

Form No. INC-34

Form language

e-AOA (e-Articles of Association) English Hindi

[Pursuant to Section 5 of the Companies Act, 2013 and rules made thereunder read with Schedule I]

Refer instruction kit for filing the form.

All fields marked in * are mandatory

Table applicable to company as notified under schedule I of the Companies Act, 2013 (F, G, H)

F

Table F / G / H (basis on the selection of above-mentioned field) as notified under schedule I of the companies Act, 2013 is applicable to

(F – a company limited by shares

G – a company limited by guarantee and having a share capital

H – a company limited by guarantee and not having share capital)

F - A COMPANY LIMITED BY SHARES

The name of the company is

SHANKESH JEWELLERS PRIVATE LIMITED

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
<input type="checkbox"/>	<input checked="" type="checkbox"/>	1	<ul style="list-style-type: none"> I. (1) In these regulations (a) Act means the (Indian) Companies Act 1956 or the Companies Act 2013 whichever is applicable the rules made thereunder and any amendments thereto or re-enactments thereof from time to time. (b) the seal means the common seal of the company. (c) These Articles means these Articles of Association as originally framed or as altered from time to time. (d) The Company means SHANKESH JEWELLERS LIMITED. (e) Board of Directors or Board means the collective body of Board of Directors of the Company and shall include a Committee thereof. (f) The Office means the Registered Office of the Company for the time being. (g) The Register means the Register of Members to be kept pursuant to Section 88 of the Act. (h) Dividend includes any interim dividend. (i) Year means Financial Year shall have the meaning assigned thereto by Section 2(41) of the Act. (j) In Writing and Written shall include printing lithography and other mode of representing or reproducing words in a visible form. (k) Words importing the singular number also include the plural number and vice-versa. (l) Words importing the masculine gender also include the feminine gender. (m) Words importing the Company include corporations. (n) Electronic Mode means any communication by way of electronic media like tele-conferencing video conferencing and any other electronic media. (o) Member means a member as defined under the Act and the duly registered holder of the shares of the Company from time to time. (p) The Managing Director means the managing director for the time being of the Company. (q) The Whole-Time Director means the Whole-

		time director for the time being of the Company.(r) Independent Director means a Director as defined under section 149(6)of the Companies Act 2013.(s) Depository means a depository as defined in section 2(1)(e) of the Depositories Act 1996.(t) SEBI means the Securities and Exchange Board of India.(u) Security means such security as may be defined by SEBI from time to time.(v) Beneficial Owner means a person whose name is recorded as such with a Depository.(w) Rules means the applicable rules for the time being in force as prescribed under relevant sections of the Act.(x) The Registrar means the Registrar of Companies having jurisdiction over the area in which the registered office of the Company is for the time being situated.(y) The Key Managerial Personnel (KMP) shall the same meaning as assigned to it under section 203 of the Act.(2) Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the CompanyPublic Company1. The company is a public company as defined in Section2(71) of the Act.
		Share Capital and Variation of rights
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>II 1</p> <ul style="list-style-type: none"> • II. 1. (A) The Authorized Share Capital of the Company is same as mentioned in Clause V of the Memorandum of Association provided further that the said Authorised Share Capital shall be capable of being divided into several classes with any preferential qualified or other rights privileges conditions or restrictions attached thereto whether in regard to dividend voting return of capital or otherwise. (B) Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. (C) Subject to the provisions of the Act and these Articles the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash and if so issued shall be deemed to be fully paid-up or partly paid-up shares as the case may be. (D) The Company may issue the following kinds of shares in accordance with these Articles the Act the Rules and other applicable laws (a) Equity Share Capital (i) with voting rights and (ii) with differential rights as to dividend voting or otherwise in accordance with the Rules and (b) Preference Share Capital
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>2</p> <ul style="list-style-type: none"> • Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than

			<p>one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.(iv) A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository. Where a person opts to hold any share with the depository the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	3	<ul style="list-style-type: none"> 3. (i) If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the Company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the Company.(iii) The Board may subject to the provisions of the Act accept a surrender of any share from or by any Member desirous of surrendering the same on such terms as it may think fit.
<input type="checkbox"/>	<input type="checkbox"/>	4	<ul style="list-style-type: none"> Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	5	<ul style="list-style-type: none"> On receipt of a request from shareholder the Board of Directors may authorize for sub-division consolidation of share certificates.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	6	<ul style="list-style-type: none"> (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	7	<ul style="list-style-type: none"> (i) If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the Company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.(ii) To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p style="text-align: center;">8</p>	<ul style="list-style-type: none"> 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.9. (i) Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine. (ii) The Board or the Company as the case may be may in accordance with the Act and the Rules issue further shares to-(a) persons who at the date of offer are holders of equity shares of the Company such offer 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 or(b) employees under any scheme of employees stock option or(c) any persons whether or not those persons include the persons referred to in clause (a) or clause (b) above. (iii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement subject to and in accordance with the Act and the Rules.SWEAT EQUITY SHARES9A (i) Subject to the provisions of the Act and other applicable provisions if any the Company may with the approval of the shareholders by resolution as prescribed under the Act in general meeting issue sweat equity shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India and or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.(ii) The rights limitations restrictions and provisions as are for the time being applicable to equity shares shall be applicable to the sweat equity shares issued under this section and the holders of such shares shall rank pari-passu with other equity shareholders. ISSUE OF DEBENTURES9B. Any debentures debenture-stock or other securities may be issued subject to the provisions of the Act and these Articles at a discount premium or otherwise or may be issued on the condition that they shall be convertible into shares of any denomination or with any special privileges or conditions as to redemption surrender drawing allotment of shares attending (but not voting) at the general meeting appointment of directors and otherwise.
			<p><i>Lien</i></p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p style="text-align: center;">9</p>	<ul style="list-style-type: none"> (i) The company shall have a first and paramount lien --(a) on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and(b) on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the companyProvided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.(ii) The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.(iii) The fully paid shares shall be free from all lien and that in case of partly paid shares the Issuers lien shall be restricted to moneys called or payable at a fixed time in respect of such shares
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> The company may sell in such manner as the Board thinks fit any shares on which the company has a lienProvided that no sale shall be made unless a sum in respect of which the lien exists is

		10	presently payable or b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
<input type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. 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.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	12	<ul style="list-style-type: none"> (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.(iii) In exercising its lien the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether a creditor of the registered holder or otherwise. The Companys lien shall prevail notwithstanding that it has received notice of any such claim.(iv) The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.
			<i>Calls on shares</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	13	<ul style="list-style-type: none"> (i) The Board may from time to time make calls upon the Members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.(ii) Each Member shall subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the Company at the time or times and place so specified the amount called on his shares.(iii) A call may be revoked or postponed at the discretion of the Board.(iv) Any amount paid up in advance of calls on shares may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.(v)The option or right to call on shares shall not be given to any person except with the sanction of the Issuer in general meetings.
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	14	<ul style="list-style-type: none"> A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	15	<ul style="list-style-type: none"> The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
			<ul style="list-style-type: none"> If a sum called in respect of a share is not paid before or on the day

<input type="checkbox"/>	<input type="checkbox"/>	16	<p>appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>
<input type="checkbox"/>	<input type="checkbox"/>	17	<ul style="list-style-type: none"> Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	18	<ul style="list-style-type: none"> The Board(a) may if it thinks fit receive from any Member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and(b) upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the Company in general meeting shall otherwise direct twelve per cent. per annum as may be agreed upon between the Board and the Member paying the sum in advance.(c) Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.(d) The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.
			<i>Transfer of shares</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	19	<ul style="list-style-type: none"> (i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.(iii) A common form of transfer shall be used(iv) That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever
<input type="checkbox"/>	<input type="checkbox"/>	20	<ul style="list-style-type: none"> The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.
<input type="checkbox"/>	<input type="checkbox"/>	21	<ul style="list-style-type: none"> The Board may decline to recognise any instrument of transfer unless. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56b. 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

			andc. the instrument of transfer is in respect of only one class of shares.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	22	<ul style="list-style-type: none"> (i) On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.(ii) The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
			Transmission of shares
<input type="checkbox"/>	<input type="checkbox"/>	23	<ul style="list-style-type: none"> On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
<input type="checkbox"/>	<input type="checkbox"/>	24	<ul style="list-style-type: none"> Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. 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.
<input type="checkbox"/>	<input type="checkbox"/>	25	<ul style="list-style-type: none"> If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> (i) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a Member in respect of the share be entitled in respect of it to exercise any right conferred by Membership in relation to meetings of the Company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.(ii) The provisions of these Regulations relating to transmission by operation of law shall mutatis mutandis

		26	<p>apply to any other securities including debentures of the Company. DEMATERIALIZATION OF SHARES 27A. (i) Notwithstanding anything contained in these Articles the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act 1996 and any statutory enactments and modifications thereof. (ii) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository in respect of any security in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed issue to the Beneficial Owner the required certificates of securities. (iii) Where a person opts to hold a security with a Depository the Company shall intimate the Depository the details of allotment of the security and on receipt of the information the Depository shall enter in its record the name of the allottee as the beneficial owner of the security. (iv) All securities held by a Depository shall be dematerialized and shall be in a fungible form. Nothing contained in Section 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners. (v) Notwithstanding anything to the contrary contained in the Act or these Articles a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner. (vi) Save as otherwise provided in (a) above the Depository as a registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it. (vii) Every person holding shares of any class in the capital of the Company and whose name is entered as beneficial owner in the records of a Depository shall be deemed to be a member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository. (viii) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository. (ix) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a Depository. (x) The register and index of beneficial owners maintained by a Depository under the Depositories Act shall be deemed to be the register and index of members and security holders for the purposes of these Articles. (xi) Notwithstanding anything in the Act or these Articles to the contrary where securities are held in a Depository the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs. (xii) Every holder of securities of the Company shall be entitled to nominate in the prescribed manner a person to whom his securities shall vest in the event of his death in accordance with the provisions of the Act.</p>
	<input checked="" type="checkbox"/> <input type="checkbox"/>	27	<ul style="list-style-type: none"> • In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the

			death of the member become the member of the company.
			Forfeiture of shares
<input type="checkbox"/>	<input type="checkbox"/>	28	<ul style="list-style-type: none"> If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	29	<ul style="list-style-type: none"> The notice aforesaid shall(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and(b) state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.29A. (i) Neither the receipt by the Company of a portion of any money which may from time to time be due from any member in respect of his shares nor any indulgence that may be granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.(ii) When any share shall have been so forfeited notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.(iii) The forfeiture of a share shall involve extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share.(iv) A forfeited share shall be deemed to be the property of the Company.
<input type="checkbox"/>	<input type="checkbox"/>	30	<ul style="list-style-type: none"> If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.
<input type="checkbox"/>	<input type="checkbox"/>	31	<ul style="list-style-type: none"> A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	32	<ul style="list-style-type: none"> (i) A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the Company all monies which at the date of forfeiture were presently payable by him to the Company in respect of the shares.(ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.(iii) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine from the time of forfeiture until payment or realization. The Board may if it thinks fit but without being under any obligation to do so enforce the payment of the whole or any portion of the monies due without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in

			part.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	33	<ul style="list-style-type: none"> (i) A duly verified declaration in writing that the declarant is a Director the manager or the secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share(ii) The Company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of(iii) The transferee shall thereupon be registered as the holder of the share and(iv) The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.33A.(i) Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given the Board may if necessary appoint some person to execute an instrument for transfer of the shares sold and cause the purchasers name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.(ii) Upon any sale re-allotment or other disposal under the provisions of the preceding Articles the certificate(s) if any originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	34	<ul style="list-style-type: none"> (i) The provisions of these regulations as to forfeiture shall apply in the case of non payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified. (ii) The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
			Alteration of capital
<input type="checkbox"/>	<input type="checkbox"/>	35	<ul style="list-style-type: none"> 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.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	36	<ul style="list-style-type: none"> Subject to the provisions of section 61 the Company may by ordinary resolution(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares(b) convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum(d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> Where shares are converted into stock(a) the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which

		37	<p>the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.(b) the holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the Company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage.(c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words share and Shareholder in those regulations shall include stock and stock-holder respectively.</p>
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
		38	<ul style="list-style-type: none"> The Company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law(a) its share capital(b) any capital redemption reserve account or(c) any share premium account. (d) Any other reserve in the nature of share capital.JOINT HOLDERS38A (i) Where two or more persons are registered as joint holders (not more than three) of any share they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles.(ii) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.(iii) On the death of any one or more of such joint-holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.(iv) Any one of such joint holders may give effectual receipts of any dividends interests or other moneys payable in respect of such share.(v) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate if any relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.(vi) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.(vii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands shall for the purpose of this clause be deemed joint-holders.(viii) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.
			Capitalisation of profits
			<ul style="list-style-type: none"> (i) The Company in general meeting may upon the

<input type="checkbox"/>	<input checked="" type="checkbox"/>	39	<p>recommendation of the Board resolve(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Companys reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions.(ii) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards(A) paying up any amounts for the time being unpaid on any shares held by such Members respectively(B) paying up in full unissued shares of the Company to be allotted and distributed credited as fully paid-up to and amongst such Members in the proportions aforesaid(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B)(D) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares(E) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> (i) Whenever such a resolution as aforesaid shall have been passed the Board shall(A) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and(B) generally do all acts and things required to give effect thereto.(ii) The Board shall have power(a) to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and(b) to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the Company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares(iii) Any agreement made under such authority shall be effective and binding on such Members.
			Buy-back of shares
<input type="checkbox"/>	<input type="checkbox"/>	41	<ul style="list-style-type: none"> Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	42	<ul style="list-style-type: none"> (i) All general meetings other than annual general meeting shall be called extraordinary general meeting.(ii) Notice of the General Meeting shall be in accordance with the provisions of the Companies Act 2013 read with rules prescribed under the Act.
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or

		43	any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.
			<i>Proceedings at general meetings</i>
<input type="checkbox"/>	<input type="checkbox"/>	44	<ul style="list-style-type: none"> No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
<input type="checkbox"/>	<input type="checkbox"/>	45	<ul style="list-style-type: none"> The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	46	<ul style="list-style-type: none"> If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.46A. (i) On any business at any general meeting in case of an equality of votes whether on a show of hands or electronically or on a poll the Chairperson shall have a second or casting vote.(ii) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the ActRules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.(iii) There shall not be included in the minutes any matter which in the opinion of the Chairperson of the meeting (a) is or could reasonably be regarded as defamatory of any person or(b) is irrelevant or immaterial to the proceedings or(c) is detrimental to the interests of the Company.(iv) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.(v) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.(vi) The books containing the minutes of the proceedings of any general meeting of the Company or of a resolution passed by postal ballot shall(a) be kept at the registered office of the Company and(b) be open to inspection by any member without charge during 1100 a.m. to 100 p.m. on all working days other than Saturdays.(vii) Any member shall be entitled to be furnished within the time prescribed by the Act after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board with a copy of any minutes referred to in clause (1) above.Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years shall be entitled to be furnished with the same free of cost.(viii) The Board and also any person(s) authorised by it may take any action before the commencement of any general meeting or any meeting of a class of members of the Company which they may think fit to ensure the security of the meeting the safety of people attending the meeting and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final and rights to attend and participate in the meeting concerned shall be subject to such decision.

<input type="checkbox"/>	<input type="checkbox"/>	47	<ul style="list-style-type: none"> If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	48	<ul style="list-style-type: none"> In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
			Adjournment of meeting
<input type="checkbox"/>	<input type="checkbox"/>	49	<ul style="list-style-type: none"> The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
<input type="checkbox"/>	<input checked="" type="checkbox"/>	50	<ul style="list-style-type: none"> Subject to any rights or restrictions for the time being attached to any class or classes of shares(a) on a show of hands every Member present in person shall have one vote and(b) on a poll the voting rights of Members shall be in proportion to his share in the paid-up equity share capital of the Company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	51	<ul style="list-style-type: none"> Provisions of Section 108 shall not be applicable to the Company.
<input type="checkbox"/>	<input type="checkbox"/>	52	<ul style="list-style-type: none"> In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.
<input type="checkbox"/>	<input type="checkbox"/>	53	<ul style="list-style-type: none"> A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
<input type="checkbox"/>	<input type="checkbox"/>	54	<ul style="list-style-type: none"> Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
<input type="checkbox"/>	<input type="checkbox"/>	55	<ul style="list-style-type: none"> No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid

<input type="checkbox"/>	<input type="checkbox"/>	56	<ul style="list-style-type: none"> No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
			Proxy
<input type="checkbox"/>	<input checked="" type="checkbox"/>	57	<ul style="list-style-type: none"> (i) The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.(ii) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf for that meeting.
<input type="checkbox"/>	<input type="checkbox"/>	58	<ul style="list-style-type: none"> An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
<input type="checkbox"/>	<input type="checkbox"/>	59	<ul style="list-style-type: none"> A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
			Board of Directors
<input type="checkbox"/>	<input checked="" type="checkbox"/>	60	<ul style="list-style-type: none"> (i) The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the memorandum or a majority of them.(ii) The minimum number of Directors shall be three and maximum number of Directors shall be fifteen Provided that the company may appoint more than fifteen Directors after passing a special resolution in the General Body. (iii)The first Directors of the Company shall be. Kantilal Khimraj Jainii. Jugraj Khimraj Jain
<input type="checkbox"/>	<input checked="" type="checkbox"/>	61	<ul style="list-style-type: none"> (i) The remuneration of the Directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day.(ii) In addition to the remuneration payable to them in pursuance of the Act the Directors may be paid all travelling hotel and other expenses properly incurred by them(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or(b) in connection with the business of the company.
<input type="checkbox"/>	<input type="checkbox"/>	62	<ul style="list-style-type: none"> The Board may pay all expenses incurred in getting up and registering the company.
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may

		63	(subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
<input type="checkbox"/>	<input type="checkbox"/>	64	<ul style="list-style-type: none"> All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	65	<ul style="list-style-type: none"> Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
			<ul style="list-style-type: none"> (i) Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional Director provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a Director at that meeting subject to the provisions of the Act.(iii) The Board of Directors may appoint any alternate director in accordance with section 161 of the Act.64A (i) The same individual may at the same time be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.(ii) The directors may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board Provided that the amount of such fee shall not exceed the amount as may be prescribed by the Act or Central Government from time to time.(iii) The directors shall not be required to hold any qualification shares in the Company.(iv) 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 by the Board of Directors at a meeting of the Board.(v) Whenever the Company Board enter into a contract with any Government Central State or Local any bank or financial institution or any person or persons (hereinafter referred to as the appointer) for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever the directors shall have subject to the provisions of the Act the power to agree that such appointer shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more persons who are acceptable to the Board as directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such director or directors may not be liable to retire by rotation and nor be required to hold any qualification Shares. The directors may also agree that any such director or directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in vacancy which may occur as a result of any such director or directors ceasing to hold that office for any reason whatsoever. The directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the directors of the Company including payment of remuneration and traveling expenses to such director or directors as may be agreed by the

		66	<p>Company with the appointer. POWERS OF THE BOARD65B. (i) The Board of Directors shall exercise the following powers on behalf of the Company and it shall do so only by means of resolution passed by the Board at its meetings subject to the modifications changes if any made under the provisions of the Act and the rules made there under (a) to make calls on shareholders in respect of money unpaid on their shares (b) to authorize buy-back of securities under the Act (c) to issue securities including debentures whether in or outside India (d) to borrow moneys (e) to invest the funds of the Company (f) to grant loans or give guarantee or provide security in respect of loans (g) to approve financial statement and the Boards Report (h) to diversify the business of the Company (i) to approve amalgamation merger or reconstruction(j) to take over a company or acquire a controlling or substantial stake in another company (k) to make political contributions (l) to appoint or remove key managerial personnel (KMP) (m) to take note of appointment(s) or removal(s) of one level below the KMP (n) to appoint internal auditors and secretarial auditor (o) to take note of the disclosure of directors interest and shareholding(p) to buy sell investments held by the Company (other than trade investments) constituting five percent or more of the paid up share capital or free reserves of the investee company (q) to invite or accept or renew public deposits and related matters (r) to review or change the terms and conditions of public deposits(s) to approve quarterly half yearly and annual financial statements or financial results as the case may be and (t) any other matter which may be prescribed from time to time. Provided that the Board may by a resolution passed at a meeting delegate to any committee of directors the Managing Director the Manager or any other principal officer of the Company the powers specified in (d) (e) and (f) or such other powers as may be permitted from time to time on such conditions as the Board may prescribe subject to the Act.(ii) The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the Memorandum of Association and these Articles and to any regulations not being inconsistent with the Memorandum of Association and these Articles or the Act from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.ROTATION OF DIRECTORS66. All the Directors on the Board shall be liable to retire by rotation in accordance with the provisions of the Act. At every Annual General Meeting of the Company one third of such of the Directors shall retire by rotation or if their number is not three or a multiple of three the number nearest to one third shall retire from office.</p>
			Proceedings of the Board
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<ul style="list-style-type: none"> (i) The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit.(ii) A Director may and the manager or secretary on the requisition of a Director shall at any time summon a meeting of the Board.
		67	<ul style="list-style-type: none"> Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In
	<input type="checkbox"/>	<input type="checkbox"/>	

		68	case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	69	<ul style="list-style-type: none"> The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.
<input type="checkbox"/>	<input type="checkbox"/>	70	<ul style="list-style-type: none"> The Board may elect a Chairperson of its meetings and 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 five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	71	<ul style="list-style-type: none"> (i) The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such Member or Members of its body as it thinks fit.(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.(iii) In case of an equality of votes the Chairperson of the Committee shall have a second or casting vote.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	72	<ul style="list-style-type: none"> All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	73	<ul style="list-style-type: none"> A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	74	<ul style="list-style-type: none"> All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	75	<ul style="list-style-type: none"> Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.73A. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft by the Company Secretary of the Company if any or by any person or persons nominated by the ChairmanManaging DirectorManager together with the necessary papers if any to all the directors or to all the members of the Committee then in India (not being less in number than the

			<p>quorum fixed for a meeting of the Board or Committee as the case may be) and to all other directors or members of the Committee at their usual address in India and has been approved by such of the directors or members of the Committee as are then in India or by a majority of such of them as are entitled to vote on the resolution.</p>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	76	<ul style="list-style-type: none"> In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
<input type="checkbox"/>	<input checked="" type="checkbox"/>	77	<ul style="list-style-type: none"> Subject to the provisions of the Act(i) A chief executive officer manager Company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board(ii) A Director may be appointed as chief executive officer manager Company secretary or chief financial officer.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	78	<ul style="list-style-type: none"> A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and chief executive officer manager Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of chief executive officer manager Company secretary or chief financial officer. <p>MANAGING DIRECTOR75A. (i) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its Board member as a Managing Director or Joint Managing Director Whole Time Director Manager of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office but in any case not exceeding 5 (Five) years at a time and upon such terms and conditions as the Board thinks fit and subject to the provisions of these Articles the Board may by resolution vest in such Managing Director or Joint Managing Director Whole Time Director Manager or Chief Executive Officer of the Company such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine. The remuneration of a Managing Director Joint Managing Director Whole Time Director Manager or Chief Executive Officer may be by way of salary and/or allowances commission or participation in profits or perquisites of any kind nature or description or by any or all of these modes or by any other mode(s) not expressly prohibited by the Act or the Rules made thereunder or any notification or circular issued under the Act. No person shall be appointed as Managing Director and a Manager at the same time.(ii) The Board of Directors may from time to time entrust to and upon a Managing Director or Joint Managing Director for the time being such of the powers exercisable under these Articles by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the</p>

			Directors in that behalf and may from time to time revoke withdraw alter or vary all or any of such powers unless and until otherwise determined that a Managing Director may exercise all the powers exercisable by the Directors save such powers as by the Act or by these Articles shall be exercisable by the Directors themselves. REGISTERS 75B (I) The statutory registers (as prescribed under the Act and the Rules which are required to be open for inspection) and copies of annual return shall be open for inspection during 1100 a.m. to 100 p.m. on all working days other than Saturdays at the registered office of the Company by the persons entitled thereto on payment where required of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. (ii) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. (iii) The foreign register shall be open for inspection and may be closed and extracts may be taken therefrom and copies thereof may be required in the same manner mutatis mutandis as is applicable to the register of members.
			<i>The Seal</i>
<input type="checkbox"/>	<input type="checkbox"/>	79	<ul style="list-style-type: none"> The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			<i>Dividends and Reserve</i>
<input type="checkbox"/>	<input type="checkbox"/>	80	<ul style="list-style-type: none"> The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	81	<ul style="list-style-type: none"> Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
<input type="checkbox"/>	<input type="checkbox"/>	82	<ul style="list-style-type: none"> 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 equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time think fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> 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. No

		83	amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. 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.
<input type="checkbox"/>	<input type="checkbox"/>	84	<ul style="list-style-type: none"> The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	85	<ul style="list-style-type: none"> (i) Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of Members or to such person and to such address as the holder or joint holders may in writing direct.(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.(iii) No unclaimed or unpaid dividend shall be forfeited by the Board unless it becomes barred by the law.
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	86	<ul style="list-style-type: none"> Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	87	<ul style="list-style-type: none"> (i) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.(ii) The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.(iii) No unclaimed or unpaid dividend shall be forfeited by the Board unless it becomes barred by the law.
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	88	<ul style="list-style-type: none"> No dividend shall bear interest against the company.
			Accounts
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> NOTICE AND SERVICE OF DOCUMENTS86A. (i) (a) It shall be imperative on every member to notify to the Company for registration of his place of address in India and if he has no registered address within India to supply to the Company an address within India for giving of notices to him.(b) A member may notify his email address if any to which the notices and other documents of the company shall be served on him by electronic mode.(c) The Companys obligation shall be satisfied when it transmits the email and the company shall not be responsible for failure in transmission beyond its control. (ii) Subject to Section 20 of the Act a document may be served by the Company on any member thereof by sending it to him by post or by registered post or by speed post or by courier or by delivering at his address (within India) supplied by him to the company for the service of notices to him or by such electronic or other mode as may be specified in the

Act and the relevant Rules. The term courier means person or agency who or which delivers the document and provides proof of its delivery.(iii) Every person who by operation of law transfer or other means whatsoever shall become entitled to any share shall be bound by any and every notice and other document in respect of such share which previous to his name and address being entered upon the register shall have been duly given to the person from whom he derives his title to such share.(iv) Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement once in English and once in a vernacular daily newspaper circulating in the city town or village in which the registered office of the Company is situate.Provided however that such notice shall not be in contravention with any provisions of the Act or rules thereunder.(v) Any notice or document served in the manner hereinbefore provided shall notwithstanding such member be then dead and whether or not the Company has notice of his death be deemed to have been duly served in respect of any share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint-holder thereof and such service for all purposes of these presents be deemed a sufficient service of such notice or documents on his heirs executors administrators and all person (if any) jointly interested with him in any such shares.(vi) Any notice given by the Company shall be signed (digitally or electronically) by a Director or by the Secretary or some other officer appointed by the Directors and the signature thereto may be written facsimile printed lithographed Photostat.(vi) A document may be served on the Company or on an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post or by Registered Post or by leaving it at its Registered Office or by means of such electronic mode or other mode as may be specified in the Act and the relevant Rules.BORROWING POWERS87. (i) Subject to section 73 179 180 and Regulations made there under and directions issued by the RBI the directors may from time to time raise or borrow any sums of money for and on behalf of the Company including unsecured loans. The Directors may secure the repayment of such money in such manner and upon such terms and conditions in all respects as they think fit by issue of debenture and debenture stock 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.(ii) The Board shall cause a proper Register to be kept in accordance with the provisions of the Act of all mortgages Debentures and charges specifically Register of mortgage etc. to affecting the property of the Company including all floating charges on current assets of the Company and fixed charges on the undertaking or any property of the Company and shall cause the requirements of the Act in that behalf to be duly complied with so far as they fall to be complied with by the Board.BOARD TO APPOINT ATTORNEYS88. The Board of Directors may at any time and from time to time by Power of Attorney appoint any person or persons to be the Attorney or Attorneys of the company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the directors under these presents) and for such periods and subject to such conditions as the directors may from time to time think fit and any such appointment (if the directors think fit) be made in favour of any company or the members directors nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the directors and any such power of attorney may contain any such

			<p>powers for the protection or convenience of persons dealing with such attorneys as the directors may think fit and may contain powers enabling such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them. SECRECY89.(i) Every Director Manager Auditor Trustee Member of a committee Officer Servant and Accountant or other persons employed in the business of the Company shall before entering upon his duty sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with the customers and the state of accounts with the individual and in matter relating thereto and shall by such declaration pledge himself not to release any of the matters may come to his knowledge in the course of his duties except when required so to do by the Directors or by any meeting or a court of law or by the persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained or by the Act or any other law. (ii) No shareholder or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.</p>
			<i>Winding up</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	90	<ul style="list-style-type: none"> Subject to the provisions of Chapter XX of the Act and rules made thereunder (i) If the Company shall be wound up the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act divide amongst the Members in specie or kind the whole or any part of the assets of the Company whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. (iii) The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.
			<i>Indemnity</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	91	<ul style="list-style-type: none"> (i) Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal. (ii) Subject to the provisions of the Act every director Managing Director Manager Company Secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company to pay all costs losses and expenses (including travelling expense) which such director Managing Director Manager Company Secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director Managing Director Manager Company Secretary or officer or in any way in the discharge of his

			duties in such capacity including expenses.
			<i>Others</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	92	<ul style="list-style-type: none"> • GENERAL AUTHORITY92. Wherever in the Companies Act 2013 it has been provided that any company shall have any right privilege or authority or that any company cannot carry out any transaction unless it is so authorised by its Articles then and in that case this Article hereby authorizes and empowers this Company to have such right privilege or authority and to carry out such transaction as have been permitted by the Companies Act 2013 without there being any other specific Article in that behalf herein provided.

Attachments

First Subscriber (s) sheet

AOA.pdf

Declaration

Pursuant to resolution no. dated, I, on the behalf of Board of Directors, declare that following amendments have been adopted in Article of Association:

To be digitally signed by

Name

MAHAVIR KANTILAL JAIN

Designation

Director

DIN

08474030

DSC