the present method and process of working the business which the company la authorised to carry on and to carry on research for Improving, developing or effecting economy and greater efficiency in the business of the company or in the process of production, manufacture and working of or trading or dealing in the various substances, materials and articles and things or with any of the business for which the company is established.

40. To establish, maintain or subsidise and conduct, organise, sponsor and/or assist research in any field that may seem conducive or expedient to promote any of the business which the company is authorised to carry on.

41. To act as agents or brokers and as trustees for any person or company having similar objects and to undertake and perform subcontracts and to do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.

42. To create any depreciation fund, reserve fund, Insurance fund, sinking fund or any other special fund whether for depreciation or repairs, replacement, Improvement, extension or maintenance of any of the properties of the Company by way of Investment Allowance Reserve or any other reserve or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.

43. To distribute, in the event of winding up in specie or otherwise as may be, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company Including the shares, debentures or other securities subject to the provisions of Companies Act, 2013*.

44. Subject to provisions of the Companies Act, 2013*, or any other enactment in force, to indemnity and keep indemnified officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss, damage or misfortune whatever, which shall occur in execution of the duties of their office or in relation thereto.

45. To borrow or raise or secure the payment of money from any bank or any financial Institution or any other person or persons, NRI, NRO, Foreign Bankers and Institution for the purpose of the Company's main business in such manner and on such terms and with such rights, power and privileges as the Company may think fit and particularly by Issue or bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge of the undertaking and or any of the Immovable or movable properties, present or future and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay of any such securities.

46. To amalgamate with any company or companies having objects all together or in part similar to those of this company or any other company, subject to the provisions of section 230 to 232 of the Companies Act, 2013*.

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47. To open branches in India and elsewhere and to get the company registered in any foreign country adopt such means of making known to the public the business or the products of the Company as r seem expedient and in particular by advertising in the press, by circulars and publication of books periodicals.

48. *To purchase, take on lease, tenancy or license or in exchange, hire, take over option or otherw acquire any estate or Interest in any property whether movable or Immovable and any rights privileges which the Company may think necessary or convenient for the purposes of its busines may enhance, the value of any other property of the Company and in particular land (free h leasehold or other tenure), buildings, easements, machinery plant, Implements, provisions, hardw and stock in and on any such lands to build, construct, maintain, enlarge, pulldown, remove, or repl improve or develop and to work, manage and control any buildings, offices, factories, mills, foundr refineries, furnaces, sheds, godowns, shops, roads, ways, bridges or other structures for the purpc of the Company and also for the residence and amenity of its employees, staff and other workmen to erect and install machinery and plants and other equipments deemed necessary or convenien profitable for the purposes of the Company.

49. To carry on in India or elsewhere business as manufacturers, producers, merchants, agents, s agents, brokers, distributors, canvassers, indenters, consignors, carriers, consignees, transport age dealers, traders, depot managers, importers, and exporters in all kind of merchandise, commodit articles, things and goods.

50. To carry on in India or elsewhere in the world the business of housing in all its branches an promote, provide, lend, assist, subsidise and arrange for construction, renovation, reconstruction, repair remodelling, furnishing and establishing of all descriptions, utilities, modalities, capacities, dimensi specifications and uses of houses, house buildings, row houses, bunglows, low cost houses, fl apartments, multistoried buildings, chawls, residential complexes, towns, shops, colonies, commer complexes and other similar structures to Individuals, Hindu undivided families, group of pers Government authorities, companies, firms, cooperative societies etc. on suitable terms and conditi with or without securities and for the purpose to acquires and purchase lands and buildings and o immovable and movable properties and to develop, construct or build; all types of structures, buildi and houses and to act as buyers, sellers, traders, Importers, exporters, stockists, distributors, commiss agents, brokers, contractors, estate owners or otherwise to deal in all such immovable and mova properties goods, articles or things which are necessary for the purpose of accomplishment of obj under these presents.

51. To carry on the business in India and elsewhere as manufacturers, assemblers, designers, build sellers, buyers, exporters, Importers, factors, agents, hirers and dealers of electronic goods, digital analogue data processing devices and systems, electronic computers, mini and micro-processor ba devices and systems, office automation systems, electro data processing equipment, central process units, memory, peripherals of all kinds, data communication equipment and control systems, satel communication equipments and system, telephone exchange, remote control systems, software-of- kinds including machine oriented and/or problem oriented, software data entry devices, data collect systems, accounting and Invoicing machines, Intelligent terminal controllers, media solid state devi Integrated circuits, transistors, liquid crystals, liquid display systems, diodes, resisters, capacit transformers and all related and auxiliary item and accessories Including all components of electron hardware and appliances of any type android description.

52. To carry on the business of manufacturers, producers, processors, buyers, sellers, importers, expor and dealers in electric cables, Jelly filled cables, telecommunication cables and all other kind

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cables, wires, conductors, capacitors, electrical goods and appliances, electrical machinery, electronic goods, equipments, accessories and appliances, computers and other data processing machines and equipments, transmitters, transformers, switch-gears control gears, electric motors, equipments, generators, switch boards, circuits, dry cell batteries, accumulators, lamps, papers, cellular phones, facsimiles, gramophones, wireless equipments, radios, televisions, teleprinters, translators, lenses, laying distributing and running telecommunication network, mobile and cellular phone services, E-mall services and other relatable goods, materials and services.

53. To carry on business as manufacturers, fabricators, assemblers, developers, processors, consultants, programmers, Importers, exporter and dealers of and in, all kinds and descriptions of electronics, electro mechanical and electrical goods, products, apparatus, materials, computer softwares, components, parts and things (whether for industrial, business or household use or otherwise) Including without limiting the generality thereof, computers, accounting and business machines, communication, telecommunication and telecommunication devices, artificial intelligence based systems, robots, process or environmental control and adaptor devices, automation devices, transistors, receivers, transformers, conductors, magnetic materials, mircoware components, video games, tapes, discs, fittings, switches and all hardware, software and peripherals thereto and thereof required for or capable of being for or in connection with the manufacture, maintenance, working or servicing of the same and also to establish and maintain for the company and for others, data banks, dissemination network and services.

54. To carry on the business of processing, refining, converting, manufacturing, formulating, using, buying selling, acquiring, storing, packing, dealing, transporting, distributing, Importing, exporting and disposing of all types of chemicals (both organic and Inorganic), Petrochemicals and other related products including Naphtha, Methane, Ethylene, Propylene, Butenes, Napthalene, Cyclohexane, Cyclohexanone, Benzene, Acetic Acid, Cellulose, Acetate, Vinyl Acetates, Caprolactum, Adipic Acid, Hexamethylene, Diamine, Nylon, Nylon-6, Nylon-6.6, Nylon-6.10, Nylon-6.11, Nylon-7, and their fibres, Castings, Mouldings, sheets, rods, orthoxylene, Pthalic Anhydride, Alkyd resins, Polyester Staple fibre, Polyester Filament Yarn, Nylon Filament Yarn, Nylon Tyre Cord, Synthetic Rubbers, Engineering Plastics, Mixed Xylenes, Paraxylene, Melaxylene, Toluene, Cumene, Phenol, Styrene, Butadiene, Methacrollen, Maleic Anhydrid, methacrylates, Urea, Methanol, Formaldehyde, UF, PF and MF resins, Hyrogencyanide, Poly-methyl, Methacrylate, acetylene, PVC Polythelene, Plastics, Melamine and derivatives thereof, whether liquid, solid or gaseous, Dichloride, Ethylene Oxide, Ethyleneglycol, Polylycols, Ployurthanes, Parasylenes, Polystyrenes, Polypropylene, Isopropanol, Acetone, Propylene, Oxide, Propylene glycol, Acrylonitrite, Acrylic Fibres, Allyl Chloride, Epichlorhydrin, Aliphalic and Aromatic Alcholos, Aldehydes, Ketones, Aromatic Acids, Anlu-phrides, Vinyl Chloride, Acrylic, Esters, or Ortho, meta and terephthalic Acids and all gases, Epoxy resins and all other Petrochemicals products and Polymers in all their forms like resins, fibres, sheets, mouldings, castings, cellophones, colour paints, varnishes, disinfectants, Insecticides, fungicides, deodorant as well as bio-chemical, pharmaceutical, medical, bleaching, photographical and other preparations.

55. To carry on the business as manufacturers, makers, Importers and dealers in all kinds of fertilizers and chemicals whether nature or mixed fertilizers.

56. To carry on business either as manufacturers, producers, traders, exporters, Importers, Consignees, Consignors, principals, owners, agents or factors and on either wholesale or retail all or any of the business following, that is to say, portland cement, slag cement, while cement and all other kinds of cement, cement products, asbestos, paper and pulp, linoleum, wall paper and all kinds of floor coverings and wall coverings, fertilizers, manures, pesticides, Insecticides and other products used for agricultural and other farming work, gums, guar seeds, guar gum and other Industrial and house-hold gums, calcium carbide, calcium Cynamide, desulphurisation compound, Hydrogen Peroxide, Citric Acid, heavy line

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and all varieties of Chemicals and chemical products, timber, forest products, plumbing and sanit ware, petrol, machinery, accessories and spares, medical requirements, astronomical, photograp sound and surgical instruments, machines and materials, drugs, pharmaceuticals, patent medici provisions, spices, stores consumable articles, drysaltery, medical preparations, restoratives, fo stationery, candies, perfumes, cordials, coal, gas, fuel, alcohol, sugar, glass, plastics, colours, cutl glassware, chinaware, thermal and hydel power, aviation materials, grinding materials, abrasives, la buildings, courtyards, farms, houses, mill stores, machineries of all kinds and descriptions, electr and stores, aerated and mineral waters, confectioneries, leather and leather goods and other al products, by-products and substances and substitutes for all or any of them.

57. To acquire by purchase, lease, exchange or otherwise and to carry on the business of contractors, i founders, Iron and steel manufacturers, mechanical engineers, civil engineers, consulting engine project engineers, technical consultants and manufacturers of agricultural, Industrial and other machi rolling stocks, parts and accessories, fabricators, tool-makers, brass. founders, metal-workers, boi makers, millwrights, machinists, Iron and steel converters, smiths, wood-workers, builders, metallurg electrical engineers, water supply engineers, chemical engineers, chemists, chemical and phys analysts and manufacturers, builders, contractors of pollution and energy saving and pollution con devices, repair, convert, alter, let on hire and otherwise deal in machinery implements, rolling st hardware and scrap of all kinds.

58. To carry on the business of manufacturers, processors, refiners, smelters, makers, lubricators, convey finishers, Importers, exporters, agents; merchants, buyers, sellers and dealers in all kinds and form ferrous and non-ferrous metals, steel Including tool and alloy steels, stainless and all other spe steels, Iron and other metals and alloys, aluminum, sponge iron, pig iron and all kinds of goods, produ articles or merchandise whatsoever manufactured wholly or partly from steels and other metals alloys and also the business of iron masters, steel and other metals and mine owners, coveters, colli proprietors, coke manufacturers, ferro-alloy manufacturer, miners, smell and engineers in all t respective branches and to search for, get, work, raise, make merchantable, manufacture, proc buy, sell and otherwise deal In all kinds or varieties of ferrous and non-ferrous metals and prod thereof, coal, coke, brick-earth, fireclay bricks, ores, mineral substances, alloys and metal scrap an manufacture, produce and distribute all types of industrial gases such as oxygen, acetylene, car dioxide, argon and such other gases and required accessories.

59. To purchase, take on lease or otherwise acquire any mines, mining rights and land and any Inte therein and to explore, work, exercise, develop and to account the same.

60. To carry on the business of manufacturers of, distributors, agents and dealers in all kinds or classe paper, boards cardboards, mill boards and articles made from paper or pulp, plastic or materials u in the manufacture or treatment of paper and all varieties of boards, and in particular to manufac and deal in writing paper, printing paper, newsprint paper, absorbent paper, wrapping paper, tis paper, gummed paper, blotting paper, filter paper, art paper, blank or bond paper, drawing paper, c paper, envelope paper, tracing paper, waterproof paper, wall and ceiling paper, carbon paper photographic paper.

61. To carry on the business of manufacturers, producers, processors, dealers, Importers, exporters traders in cardboards, packing and packaging materials, packaging, wrappers, wrappings, linings coverings of all materials including cloth, plastic material, plastic and bakelite, strappings and all o substitutes whether synthetic or not for any of the materials aforesaid and all articles and things m or constructed wholly or partly from any of the materials aforesaid including the manufactur

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containers, boxes, palls, canisters, trunks, suitcases, travelling cases and requisites, toys, games, sports and athletics and recreational requisites of all kinds.

62. To acquire by purchase, lease exchange or otherwise and carry on the business of manufacturers, suppliers, importers, exporters, and dealer in refractory goods, fire bricks, fire-cement mortars, acid-proof bricks, insulation bricks, ceramic coatings and other ceramic products including glassware and potteries of all types of minerals and chemicals.

63. To carry on the business of manufacturers, exporters, processors, importers, sellers, buyers and/or dealers in rubber, synthetic rubber, vulcanising materials, rubber tubes, tyres, films, moulded goods, foam rubber, hygienic goods made of rubber and latex, other rubber products, transmission belts and conveyors, rubber containers, bollies and closures, rubber lined vessels, condoms, toys and other allied goods, leather, floor, cloth, dress preservers, dressing linings, umbrellas, waterproof goods and all kinds of articles made therefrom.

64. To carry on the business of manufacturing, buying, selling, plying, exchanging, altering, Importing, improving, assembling, distributing and dealing in motor vehicles, trucks, tractors, chassis, motors, auto-rickshaws, scooters, two-wheelers, three-wheelers, motor cycles, cycles, buses, lorries, minibuses, vans, engines, locomotives, wagons, coaches, turbines, tanks, ships, vessels, boats, flats, barages, launches, cargo beats, aeroplanes, airships, flying boats, hydroplanes, seaplanes, balloons and aircraft of every description and their vehicles, and components or parts thereof, tools, Implements, spare parts, accessories and ancillary, materials and products for transport or conveyance of passengers, merchandise and goods of every description whether propelled or used by electricity, steam, oil, vapour, petroleum, diesel oil, solar or any other motive or mechanical power in India or elsewhere.

65. To undertake and carry on the trade and business of shippers, ship owners, ship brokers, underwriters, ship managers, fug owners, shipping agents, loading brokers, freight contractors, carriers by land and water, transport and general contractors, barge owners, lightermen, dredgers, railway and forwarding agents, refrigerators, store keepers, ship store merchants, warehousemen, wharfingers, pier and landing stage owners, ship breaker, manufacturers of and dealers in rope, tarpaulin, lifesaving appliances, ship machinery and engines, nautical instruments and ship's rigging gear, fittings and equipment. of every description, importers of ships and marine equipment of all description and to carry on the said business and other ancillary business either as principals or as agents or on commission basis or otherwise.

66. To generate, accumulate, distribute and supply renewable and/or nonrenewable energy Including electricity for the purpose of light, heat motive power and for all other purposes for which electrical energy can be employed and to manufacture and deal in all apparatus and things required for or capable of being used in connection with generation, distribution, supply, accumulation and employment of electricity including hydroelectricity, solar power or electricity from mineral and wind power.

67. To carry on business of stationers, printers, lithographers, stereo typers, electro-typers, photographic printers, photolithographic, engravers, diesinkers, envelop manufacturers, book-binders, account book manufacturers, machine rulers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufacturers, type founders, photographers, manufacturers and dealers in all kinds of cards including playing, visiting, railway, festive complimentary and fancy cards and valentines, dealers in stamps, agents for the payment of stamp and other duties, advertising and publicity agents, designers, draftsmen. ink manufacturers, book sellers, publishers, paper manufacturers and dealers in or manufacturers of any other articles or things of character similar or analogous to the foregoing or any of them or connected therewith.

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68. To acquire, purchase, sell, transfer, subscribe, invest, hold dispose of and/or deal in shares stocks, debentures, debentures stocks, unique bonds, mutual funds shares, unit securities commercial papers or other financial instruments and/or obligations issued by any compan or companies, constituted or carry on business in India or elsewhere or issued or guarantee by any government state sovereign dominions municipalities, public authorities or bodie financial institutions, banks, insurance companies, corporations, public sector undertaking and/or trust whether in India or elsewhere.

69. To carry on as manufacturers, traders and dealers in all kinds of packing materials such a drums, barrels, packages, tanks, containers, tubes, aerosol, tins, boxes, labels, wrapper polythene and plastics, paper board packets, laminated and water proof papers and to act a printers of such materials, converters, carriers, importers, exporters of such products an materials connected therewith.

IV. The liability of the members is limited and the liability is limited to the amount unpaid, i any, on the shares held by them.

*V. . ***The Authorised Share Capital of the Company is*** Rs. 1,87,00,00,000/- (Rupees One Hundred and Eighty-Seven Crores only) ***comprising of*** 35,00,00,000 (Thirty-Five Crores) equity shares of Rs. 5/- ***(Rupees Five only)*** each and 2,40,00,000 (Two Crores and Forty Lakhs) preference shares of Rs. 5/- ***(Rupees Five only)*** each ***with such right, privileges & conditions attaching thereto as are provided by the regulations of the company for the time being power to increase and decrease the capital to the Company and to divide the shares in capital for the time being in to several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.***

**Note on Alteration of Authorized Share Capital:*

- *The initial authorized share capital was increased from Rs. 2,00,00,000/- (Rupees Two Crore only) to Rs 3,00,00,000/- (Rupees Three Crore only) divided into 5,00,000 Equity Shares of Rs. 10/- each and 2,50,000 9% Non-Cumulative Optionally Fully Convertible Preference Shares of Rs. 100/- each in terms of resolution passed at the Extra Ordinary General Meeting held on 19th May, 2005,*
- *Authorized Share Capital was further enhanced to Rs. 4,00,00,000/- (Rupees Four Crore only) divided int 10,00,000 Equity Shares of Rs. 10/- each and 3,00,000 9% Non-Cumulative Optionally Fully Convertib Preference Shares of Rs. 100/- each in terms of resolution passed at the Extra Ordinary General Meetin held on 18th January, 2007,*
- *Authorized Share Capital was further enhanced to Rs. 11,00,00,000/- (Rupees Eleven Crore only) divid into Rs. 8,00,00,000/- (Rupees Eight Crore only) divided into 80,00,000 Equity shares of Rs. 10/- each and 3,00,000 9% Non-Cumulative Optionally Fully Convertible Preference Shares of Rs. 100/- each in ters of resolution passed at the Extra Ordinary General Meeting held on 26th March, 2007,*
- *the authorized share capital was then reclassified in terms of resolution passed at the Extra Ordinary General Meeting held on 2nd June, 2007 as Rs. 11,00,00,000/- (Rupees Eleven Crore only) divide into 1,10,00,000 Equity Shares of Rs. 10/- each by conversion of Preference Shares into Equity Shares, whi was further enhanced to Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided to 1,60,00,000 Equity Shes of Rs. 10/- each in terms of resolution passed at the Extra Ordinary General Meeting held on 25th arch, 2008,*
- *Authorized Share Capital was further enhanced to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided to 2,50,00,000 Equity Shares of Rs. 10/- each in terms of resolution passed at the Extra Ordinary General Meeting held on 3rd March, 2009,*

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- *Authorized Share Capital was further enhanced to Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided to 3,00,00,000 Equity Shares of Rs. 10/- each in terms of resolution passed at the Extra Ordinary General Meeting held on 30th March, 2010,*
- *Authorized Share Capital was further enhanced to Rs. 31,00,00,000/- (Rupees Thirty-One Crore only) divided to 3,10,00,000 Equity Shares of Rs. 10/- each in terms of resolution passed at the Extra Ordinary General Meeting held on 30th March, 2011,*
- *Authorized Share Capital was further enhanced to Rs. 40,00,00,000/- (Rupees Forty Crore only) divided to 4,00,00,000 Equity Shares of Rs. 10/- each in terms of resolution passed at the Annual General Meeting held on 6th September, 2014,*
- *Authorized Share Capital was subsequently enhanced to Rs. 53,09,50,000/- (Rupees Fifty-Three Crore Nine Lakh Fifty Thousand only) divided to 5,30,95,000 Equity Shares of Rs. 10/- each in terms of order dated 8th November, 2021 passed by the Hon'ble NCLT, Kolkata Bench, which was further reclassified into 4,10,95,000 (Four Crore Ten Lakh Ninety-Five Thousand) Equity shares of Rs. 10/- (Rupees Ten Only) each and 1,20,00,000 (One Crore Twenty Lakh) Preference shares of Rs. 10/- (Rupees Ten Only) each in terms of resolution passed at the Extra Ordinary General Meeting held on 21st February, 2022,*
- *Authorized Share Capital was further increased to Rs. 54,39,50,000/- (Rupees Fifty-Four Crore Thirty-Nine Lakh Fifty Thousand Only) comprising of 4,23,95,000 (Four Crore Twenty-Three Lakh Ninety-Five Thousand) Equity shares of Rs. 10/- (Rupees Ten Only) each and 1,20,00,000 (One Crore Twenty Lakh) Preference shares of Rs. 10/- (Rupees Ten Only) each in terms of resolution passed at the Extra Ordinary General Meeting held on 21st March, 2022.*
- *Alteration in Clause V has been made by passing shareholders' resolution at the extra-ordinary general meeting held on 14th November, 2024 for the sub-division of existing equity shares of the Company, such that 1 (One) equity share bearing face value of ₹ 10/- (Rupees ten only) each fully paid up, be sub-divided into 2 (Two) equity shares bearing face value of ₹ 5/- (Rupee Five only) each fully paid up and the sub-division of existing preference shares of the Company, such that 1 (One) preference share bearing face value of ₹ 10/- (Rupees ten only) each fully paid up, be sub-divided into 2 (Two) preference shares bearing face value of ₹ 5/- (Rupee Five only) each fully paid up*
- *Alteration in Clause V has been made by passing shareholders' resolution at the extra-ordinary general meeting held on 25th November 2024 for the increase of Authorised Share Capital from ₹ 54,39,50,000/- (Rupees Fifty-Four Crores Thirty-Nine Lakhs and Fifty Thousand only) divided into 8,47,90,000 (Eight Crores Forty-Seven Lakhs and Ninety Thousand) equity shares of Rs. 5/- each and 2,40,00,000 (Two Crores Forty Lakhs) preference shares of Rs. 5/- each to ₹ 1,60,00,00,000/- (Rupees One Hundred and Sixty Crores only) divided into 29,60,00,000 (Twenty-Nine Crores and Sixty Lakhs) equity shares of Rs. 5/- each and 2,40,00,000 (Two Crores and Forty Lakhs) preference shares of Rs. 5/- each.*
- ***Alteration in Clause V has been made by passing shareholders' resolution at the extra-ordinary general meeting held on 8th August 2025 for the increase of Authorised Share Capital from ₹ 1,60,00,00,000/- (Rupees One Hundred and Sixty Crores only) divided into 29,60,00,000 (Twenty-Nine Crores and Sixty Lakhs) equity shares of Rs. 5/- each and 2,40,00,000 (Two Crores and Forty Lakhs) preference shares of Rs. 5/- each to Rs. 1,87,00,00,000/- (Rupees One Hundred and Eighty Seven Crores only) divided into 35,00,00,000 (Thirty-Five Crores) equity shares of Rs. 5/- each and 2,40,00,000 (Two Crores and Forty Lakhs) preference shares of Rs. 5/- each.***

NOTE ON ALTERATION OF OBJECT CLAUSE:

- ***Clause III.C.deleted entirely and all sub clauses 1 to 21 appearing in existing Clause III.C inserted as subclauses 48 to 69 under Clause III.B of the alterted MOA passing of special resolution by the members of Company at an Extra-ordinary General Meeting held on 9th December, 2024)***
- ***The word "Companies Act, 1956" substituted with the word "Companies Act, 2013" in the altered MOA by passing of special resolution by the members of Company at an Extra-Ordinary General Meeting held on 9th December , 2024)***

NOTE ON ALTERATION OF LIABILITY CLAUSE:

The sentence "and this liability is limited to the amount unpaid , if any, on the shares held by them" is inserted in the liability Clause in the altered MOA by passing of special resolution by the members of Company at an Extra-Ordinary General Meeting held on 9th December , 2024)

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We the several persons, whose names & addresses are subscribed below are desirous of being fo
Company in pursuance of these Memorandum of Association and we respectively agree to take
of shares in the Capital of the Company set opposite our respective names:-

Names, Addresses, Occupations and Father's Name of Subscribers	Number of Equity shares to be taken by each Subscriber	Names, Addre Occupation and F Name of the wi
1. **SHANTI DEVI GOEL** W/o. Purushottam Dass Goel 4, Alipore Park Place, Kolkata-700 027 Business	20000 (Twenty Thousand)	I Witness to all Seven Signatories being Sl. No. 1 to 7: **SANDEEP MOOSADDEE**, B.COM. (H), F.C.A S/o. Sri Sant Kumar Moosaddee P-26/1, C. I. T. Road, Kolkata 700 014.
2. **DEEPAK GOEL** S/o. Purushottam Dass Goel 4, Alipore Park Place, Kolkata-700 027. Business	20000 (Twenty Thousand)	
3. **PURUSHOTTAM DASS GOEL** S/o. Late Ram Krishan Dass Goel 4, Alipore Park Place, Kolkata-700 027. Business	5000 (Five Thousand)	
4. **RASHMI GOEL** W/o. Devendra Goel 4, Alipore Park Place, Kolkata-700 027. Housewife	5000 (Five Thousand)	
5. **DEVENDRA GOEL** S/o. Purushottam Dass Goel 4, Alipore Park Place, Kolkata-700 027 Business	5000 (Five Thousand)	
6. **RAKHI GOEL** W/o. Deepak Goel 4, Alipore Park Place, Kolkata-700 027 Housewife	5000 (Five Thousand)	
7. **SANGEETA TEKRIWAL** W/o. Pramod Kumar Tekriwal 4, Alipore Park Place, Kolkata-700 027 Housewife	500 (Five Hundred)	
TOTAL	**60500** **(Sixty Thousand Five Hundred)**	

KOLKATA DATED THE 18TH DAY OF MARCH, 2005.

LUMINO INDUSTRIES LIMITED

DIN. 00673447

Director

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LUMINO INDUSTRIES LIMITED

APPLICABILITY OF TABLE F

Subject as hereinafter provided and insofar as these Articles do not modify or exclude them, the regulations contained in Table 'F' of Schedule I of the Companies Act, 2013, as amended, shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles.

The regulations for the management of the Company and for the observance of the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by Special Resolution as prescribed or permitted by the Companies Act, 2013, as amended, be such as are contained in these Articles.

I. DEFINITIONS AND INTERPRETATION

1. In these Articles:

(i) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company. In these Articles:

"Act" means Companies Act, 2013 and any amendments, re-enactments or other statutory modifications thereof for the time being in force, including all rules, regulations, notifications and circulars made thereunder, to the extent notified and in force.

"Alternate Director" shall have the meaning assigned to it in Article 149 of these Articles.

"Annual General Meeting" means the annual General Meeting held in accordance with Section 96 of the Act.

"Articles" means the articles of association of the Company as amended from time to time in accordance with the Act.

"Auditors" shall mean and include those persons appointed as such for the time being by the Company.

"Beneficial Owner" means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996, as amended.

"Board" or **"Board of Directors"** means the board of directors of the Company as constituted from time to time in accordance with the applicable Law and the terms of these Articles.

"Board Meeting" means a meeting of the Directors duly called, constituted and held or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles and the Act.

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"Company" means Lumino Industries Limited, a company incorporated under the Compar Act, 1956.

"Chairman" or **"Chairperson"** means the chairperson of the Board of Directors for the ti being of the Company or the person elected or appointed to preside over the Board and/ General Meetings of the Company.

"Debenture" includes debenture stock, bonds or any other instrument evidencing a debt, whet constituting a charge on the assets of the Company, or not.

"Depositories Act" means the Depositories Act, 1996, as amended or any statutory modificat or re- enactment thereof for the time being in force.

"Depository" means a Depository as defined under clause (e) of sub-section (1) of Sectio of the Depositories Act and includes a company formed and registered under the Compar Act, 1956, which has been granted a Certificate of Registration under sub section (1A) Section 12 of the Securities and Exchange Board of India Act, 1992, as amended.

"Director" means a director of the Board appointed from time to time in accordance with terms of these Articles and the provisions of the Act.

"Dividend" means the dividend including the interim dividend, as defined under the Act.

"Equity Share Capital" means in relation to the Company, its equity Share capital within meaning of Section 43 of the Act, as amended from time to time.

"Encumbrance" means any encumbrance, including, without limitation, charge, claim, commu property interest, pledge, hypothecation, condition, equitable interest, lien (statutory or oth deposit by way of security, bill of sale, option or right of pre-emption, beneficial owners (including usufruct and similar entitlements), option, security interest, mortgage, easem encroachment, public/ common right, right of way, right of first refusal, or restriction of kind, including any restriction on use, voting, transfer, receipt of income or exercise of any ot attribute of ownership, any provisional, conditional or executional attachment and any ot interest held by a third party.

"General Meeting" means any duly convened meeting of the Shareholders of the Comp and includes an extra-ordinary General Meeting.

"Independent Director" shall have the meaning assigned to the said term under the Act the applicable Law.

"INR" or **"Rs."** means the Indian Rupee, the currency and legal tender of the Republic India.

"Law" includes all Indian statutes, enactments, acts of legislature or parliament, laws, ordinan rules, bye-laws, regulations, notifications, guidelines, policies, directions, determinations, directi writs, decrees, injunctions, judgments, rulings, awards, clarifications and other delegated legislati and orders of any governmental authority, statutory authority, tribunal, board, court, st exchange or other judicial or quasi-judicial adjudicating authority and, if applicable, foreign l international treaties, protocols and regulations.

"Managing Director" means a director who, by virtue of these Articles or an agreement w the Company or a resolution passed in the General Meeting, or by the Board of Directors entrusted with substantial powers of management of the affairs of the Company and include director occupying the position of managing director, by whatever name called.

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"**Member**" means a member of the Company within the meaning of sub-section 55 of Section 2 of the Act, as amended from time to time.

"**Memorandum**" or "**Memorandum of Association**" means the memorandum of association of the Company, as may be altered from time to time.

"**Ordinary Resolution**" shall have the meaning assigned to it in Section 114 of the Act.

"**Original Director**" shall have the meaning assigned to it in Article 149 of these Articles.

"**Paid up Capital**" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of Shares issued by the Company and also includes any amount credited as paid-up in respect of Shares of the Company but does not include any other amount received in respect of such Shares, by whatever name called.

"**Person**" means any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, partnership, unlimited or limited liability company, joint venture, governmental authority, Hindu undivided family, trust, union, organization or any other entity that may be treated as a person under applicable Law.

"**Preference Share Capital**" means in relation to the Company, its preference Share capital within the meaning of Section 43 of the Act, as amended from time to time.

"**Proxy**" means an instrument whereby any person is authorized to vote for a member at a General Meeting on a poll and shall include an attorney duly constituted under a power-of-attorney.

"**Registrar**" or "**RoC**" or "**Registrar of Companies**" means Registrar of Companies, West Bengal at Kolkata.

"**Seal**" means the common seal of the Company.

"**SEBI**" means Securities and Exchange Board of India.

"**Secretary**" or "**Company Secretary**" means company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980, as amended, who is appointed by the Company to perform the functions of a company secretary under the Act.

"**Securities**" means and includes equity Shares, scrips, stocks, bonds, Debentures or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for equity Shares, and any other marketable securities as may be defined and specified under Securities Contract Regulation Act, 1956, as amended.

"**Shares**" means a share in the Share Capital of the Company and includes stock.

"**Share Capital**" means the Equity Share Capital and Preference Share Capital of any face value together with all rights, differential rights, obligations, title, interest and claim in such Shares and includes all subsequent issue of such Shares of whatever face value or description, bonus Shares, conversion Shares and Shares issued pursuant to a stock split or the exercise of any option or other convertible security of the Company.

"**Shareholder**" shall mean a Member of the Company.

"**Special Resolution**" shall have the meaning assigned to it in Section 114 of the Act.

(ii) The terms "*writing*" or "*written*" include printing, typewriting, lithography, photography and any other mode or modes (including electronic mode) of representing or reproducing words in a legible and non-transitory form.

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(iii) The headings hereto shall not affect the construction hereof.

(iv) Any reference to a particular statute or provisions of the statute shall be construed to in reference to any rules, regulations or other subordinate legislation made under the statu shall, unless the context otherwise requires, include any statutory amendment, modificat re-enactment thereof.

(v) Any reference to words importing the masculine gender shall also include the feminin neuter gender and *vice versa*.

(vi) Any reference to words importing the singular, shall include, where context admits or req the plural and *vice versa*.

(vii) Any reference to an agreement or other document shall be construed to mean a refere the agreement or other document, as amended or novated from time to time.

(viii) Any reference to a decision of the Board and/ or any committee of the Board shall, absence of an express statement to the contrary, refer to a simple majority decision Board and/ or the relevant committee of the Board or of the Shareholders.

(ix) Any reference to the Equity Shares or any class of Preference Shares held by the shareh or persons holding a right to subscribe to Equity Shares, shall include the Equity Shares o class of Preference Shares issued and allotted in relation to such Equity Shares or Pref Shares pursuant to any stock split, bonus issuance or consolidation undertaken by the Con

II. PUBLIC COMPANY

2. The Company is a public company within the meaning of the Act.

III. SHARE CAPITAL AND VARIATION OF RIGHTS

3. The authorized Share Capital of the Company shall be as set out in clause V of the Memorand Association with the power to increase or reduce such capital from time to time in accordanc the Articles and the legislative provisions for the time being in force in this regard and with the also to divide the Shares in the Share Capital for the time being into Equity Share Capital and Pref Share Capital, and to attach thereto respectively any preferential, qualified or special rights, priv or conditions, in accordance with the provisions of the Act and these Articles.

4. Subject to the provisions of the Act and these Articles, the Shares in the capital of the Company time being shall be under the control of the Board, who may issue, allot or otherwise dispose Shares or any of them to such persons, in such proportion, on such terms and conditions, eith premium or at par or at a discount (subject to compliance with Sections 52 and 53 and other prov of the Act), at such time as it may from time to time deem fit, and with the sanction of the Comp a General Meeting, to give to any person or persons the option or right to call for any Shares, ei par or premium during such time and for such consideration as the Board deems fit, and may iss allot Shares on payment in full or part of any property sold and transferred or for any services re to the Company in the conduct of its business. Any Shares so allotted may be issued as fully p Shares and if so issued, shall be deemed to be fully paid-up Shares. *Provided that*, the option o to call for Shares shall not be given to any person or persons without the sanction of the Comp a General Meeting. As regards all allotments, from time to time made, the Board shall duly c with Sections 23 and 39 of the Act, as the case may be.

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5. Subject to these Articles and the provisions of the Act, 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.

6. Subject to the provisions of the Act, the Company may from time to time by Ordinary Resolution, undertake any of the following:

   (i) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;

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

   (iii) sub-divide its Shares, or any of them, into Shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; or

   (iv) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act.

7. Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue any Shares with or without differential rights upon such terms and conditions and with such rights and privileges (including with regard to voting rights and dividend) as may be permitted by the Act or the applicable Law or guidelines issued by the statutory authorities and/ or listing requirements and that the provisions of these Articles.

8. Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable 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. The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under the Act.

10. Where at any time, it is proposed to increase its subscribed Share Capital by the issuance/ allotment of further Shares either out of the unissued Share Capital or increased Share Capital then, such further Shares may be offered to:

   (i) Persons who, at the date of offer, are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions: (a) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (b) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person and the notice referred to in (a) shall contain a statement of this right, *provided that* the Board may decline, without assigning any reason therefore, to allot any Shares to any Person in whose favour any Member may renounce the Shares offered to him; and (c) after expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Members and the Company;

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Nothing in sub-Article (i)(b) above shall be deemed to extend the time within which th should be accepted; or to authorize any Person to exercise the right of renunciation for a time on the ground that the Person in whose favour the renunciation was first made has d to take the Shares comprised in the renunciation. The notice referred to in sub- Articl above shall be dispatched through registered post or speed post or through electronic n courier or any other mode having proof of delivery to all the existing Shareholders at lea days before the opening of the offer.

(ii) employees under a scheme of employees' stock option, subject to Special Resolution pa the Company and subject to such conditions as may be prescribed under the Act an applicable Laws; or

(iii) any Persons, if authorized by a Special Resolution, whether or not those Persons incl Persons referred to in (i) or (ii) above, either for cash or for a consideration other tha subject to the compliance with applicable Laws.

11. Nothing in Article 10 above shall apply to the increase of the subscribed capital of the Co caused by the exercise of an option as a term attached to the Debentures issued or loan raisec Company to convert such Debentures or loans into Shares in the Company or to subscribe for in the Company; provided that the terms of issue of such Debentures or loan containing such ar have been approved before the issue of such Debentures or the raising of loan by a Special Res adopted by the Company in a General Meeting.

12. Where any Debentures have been issued, or loan has been obtained from any government Company, and if that government considers it necessary in the public interest so to do, it may, b direct that such Debentures or loans or any part thereof shall be converted into Shares in the Co on such terms and conditions as appear to the government to be reasonable in the circumsta the case even if terms of the issue of such Debentures or the raising of such loans do not ir term for providing for an option for such conversion

13. Provided that where the terms and conditions of such conversion are not acceptable to the Co it may, within sixty days from the date of communication of such order, appeal to National C Law Tribunal which shall after hearing the Company and the government pass such order as i fit. A further issue of Shares may be made in any manner whatsoever as the Board may de including by way of preferential offer or private placement, subject to and in accordance with and the rules made thereunder.

14. Save as otherwise provided in the Articles, the Company shall be entitled to treat the registere of the Shares in records of the depository as the absolute owner thereof as regards receipt of d or bonus or service of notices and all or any other matters connected with the Company, and acco the Company shall not, except as ordered by a Court of competent jurisdiction, or as by Law r be bound to recognize any equitable or other claim to or interest in such Shares on the part of a Person.

15. Any Debentures, debenture stock or other Securities may be issued at a discount, premium or ot if permissible under the Act, and may be issued on the condition that they shall be convert Shares of any denomination and with any privileges and conditions as to redemption, surrender, d allotment of Shares, attending (but not voting) at General Meetings, appointment of Direc otherwise. Debentures with the rights to conversion into or allotment of Shares shall not b except with the sanction of the Company in General Meeting by a Special Resolution and su the provisions of the Act.

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16. The Company shall, subject to the applicable provisions of the Act, compliance with all the Laws, consent of the Board, and consent of its Shareholders' by way of Special Resolution, have the power to issue American Depository Receipts or Global Depository Receipts on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of American Depository Receipts or Global Depository Receipts, including without limitation, exercise of voting rights in accordance with the directions of the Board.

17. If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied accordingly. To every such separate General Meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply.

18. 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.

19. Subject to the provisions of the Act, the Company may issue bonus Shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.

20. Subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act, the Company shall have the power to buy-back its own Shares or other Securities, as it may consider necessary.

21. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws.

22. Subject to the provisions of the Act, the Company may, from time to time, by Special Resolution reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:

    (i) the Share Capital;

    (ii) any capital redemption reserve account; or

    (iii) any securities premium account.

IV. CAPITALISATION OF PROFITS

23. The Company in General Meeting may, upon the recommendation of the Board, resolve –

    (i) 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

    (ii) that such sum be accordingly set free for distribution in the manner specified in Article 24 below amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

24. The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 25 below, either in or towards:

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(i) paying of any amounts for the time being unpaid on any Shares held by such I respectively; or

(ii) paying up in full, un-issued Shares of the Company to be allotted and distributed, cr fully paid, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in Article 24(i) and partly in that specified in Article 24(ii);

(iv) a securities premium account and a capital redemption reserve account may, for the of this Article, only be applied in the paying up of un-issued Shares to be issued to me the Company as fully paid bonus Shares.

(v) the Board shall give effect to the resolution passed by the Company in pursuance of thi

25. Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalise and all allotments and issues of fully paid Shares, if any; and

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

26. The Board shall have power to:

(i) make such provision, by the issue of fractional certificates or by payment in cash or c as it thinks fit, for the case of Shares or Debentures becoming distributable in fractio

(ii) authorise any Person to enter, on behalf of all the Members entitled thereto, into an a with the Company providing for the allotment to them respectively, credited as fully p any further Shares to which they may be entitled upon such capitalisation, or (as the require) for the payment by the Company on their behalf, by the application theret respective proportions of profits resolved to be capitalised, of the amount or any p amounts remaining unpaid on their existing Shares.

27. Any agreement made under such authority shall be effective and binding on such Members

V. COMMISSION AND BROKERAGE

28. The Company may exercise the powers of paying commissions conferred by Section 40(6) c (as amended from time to time), provided that the rate per cent or amount of the commissio agreed to be paid shall be disclosed in the manner required by that section and rules made th

29. The rate or amount of the commission shall not exceed the rate or amount prescribed u applicable rules.

30. The commission may be satisfied by the payment of cash or the allotment of fully or partly pa or partly in the one way and partly in the other.

31. The Company may also, on any issue of Shares or Debentures, pay such brokerage as may b

VI. LIEN

32. The Company shall have a first and paramount lien upon all the Shares/ Debentures (other t paid up Shares/ Debentures) registered in the name of each Member (whether solely or joi others) to the extent of monies called or payable in respect thereof, and upon the procee thereof for all monies (whether presently payable or not) called or payable at a fixed time in r

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Dheerendra Kumar

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such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures. Fully paid up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/ Debentures. In case of partly-paid Shares, Company's lien shall be restricted to the monies called or payable at a fixed time in respect of such Shares. *Provided that* the Board may at any time declare any Shares/ Debentures wholly or in part to be exempt from the provisions of this Article.

33. Subject to the provisions of the Act, 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 -

    (i) unless a sum in respect of which the lien exists is presently payable; or

    (ii) until the expiration of 14 (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.

34. A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien.

35. (i) To give effect to any such sale, the Board may authorise 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.

36. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

    (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the Person entitled to the Shares at the date of the sale.

VII. CALLS ON SHARES

37. Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members in respect of any money 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.

38. Each Member shall, subject to receiving at least 14 (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.

39. A call may be revoked or postponed at the discretion of the Board.

40. 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.

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41. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect tl

42. If a sum called in respect of a Share is not paid before or on the day appointed for payment tl Person from whom the sum is due shall pay interest thereof from the day appointed fo thereof to the time of actual payment at 10% (ten percent) per annum or at such lower rate the Board may determine. The Board shall be at liberty to waive payment of any such inter or in part.

43. Any sum which by the terms of the issue of a Share becomes payable on allotment or at date, whether on account of the nominal value of the Share or by way of premium, sh purposes of these Articles, be deemed to be a call duly made and payable on the date on wl terms of issue, such sum becomes payable. In case of non-payment of such sum, all th provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise as if such sum had become payable by virtue of a call duly made and notified.

44. The Board may, if it thinks fit, subject to the provisions of the Section 50 of the Act, ag receive from any Member willing to advance the same, whole or any part of the monies du Shares held by him beyond the sums actually called for and upon the amount so paid or advance, or so much thereof as from time to time exceeds the amount of the calls then mac Shares in respect of which such advance has been made, the Company may pay interest at cent per annum. Provided that money paid in advance of calls on any Share may carry i shall not confer a right to dividend or to participate in profits. The Board may at any tim amount so advanced.

The Member shall not be entitled to any voting rights in respect of the monies so paid by hi same would, but for such payment, become presently payable.

The provisions of these Articles shall mutatis mutandis apply to any calls on Debentures c securities of the Company.

VIII. DEMATERIALIZATION OF SECURITIES

45. The Company shall be entitled to treat the Person whose name appears on the register of M the holder of any Share or whose name appears as the beneficial owner of Shares in the rec Depository, as the absolute owner thereof. The register and index of beneficial owners ma a Depository under the Depositories Act, 1996 shall be deemed to be a register and index for the purposes of the Act.

Provided however that provisions of the Act or these Articles relating to distinctive numberi apply to the Shares of the Company, which have been dematerialized.

46. Notwithstanding anything contained herein, the Company shall be entitled to dematerializ Debentures and other Securities pursuant to the Depositories Act and offer its Shares, and other Securities for subscription in a dematerialized form. The Company shall be furthe maintain a register of Members with the details of Members holding Shares both in m dematerialized form in any medium as permitted by Law including any form of electronic

47. Every Person subscribing to the Shares offered by the Company shall receive sucl dematerialized form. Such a Person who is the beneficial owner of the Shares can at any t of a Depository, if permitted by the Law, in respect of any Shares in the manner providec

Depositories Act and the regulations made thereunder and the Company shall in the manne the time prescribed, issue to the beneficial owner the required certificate of Shares.

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48. If a Person opts to hold his Shares with a depository, the Company shall intimate such Depository the details of allotment of the Shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the Shares.

49. All Shares held by a Depository shall be dematerialized and shall be in a fungible form.

(a) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the beneficial owner.

(b) Save as otherwise provided in (i) above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.

50. Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, every Person holding Shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the absolute owner of such Shares and shall also be deemed to be a Shareholder of the Company. The beneficial owner of the Shares shall be entitled to all the liabilities in respect of his Shares which are held by a Depository.

51. Notwithstanding anything in the Act or the Articles to the contrary, where Shares 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 disks, drives or any other mode as prescribed by Law from time to time.

52. In the case of transfer of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

IX. TRANSFER OF SHARES

53. Transferability of Shares

The Securities or other interest of any Member shall be freely transferable, *provided that* any contract or arrangement between 2 (Two) or more Persons in respect of transfer of Securities shall be enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the register of Members in respect thereof. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and shall be executed by or on behalf of both the transferor and transferee and shall be in conformity with all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and the registration thereof.

54. Where Shares are converted into stock:

(i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the Shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; *Provided that* the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the Shares from which the stock arose.

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(ii) the holders of stock shall, according to the amount of stock held by them, have the sam privileges and advantages as regards dividends, voting at meetings of the Company, ai matters, as if they held the Shares from which the stock arose; but no such privilege or ad (except participation in the dividends and profits of the Company and in the assets on up) shall be conferred by an amount of stock which would not, if existing in Shar conferred that privilege or advantage.

55. Save as otherwise provided in the Act or any applicable Law, no transfer of a Share shall be re unless a proper instrument of transfer duly stamped and executed by or on behalf of the transf by or on behalf of the transferee has been delivered to the Company together with the certi certificates of Shares, and is no such certificate is in existence, then the letter of allotmer Shares. Application for the registration of the transfer of a Share may be made either by the tr or by the transferee provided that where such application is made by the transferor, no reg shall, in the case of a partly paid Share be affected unless the Company gives notice of the app to the transferee in the manner prescribed under the Act, and subject to the provisions of these the Company shall, unless objection is made by the transferee, within 2 (two) weeks from th receipt of the notice, enter in the register the name of the transferee in the same manner anc to the same conditions as if the application for registration of the transfer was made by the tra On giving not less than 7 (seven) days previous notice in accordance with the Act or any ot period as may be specified by Law, the registration of transfers may be suspended at such ti for such periods as the Board may from time to time determine, *provided that* such registrat not be suspended for more than 30 (thirty) days at any one time or for more than 45 (forty-fi in the aggregate in any year.

56. Subject to the provisions of the Act, these Articles, the Securities (Contracts) Regulation Act, amended, any listing agreement entered into with any recognized stock exchange and other ap provisions of the Act or any other law for the time being in force, the Board may refuse wl pursuance of any power of the Company under these Articles or otherwise to register the tra or the transmission by operation of law of the right to, any Shares or interest of a Meml Debentures of the Company. The Company shall within 30 (thirty) days from the date on w instrument of transfer, or the intimation of such transmission, as the case may be, was deliver Company, send notice of the refusal to the transferee and the transferor or to the perso intimation of such transmission, as the case may be, giving reasons for such refusal. *Provide* registration of a transfer shall not be refused on the ground of the transferor being either jointly with any other person or persons indebted to the Company on any account whatsoev where the Company has a lien on Shares or other securities.

57. Only fully paid Shares or Debentures shall be transferred to a minor acting through his/ he natural guardian. Under no circumstances, Shares or Debentures be transferred to any insol person of unsound mind.

58. The instrument of transfer shall after registration be retained by the Company and shall remai custody. All instruments of transfer which the Directors may decline to register, shall on de returned to the persons depositing the same. The Directors may cause to be destroyed al deeds lying with the Company after such period as they may determine.

59. The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to r

(a) the transfer of a Share, not being a fully paid Share, to a person of whom they do not or

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(b) any transfer of Shares on which the Company has a lien.

60. The Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Act;

(b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of Shares

61. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.

62. The Company may close the register of Members or the register of debenture-holders or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at any one time, subject to giving of previous notice of at least 7 (seven days) or such lesser period as may be specified by SEBI.

X. TRANSMISSION OF SHARES

63. On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in this Article shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.

64. Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:

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

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

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

65. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the Share before his death or insolvency.

66. If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

67. If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.

68. All the limitations, restrictions and provisions contained in these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

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69. A Person becoming entitled to a Share by reason of the death or insolvency of the holder entitled to the same dividends and other advantages to which he would be entitled if he registered holder of the Share, except that he shall not, before being registered as a Member i of the Share, be entitled in respect of it to exercise any right conferred by membership in relati General Meetings of the Company, provided that the Board may, at any time, give notice requ such Person to elect either to be registered himself or to transfer the Share, and if the noti complied with within 90 (ninety) days, the Board may thereafter withhold payment of all di bonuses or other monies payable in respect of the Share, until the requirements of the not been complied with.

XI. FORFEITURE OF SHARES

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

71. The notice issued under Article 70 shall:

(i) name a further day (not being earlier than the expiry of 14 (fourteen) days from the service of the notice) on or before which the payment required by the notice is to be m

(ii) state that, in the event of non-payment on or before the day so named, the Shares in re which the call was made will be liable to be forfeited.

72. If the requirements of any such notice as aforesaid is not complied with, any Share in respect the notice has been given may, at any time thereafter, before the payment required by the no been made, be forfeited by a resolution of the Board to that effect.

73. A forfeited Share may be sold or otherwise disposed of on such terms and in such mann Board thinks fit.

74. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on su as it thinks fit.

75. A Person whose Shares have been forfeited shall cease to be a Member in respect of the Shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monie at the date of forfeiture, were presently payable by the Person to the Company in respe Shares.

76. The liability of such Person shall cease if and when the Company shall have received payme of all such monies in respect of the Shares.

77. A duly verified declaration in writing that the declarant is a Director, the manager or the Sec the Company, and that a Share in the Company has been duly forfeited on a date stated in the dec shall be conclusive evidence of the facts therein stated as against all Person claiming to be er the Share.

78. The Company may receive the consideration, if any, given for the Share on any sale or thereof and may execute a transfer of the Share in favour of the Person to whom the Share i otherwise disposed of.

79. The transferee shall there upon be registered as the holder of the Share.

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80. The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

81. The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified.

XII. SHARES AND SHARE CERTIFICATES

82. The Company shall cause to be kept a register of Members in accordance with Section 88 of the Act. The Company shall be entitled to maintain in any country outside India a "foreign register" of Members or Debenture holders resident in that country.

83. A Person subscribing to Shares of the Company shall have the option either to receive certificates for such Shares or hold the Shares with a Depository in electronic form. Where Person opts to hold any Share with the Depository, the Company shall intimate such Depository of details of allotment of the Shares to enable the Depository to enter in its records the name of such Person as the beneficial owner of such Shares.

84. 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 sub-division or consolidation or renewal of any of its Shares as the case may be or within a period of six months from the date of allotment in the case of any allotment of Debenture 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.

85. Every certificate of Shares shall be under the seal of the Company, if any, and shall specify the number and distinctive numbers of Shares to which it relates and amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary. Further, out of the two Directors there shall be at least one director other than managing or whole-time director, where the composition of the Board so permits. Provided that in respect of a 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. The Company may sub-divide or consolidate the share certificates.

86. If any Share stands in the names of 2 (Two) or more Persons, the Person first named in the Register of Members of the Company shall as regards voting at General Meetings, service of notice and all or any matters connected with the Company, except the transfer of Shares and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares and for all incidents thereof according to these Articles.

87. The Board may subject to the provisions of the Act, accept from any Member on such terms and conditions as they think fit, a surrender of his Shares or stock or any part thereof.

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88. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on th thereof for endorsement of transfer or in case of sub-division or consolidation of Shares, the production and surrender thereof to the Company, a new certificate may be issued in lieu there if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company execution of such indemnity as the Company deems adequate, a new certificate in lieu thereof s given to the party entitled to such lost or destroyed certificate. Every certificate under this Articl be issued on payment of Rs. 20 for each certificate. Such share certificates shall also be issued event of consolidation or sub-division of shares of the Company. Every such certificate shall be in the manner prescribed under Section 46 of the Act and the rules framed thereunder. Particu every share certificate issued shall be entered in the register of members against the name person, to whom it has been issued, indicating the date of issue. Provided that notwithstanding v stated above, the Board shall comply with such rules or regulations or requirements of any exchange or the rules made under the Act or rules made under the Securities Contracts (Regul Act,1956 or any other act, or rules applicable thereof in this behalf. Provided that no fee sh charged for issue of new certificates in replacement of those which are old, defaced or worn where there is not further space on the back thereof for endorsement of transfer or in case o division or consolidation of Shares.

Provided that notwithstanding what is stated above, the Directors shall comply with such ru regulations and requirements of any stock exchange or the rules made under the Act or the rules under Securities Contracts (Regulation) Act, 1956, as amended or any other act or rules applica this behalf.

The provisions of this Article shall mutatis mutandis apply to issue of certificates for any other Secu including Debentures, of the Company.

89. Subject to the provisions of Section 89 of the Act, a Person whose name is entered in the regis Members of the Company as the holder of the Shares but who does not hold the beneficial inter such Shares shall file with the Company, a declaration to that effect in the form prescribed und Act and the Company shall make necessary filings with the Registrar as may be required, wi prescribed period as set out in the Act and the rules framed thereunder.

90. Subject to provisions of Section 90 of the Act, every individual, who acting alone or togeth through one or more persons or trust, including a trust and Persons resident outside India, holds bene interests, of not less than twenty-five per cent. or such other percentage as may be prescribed the Act, in Shares of the Company or the right to exercise, or the actual exercising of signif influence or control as defined in sub-section (27) of Section 2 of the Act, over the Company make a declaration to the Company, specifying the nature of his interest and other particulars, in manner and within such period of acquisition of the beneficial interest or rights and any change the The Company shall maintain a register of the interest declared by such individuals and changes th which shall include the name of individual, his date of birth, address, details of ownership in the Com and such other details as may be prescribed under the Act.

XIII. SHAREHOLDERS' MEETINGS

91. An Annual General Meeting shall be held each year within the period specified by the Law. Not than 15 (fifteen) months shall elapse between the date of one Annual General Meeting of the Com and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time wi which any Annual General Meeting may be held. Every Annual General Meeting shall be called du business hours on a day that is not a national holiday (declared as such by the Central Governm

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Director

and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine. Every Member of the Company shall be entitled to attend every General Meeting either in person or by proxy.

92. All notices of, and other communications relating to, any General Meeting shall be forwarded to the auditor of the Company, and the auditor shall, unless otherwise exempted by the Company, attend either by himself or through his authorised representative, who shall also be qualified to be an auditor, any General meeting and shall have right to be heard at such meeting on any part of the business which concerns him as the auditor.

93. All General Meetings other than the Annual General Meeting shall be called extraordinary General Meetings.

94. The business of an Annual General Meeting shall be the consideration of financial statements and the reports of the Board of Directors and auditors; the declaration of any dividend; the appointment of Directors in place of those retiring; the appointment of, and the fixing of the remuneration of, the auditors; in the case of any other meeting, all business shall be deemed to be special.

95. No business shall be discussed at any General Meeting except election of a Chairperson while the chair is vacant.

96. (i) The Board may, whenever it thinks fit, call an extraordinary General Meeting.

(ii) The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.

(iii) A General Meeting of the Company may be convened by giving not less than clear 21 (Twenty-One) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, provided that a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by majority in number of Members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up Share Capital of the Company as gives a right to vote at such General Meeting.

(iv) Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

(v) A General Meeting may be called after giving shorter notice if consent, in writing or by electronic mode, is accorded thereto in accordance to the provisions of Section 101 of the Act. Provided that where any Member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those Members shall be taken into account for the purposes of this Article in respect of the former resolution or resolutions and not in respect of the latter.

(vi) 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.

(vii) Subject to the provisions contained under Section 115 of the Act, where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the Company by such number of Members holding not

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less than one per cent of total voting power or holding Shares on which such aggregate exceeding five lakh rupees, has been paid-up and the Company shall immediately afte of the notice, give its members notice of the resolution at least 7 (seven) days be meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same as it gives notice of any General Meetings.

XIV. PROCEEDINGS AT SHAREHOLDERS' MEETINGS

97. No business shall be transacted at any General Meeting, unless a quorum of Members is prese time when the meeting proceeds to transact business.

98. Save as otherwise provided herein, the quorum for the General Meetings shall be as pro Section 103 of the Act.

99. In the event a quorum as required herein is not present within 30 (thirty) minutes of the appoint then subject to the provisions of Section 103 of the Act, the General Meeting shall stand adjo the same place and time 7 (seven) days later or to such other date and such other time and plac Board may determine, provided that the agenda for such adjourned General Meeting shall rer same. The said General Meeting if called by requisitionists under Section 100 of the Act sha cancelled.

100. In case of an adjourned meeting or of a change of day, time or place of meeting, the Compa give not less than 3 (three) days' notice to the Members either individually or by publis advertisement in the newspapers (one in English and one in vernacular language) which is in cir at the place where the registered office of the Company is situated.

101. The required quorum at any adjourned General Meeting shall be the same as that require original General Meeting.

102. If at the adjourned meeting also a quorum is not present within 30 (thirty) minutes from t appointed for holding such meeting, the Members present shall be the quorum and may tran business for which the meeting was called.

103. The Chairperson may, with the consent of Members at any meeting at which a quorum is prese shall, if so directed at the meeting, adjourn the meeting, from time to time and from place to p

104. No business shall be transacted at any adjourned General Meeting other than the business left unf at the meeting from which the adjournment took place.

105. When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting s given as in the case of an original meeting.

106. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to gi notice of an adjournment or of the business to be transacted at an adjourned meeting.

107. Before or on the declaration of the results of the voting on any resolution on a show of hands may be ordered to be taken by the Chairperson of the meeting on his/ her own motion and s ordered to be taken by him/ her on a demand made in accordance with Section 109 of the Ac

108. The demand for a poll may be withdrawn at any time by the person or persons who made the de

109. Notwithstanding anything contained elsewhere in these Articles, the Company:

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(i) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and

(ii) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot,

in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution approved by the requisite majority of the Members by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly.

110. Directors may attend and speak at General Meetings, whether or not they are Shareholders.

111. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles.

112. The Chairperson of the Board of Directors or in his absence the vice-Chairperson of the Board shall, preside as chairperson at every General Meeting, annual or extraordinary.

113. If there is no such Chairperson or if he is not present within 15 (fifteen minutes) after the time appointed for holding the General Meeting or is unwilling to act as the Chairperson of the General Meeting, the Directors present shall elect one of their members to be the Chairperson of the General Meeting.

114. If at any General Meeting no Director is willing to act as the Chairperson or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the General Meeting, the Members present shall choose one of their Members to be the Chairperson of the General Meeting. If a poll is demanded on the election of the Chairperson, it shall be taken forthwith in accordance with the provisions of the Act and the Chairperson elected on show of hands shall exercise all the powers of the Chairperson under the said provisions. If some other person is elected Chairperson as a result of the poll, he shall be the Chairperson for the rest of the meeting.

XV. VOTES OF MEMBERS

115. Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(i) on a show of hands, every Member present in Person shall have 1 (one) vote; and

(ii) on a poll, the voting rights of Members shall be in proportion to their Share in the paid-up Share Capital.

116. The Chairperson shall not have a second or casting vote in the event of an equality of votes at General Meetings of the Company.

117. At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in Person or by proxy, and having not less than one-tenth of the total voting power or holding Shares on which an aggregate sum of not less than Rs. 5,00,000 (Indian Rupees Five Lakh) or such higher amount as may be prescribed has been paid up.

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

119. A Member may exercise his vote at a meeting by electronic means in accordance with Sectic the Act and shall vote only once.

120. In case of joint holders, the vote of the senior who tenders a vote, whether in Person or proxy, accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority determined by the order in which the names are stated in the register of Members of the Co

121. A Member of unsound mind, or in respect of whom an order has been made by any cour jurisdiction, may vote, whether on a show of hands or on a poll, by his committee or otl guardian, and any such committee or guardian may, on a poll, vote by proxy.

122. No Member shall be entitled to exercise any voting rights either personally or by proxy at any Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in re any Shares registered in his/ her name on which any calls or other sums presently payable b respect of Shares in the Company have not been paid.

123. No objection shall be raised to the qualification of any voter except at the General Meeting or ac General Meeting at which the vote objected to is given or tendered, and every vote not disall such General Meeting and whether given personally or by proxy or otherwise shall be deem for all purpose. Any such objection made in due time shall be referred to the Chairperso General Meeting whose decision shall be final and conclusive.

124. A declaration by the Chairperson of the meeting of the passing of a resolution or otherwise by hands and an entry to that effect in the books containing the minutes of the meeting of the C shall be conclusive evidence of the fact of passing of such resolution or otherwise.

125. Any poll duly demanded on the question of adjournment shall be taken forthwith. A poll dema any other question (not being a question relating to the election of a Chairperson or adjournme meeting) shall be taken at such time not exceeding 48 hours from the time when the dema made, as the Chairperson may direct.

126. The Chairperson of a General Meeting, may with the consent of the meeting, adjourn the san time to time and from place to place, but no business shall be transacted at any adjourned r other than the business left unfinished at the meeting from which the adjournment took place.

127. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any b other than the question of which a poll has been demanded.

128. Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinisers to sc the votes given on the poll and to report thereon to him/ her in accordance with Section 109 of t

129. The Chairperson shall have power, at any time before the result of the poll is declared to re scrutiniser from office and to fill vacancies in the office of scrutiniser arising from such rem from any other cause.

130. Of the two scrutinisers, one shall always be a Member (not being an officer or employee Company) present at the meeting, provided such a Member is available and willing to be appo

131. The Chairperson of the meeting shall have power to regulate the manner in which a poll shall be

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132. The result of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken.

133. The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.

134. On a poll taken at meeting of the Company, a Member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

135. Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

136. At every Annual General Meeting of the Company, there shall be laid on the table the Directors' report, audited statements of accounts, auditor's report (if not already, incorporated in the audited statements of accounts), the proxy register with proxies and the register of Directors' holdings.

XVI. PROXY

137. Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting.

138. The proxy shall not be entitled to vote except on a poll.

139. 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 not less than 48 (forty eight) 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 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

140. An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

141. 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 the adjourned meeting at which the proxy is used.

XVII. DIRECTORS

142. The business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or by these Articles.

143. Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), provided that the Company may appoint more than 15 (fifteen) directors after passing a Special Resolution. At least one Director shall reside in India for a total period of not less than 182 (One hundred and eighty-two) days in each financial year.

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144. The Directors need not hold any qualification Shares in the Company.

145. Subject to the provisions of the Act, a Director, other than the managing director or whc director, shall be paid sitting fees for each meeting of the Board or a Committee thereof atte him, subject to the ceiling prescribed under the Act.

146. The Directors may also be paid travelling and other expenses for attending and returning from of the Board of Directors (including hotel expenses) and any other expenses properly inc them in connection with the business of the Company. The Directors may also be remunerated extra services done by them outside their ordinary duties as Directors, subject to the provi Section 197 of the Act.

147. Subject to the applicable provisions of the Act, if any Director, being willing shall be called perform extra services for the purposes of the Company, the Company shall remunerate such by such fixed sum or percentage of profits or otherwise as may be determined by the Direc such remuneration may be either in addition to or in substitution for his remuneration provide

148. Subject to the provisions of Section 197 and the other applicable provisions of the Act, the remu of Directors may be fixed at a particular sum or a percentage of the net profits or partly by and partly by the other.

149. In the event that a Director is absent for a continuous period of not less than 3 (three) mont India (an "**Original Director**"), subject to these Articles, the Board may appoint another Dire "**Alternate Director**"), not being a person holding any alternate directorship for any other I or holding directorship in the Company, for and in place of the Original Director. The Alternate I shall be entitled to receive notice of all meetings and to attend and vote at such meetings in plac Original Director and generally to perform all functions of the Original Director in the Original Di absence. No Person shall be appointed as an Alternate Director to an Independent Director such Person is qualified to be appointed as an Independent Director of the Company. Any Pe appointed as Alternate Director shall not hold office for a period longer than that permissibl Original Director and shall vacate the office if and when the Original Director returns to Indi

150. The office of a Director shall automatically become vacant, if he is disqualified under any provisions of the Act. Further, subject to the provisions of the Act, a Director may resign fi office at any time by giving a notice in writing to the Company and the Board shall on receipt notice take note of the same and the Company shall intimate the Registrar and also place the such resignation in the report of Directors laid in the immediately following General Meetin Director may also forward a copy of his resignation along with detailed reasons for the resign the Registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effe the date on which the notice is received by the Company or the date, if any, specified by the D in the notice, whichever is later.

151. At any Annual General Meeting at which a Director retires, the Company may fill up the vaca appointing the retiring Director who is eligible for re-election or some other Person if a notice said purpose has been left at the office of the Company in accordance with the provisions of t The directors liable to retire by rotation shall not include independent directors, the managing d and any director or directors whose appointment terms, as governed by any agreement referre Article 157, exempt them from retirement by rotation. Among the directors subject to retirem rotation, those who have held office the longest since their last appointment shall retire. In where two or more directors were appointed on the same day, the director to retire shall be deter in the absence of an agreement amongst themselves, by lot.

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152. No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act.

153. No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as a Director and such consent has been filed with the Registrar within 30 (Thirty) days of his appointment in the manner prescribed in the Act.

154. Subject to the provisions of the Act, the Directors shall have the power, at any time and from time to time to appoint any Persons as Additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for re-appointment as Director.

155. The Company may by Ordinary Resolution, of which special notice has been given in accordance with the Section 169 of the Act, remove any Director including the Managing Director, if any, before the expiration of the period of his office. Notwithstanding anything contained in these Articles or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.

156. If the office of any Director appointed by the Company in General Meeting, is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred.

157. In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them the lender concerned may have and may exercise the right and power to appoint, from time to time, any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification Shares.

158. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/ or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably.

XVIII. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

159. The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their bodies to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

160. Subject to the provisions of any contract between him and the Company, the Managing Director/ whole- time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director.

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161. Subject to the provisions of the Act, a Managing Director or whole time director may be p remuneration (whether by way of salary, commission or participation in profits or partly in and party in other) as the Board may determine.

162. The Board, subject to Section 179 and any other applicable provisions of the Act, may entru confer upon a Managing Director or whole time director any of the powers exercisable by th such terms and conditions and with such transfers, as they may think fit and either collaterall to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter o or any of such powers.

XIX. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

163. Subject to the provisions of the Act, a chief executive officer, manager or a company secret be appointed by the Board on such terms and conditions and remuneration as it may deem fi chief executive officer, manager or company secretary so appointed may be removed by me resolution of the Board.

XX. MEETINGS OF THE BOARD

164. The Board may meet for the conduct of business, adjourn and otherwise regulate its meetin thinks fit.

165. A Director may, and the manager or the Secretary of the Company upon the requisition of a shall, at any time convene a meeting of the Board.

166. Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year i manner that not more than 120 (one hundred and twenty) days shall intervene between consecutive meetings of the Board.

167. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) D whichever is higher, and the participation of the Directors by video conferencing or by othe visual means shall also be counted for the purpose of quorum. Provided that where at any number of interested Directors is equal to or exceeds two-thirds of the total strength of the Bo number of remaining Directors, that is to say the number of Directors who are not interes present at the meeting being not less than 2 (two), shall be the quorum during such time.

168. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long number is reduced below the quorum fixed by the Act for a meeting of the Board, the co Directors or Director may act for the purpose of increasing the number of Directors to that f the quorum, or of summoning a General Meeting of the Company, but for no other purpose.

169. If quorum is found to be not present within 30 (thirty) minutes from the time when the meetin have begun or if during the meeting, valid quorum no longer exists, the meeting shall be recon the same time and at the same place 7 (seven) days later. At the reconvened meeting, the D present and not being less than 2 (two) Persons shall constitute the quorum and may tran business for which the meeting was called and any resolution duly passed at such meeting valid and binding on the Company.

170. Subject to the provisions of the Act allowing for shorter notice periods, a meeting of the Board convened by giving not less than 7 (seven) days' notice in writing to every Director at his registered with the Company and such notice shall be sent by hand delivery or by post or by el means.

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

172. The Board may elect a Chairperson for its meetings and determine the period for which he is to hold office. The Board may likewise appoint a vice-chairman of the Board of Directors to preside over the meeting at which the chairman shall not be present. If at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairperson of the meeting.

173. In case of equality of votes, the Chairperson of the Board shall have a casting vote at Board meetings of the Company.

174. 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.

175. 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.

176. A committee may elect a Chairperson of its meetings and may also determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (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.

177. A committee may meet and adjourn as it thinks fit.

178. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Directors present. The chairperson of the committee, if any, shall not have any second or casting vote.

179. Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of the Committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

180. 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 his appointment was invalid by reason of any defect for disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director.

181. Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established; provided that every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board and shall not participate in such meeting as

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required under Section 184 and other applicable provisions of the Act, and his presence shall not count for the purposes of forming a quorum at the time of such discussion or vote.

XXI. POWERS OF THE DIRECTORS

182. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these Articles are expressly directed to be exercised by the Members in the General Meeting.

183. Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers covered under Section 179(3)(d) to Section 179(3)(f) to any committee of the Board, managers, or any other principal officer of the Company as they may deem fit and may at their own discretion revoke such powers.

184. The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time.

185. Subject to the provisions of the Act and these Articles, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act, or any other statute or by the Memorandum of Association or by these Articles o otherwise, to be exercised or done by the Company in a General Meeting; provided further that i exercising any such power or doing any such act or thing, the Board shall be subject to the provision in that behalf contained in the Act or any other statute or in the Memorandum of Association of th Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunde including regulations made by the Company in General Meeting, but no regulation made by the Compan in General meeting shall invalidate any prior act of the Board which would have been valid if th regulation had not been made.

186. Subject to the provisions of the Act and the and any other applicable Law for the time being in forc the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secu the payment of any sum of money for and on behalf of the Company in such manner and upon su terms and conditions in all respects as they think fit and through the issue of Debentures or bonds the Company or by mortgage or charge upon all or any of the properties of the Company both pres and future including its uncalled capital then available.

187. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Comp and to operate all banking accounts of the Company and to receive payments, make endorseme draw and accept negotiable instruments, hundies and bills or may authorise any other Person or Pers to exercise such powers.

XXII. BORROWING POWERS

188. Subject to the provisions of the Act, the Board may from time to time, at their discretion rais borrow or secure the payment of any sum or sums of money for and on behalf of the Company. such money may be raised or the payment or repayment thereof may be secured in such manne upon such terms and conditions in all respect as the Board may think fit by promissory notes

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opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable Debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and Securities of the Company or by other means as the Board deems expedient.

189. The Board of Directors shall not except with the consent of the Company by way of a Special Resolution, borrow monies where the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up Share Capital, free reserves and securities premium of the Company.

XXIII. DIVIDEND AND RESERVES

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

191. Subject to the provisions of the Act, 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.

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

193. 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.

194. No amount paid or credited as paid on a Share in advance of calls shall be treated, for the purpose of these Articles, as paid on the Share. However, any amount paid in advance of calls on a Share may carry interest, as determined by the Board in accordance with applicable Law but shall not entitle the holder of the Share to participate in respect of that amount in any dividend subsequently declared.

195. All dividends shall be apportioned and paid proportionately to the amounts, paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly.

196. 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.

197. Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque or demand draft 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 of the Company, or to such Person and to such address as the holder or joint holders may in writing direct.

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198. Every such cheque shall be made payable to the order of the Person to whom it is sent.

199. Any one of two or more joint holders of a Share may give effectual receipts for any dividends, bonuses or other payments in respect of such Share.

200. Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the Persons entitled to Share therein in the manner mentioned in the Act.

201. No dividend shall bear interest against the Company.

202. A Shareholder can waive/ forgo the right to receive the dividend (either final and/ or interim) to which he is entitled, on some or all the equity Shares held by him in the Company. However, the Shareholder cannot waive/ forgo the right to receive the dividend (either final and/ or interim) for a part of percentage of dividend on Share(s).

203. Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'.

204. Any money transferred to the 'Unpaid Dividend Account' of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company along with the interest accrued, if any, to the Fund known as Investor Education and Protection Fund established under Section 125 of the Act. There shall be no forfeiture of unclaimed or unpaid dividends before the claim becomes barred by law.

205. All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. Provided that any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.

206. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpai or unclaimed with the Company.

XXIV. INSPECTION OF ACCOUNTS

207. (i) The Board shall cause proper books of account to be maintained under Section 128 and oth applicable provisions of the Act.

(ii) The Board shall, from time to time, in accordance with the Act, determine whether and to wh extent and at what times and places and under what conditions or regulations all books of t Company or any of them, shall be open to the inspection of Members not being Directors.

(iii) No Member (not being a Director) or other Person shall have any right of inspecting a account book or document of the Company except as conferred by Law or authorised by t Board or by the Company in General Meetings.

(iv) Each Director shall be entitled to examine the books, accounts and records of the Company, a shall have free access, at all reasonable times and with prior written notice, to any and properties and facilities of the Company.

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XXV. SECRECY

208. Every manager, auditor, trustee, member of a Committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Board, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all *bona fide* transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the Law of the country and except so far as may be necessary in order to comply with any of the provisions in these Articles and the provisions of the Act.

XXVI. WINDING UP

209. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016, as amended. (to the extent applicable).

XXVII. THE SEAL

210. (i) The Board shall provide for the safe custody of the seal of the Company.

(ii) The seal shall not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of at least 1 (One) Director or Company Secretary or any other official of the Company as the Board may decide and that 1 (One) Director or Company Secretary or such official shall sign every instrument to which the Seal of the Company is so affixed in their presence. The Share certificates will, however, be signed and sealed in accordance with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, as amended.

XXVIII. AUDIT

211. Subject to the provisions of the Act, the Company shall appoint an auditor at an Annual General Meeting to hold office from the conclusion of that Annual General Meeting until the conclusion of the sixth Annual General Meeting from such Annual General Meeting, and every auditor so appointed shall be informed of his appointment within 15 days.

212. The Directors may fill up any casual vacancy in the office of the auditors within 30 (Thirty) days subject to the provisions of Section 139 and 140 of the Act and the rules framed thereunder.

213. The remuneration of the auditors shall be fixed by the Company in the Annual General Meeting or in such manner as the Company may in the General Meeting determine.

XXIX. GENERAL AUTHORITY

214. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

XXX. INDEMNITY

215. 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 National Company Law Tribunal.

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We the several persons, whose names & addresses are subscribed below are desirous of being formed i Company in pursuance of these Articles of Association and we respectively agree to take the nu of shares in the Capital of the Company set opposite our respective names:-

Names, Addresses, Occupations and Father's Name of Subscribers	Number of Equity shares to be taken by each Subscriber	Names, Address, Occupation and Father' Name of the witness
1. **SHANTI DEVI GOEL** W/o. Purushottam Dass Goel 4, Alipore Park Place, Kolkata-700 027 Business	20000 (Twenty Thousand)	I Witness to all Seven Signatories being Sl. No. 1 to 7: **SANDEEP MOOSADDEE, B.COM. (H), F.C.A** S/o. Sri Sant Kumar Moosaddee P-26/1, C. I. T. Road, Kolkata 700 014. ***Chartered Accountant***
2. **DEEPAK GOEL** S/o. Purushottam Dass Goel 4, Alipore Park Place, Kolkata-700 027. Business	20000 (Twenty Thousand)	
3. **PURUSHOTTAM DASS GOEL** S/o. Late Ram Krishan Dass Goel 4, Alipore Park Place, Kolkata-700 027. Business	5000 (Five Thousand)	
4. **RASHMI GOEL** W/o. Devendra Goel 4, Alipore Park Place, Kolkata-700 027. Housewife	5000 (Five Thousand)	
5. **DEVENDRA GOEL** S/o. Purushottam Dass Goel 4, Alipore Park Place, Kolkata-700 027 Business	5000 (Five Thousand)	
6. **RAKHI GOEL** W/o. Deepak Goel 4, Alipore Park Place, Kolkata-700 027 Housewife	5000 (Five Thousand)	
7. **SANGEETA TEKRIWAL** W/o. Pramod Kumar Tekriwal 4, Alipore Park Place, Kolkata-700 027 Housewife	500 (Five Hundred)	
TOTAL	**60500** **(Sixty Thousand Five Hundred)**	

KOLKATA DATED THE 18TH DAY OF MARCH, 2005.

LUMINO INDUSTRIES LIMITED
Dwmdr lom
DIN: 00673447
Director