

THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION OF M/S PHYTO CHEM (INDIA) LIMITED

- I. The Name of the Company is **Phyto Chem (India) Limited**
- II. The Registered Office of the Company is situated in the **State of Telangana.**
- III. The objects for which the Company is established are:-

A. The Main Objects to be pursued by the Company are:

1. To carry on the business of manufacture, produce, refine, process, formulate, buy, sell, import, export, market, develop, distribute, or otherwise engage or deal in all types of Pesticides such as Insecticides, Fungicides, Herbicides, Weedcides, Rodenticides, Vermifuges, Household Insecticides or Chemicals, Fumigants, Biological Insecticides, Plant Growth Regulants, all kinds of related Organic and Inorganic Chemicals, supplements, Intermediates and Derivatives including Raw Materials and by-products thereof or any nature used or capable of being used in the Pesticide and Agriculture chemicals and thereof.
2. To carry on the business of manufacture, formulate, process, develop, refine, sell, buy, import, export, wholesale, retail, trade, represent, deal or distribute in all kinds of Chemicals, Bulk Drugs, Bulk Formulated Chemicals, Intermediates, Organic and Inorganic Chemicals, Pharmaceuticals, Biologicals, Medicines, Medicinal Preparations, Vaccines, Nutraceuticals, Healthcare, Ayurvedic and Dietary supplement products, Dyes, Dye Intermediates, Dye Fixatives, Detergents, Specialty Chemicals, Fine Chemicals, Phyto Chemicals, Industrial Chemicals, Veterinary Medicines and Chemicals, Plant Extracts, Natural & Herbal Products, Food Additives, Formulae preparations, Feed Additives, Cosmetic Chemicals, Flavors and Fragrances, Bio Chemicals, Petroleum Products and by-products and Aromatic Oils and to research, design, develop, process and Technology in respect of the above and subject the same for commercial purpose and also to carry on the business as chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products and to deal in all kinds of Scientific, Medical and Diagnostic products and Equipments, Appliances and Accessories.
3. To carry on the business of manufacture, produce, refine, process, formulate, buy, sell, import, export, market, develop, distribute, trade or otherwise engage or deal in all types of organic and inorganic chemicals, fertilizers, micro fertilizers, mixture fertilizers, granulated fertilizers, micro nutrients and by-products thereof or any nature used or capable of being used in all types of agricultural and commercial crops.

4. To carry on the business of farming, horticulture, floriculture, aquaculture, plantations, farms, gardens, medicinal plants, vegetable products and fruits of all kinds and varieties including their processing, refining, extraction, formulation, market and export and for that purpose to purchase, take on lease or otherwise acquire any land, estate and to work, develop and maintain the same and to construct, equip, erect, establish, purchase, acquire on lease, hire or otherwise factory or factories and to do all acts and things which are ancillary to the attainment of the above said objects.
5. To carry on the business of manufacture, produce, refine, process, formulate, buy, sell, import, export, market, develop, distribute, trade or otherwise engage or deal in all types of ferrous metals, alloy, steels, ferro alloys, pig iron, wrought iron, stainless steel, steel converts, rolled steel makers, miners, smelters, engineers, iron and steel foundries, re-rollers, hardware castings and their various products in various forms in all or any of their respective branches, Metallurgical prospectors, explorers, contractors, agents and to establish workshops for the manufacture of any equipment required for any of the industries which the company can undertake and to deal in such equipment.
6. To carry on the business to construct, erect, build, design, repair, remodel, demolish, develop, improve, macadamize and maintain buildings, structures, bridges, projects, irrigation projects, cannels, water dams, houses, apartments, hospitals, schools, places of worship, highways, roads, railway tracks, sideways, courts, alleys, pavements and to do other similar construction and for these purposes to purchase, take on lease or otherwise acquire and hold any lands, and develop layout thereon or buildings of any tenure or description wherever situate, or rights or interests therein or connected there with, or any other structural or architectural work of any kind whatsoever and for such purposes to prepare estimates, designs, plans, specification or models and also to establish, purchase, acquire on lease, hire or otherwise plant & machinery and other equipments are necessary to undertake the above and do such other or any act that may be requisite there for.
7. To carry on the business to purchase, acquire, on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop layout, market, sell, buy the same and dispose of or maintain the same and to build townships, markets or other buildings, residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities, installations and to deal with the same in any manner whatsoever and entering into contracts and arrangements of all kinds with builders, buyers, tenants and others.
8. To establish, provide, maintain, design, build, conduct and undertake all types of projects on turnkey basis or otherwise including research and investigation work on commercial basis.
9. To carry on the research and development activities to develop new products and substitute for imported or indigenous products and to develop and maintain testing house and laboratory for own use and for others.

MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE III – A:–

1. To develop, establish, maintain and aid in the development, establishment and maintenance of laboratories, research stations, containment facilities and programmes for the purpose of effecting improvement of all kinds of pharmaceuticals, Ayurvedic and Unani products, biotech products in medicine, animal feeds and to develop new biotech, pharmaceutical and other areas of product lines useful in pharmaceutical, healthcare, medicine and industry and also to enter into Collaboration with various Indian/ foreign Companies in the field of research in order to meet global challenges and to Conduct National/ International collaborative research in various pharma products, Ayurvedic and Unani products, curriculum and media development and to conduct study of sociological aspects of drug use and abuse and rural pharmacy, etc., including conducting programmes in pharmaceutical management.
2. To manufacture, import, export, buy, sell, distribute or otherwise deal in all types of ferrous ores, metals, metal alloys, amalgams in any form or shapes.
3. To enter into partnership or into any agreement for sharing profits, amalgamations, union of interest, co-operation joint venture, reciprocal concessions or otherwise, with any person firm or Company carrying on or engaged in or about to carry on or engaged in any business undertaking or transaction capable of being conducted so as directly or indirectly to benefit this Company or to amalgamate with any Company having objects altogether or in part similar to those of this Company
4. To Lend money to or guarantee the contracts of or otherwise assist any such person or Company and to place, take or otherwise acquire or be interested in, hold, sell, deal in and dispose of share stocks, debentures and other securities of any such Company.
5. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges, rights, Contracts, property, or effects held or used in connection there with and upon any such purchase to undertake the liabilities of any Company, association, partnership or person.
6. To negotiate, enter into agreements and contracts with any Foreign or India Companies, Firms and individuals for technical assistance, know how and collaboration in the manufacturing marketing importing and exporting and any or all of the products which this company is authorised to manufacture, market, import and export.
7. To apply for and obtain assistance from Government and other organisations, Companies, Firms or individuals, nations or international, for developing all or any of the business of the Company.
8. To promote any Company or Companies for the purpose of acquiring all any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit his Company.

9. To enter into any agreement with any Government or State or Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects of any of the them and to obtain from any such Government, state or Authority rights privileges and concessions which the Company may think it desirable to obtain and to carryout and comply with any such arrangements and to exercise, dispose of or turn to account any such rights, privileges and such rights and concessions.
10. To apply to purchase, otherwise acquire and protect and renew in any part of the world any patent rights , inventions licenses, concessions and the like conferring any exclusive or non exclusive or limited rights to their use or any secret or other exclusive or non exclusive or limited right to their use or any secret or information to any invention which may seem capable. any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant license in respect of or otherwise turn to account the property, rights or information so required and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
10. To spend money in experimenting upon, testing or improving or seeking to improve any patents rights, inventions discoveries, process or information of the Company may acquire or propose to acquire.
11. To acquire from any person, firm or body corporate or incorporate whether, in India or elsewhere technical information, processes engineering, manufacturing and operating data, plants, layouts and blue prints useful for the design, erection and operation of the plants required for any of the business of the foregoing maters and rights.
12. To establish provide, maintain and otherwise subsidises research laboratories, pilot plant and experimental workshop for scientific and technical research and experiments, to undertake and carryon scientific and technical researches, experimental and tests of all kinds, to promote studies, and researches both scientific and technical investigations and by providing, subsidizing and owning or assisting laboratories workshops, libraries, lectures, meeting any by providing or contributing to the award for scholarship, prizes grants to students or otherwise and to generally encourage, promote and rewards studies, researches investigations , experiments, tests and inventions of any kind that had may be considered likely to assist any business which the company is authorised to carryon.
13. To erect, purchase, take on lease, assemble, contract run and maintain all kinds of workshops, laboratories, work mills and factories for making, repairing assembling metallic and non-metallic containers engineering material, testing machinery surgical instruments vehicles, equipments and chemicals to analyze and carryout quality control.
14. To receive money or deposits and to lend money and give such help whether monetary or otherwise and on such terms and conditions with or without interest to such persons or companies and on such terms as may seem expedient to the company and in particular to members of the staff, customers and others having dealing with the company and in particular to the particular to the performance of contract by any such persons or companies but not to do the business of banking within the meaning of the Banking Regulation Act, 1949.

15. To draw, make issue accept and to endorse, discount and negotiable promissory notes hundies, bills of exchange, bills of lading warrants, debentures ware-house keepers certificates and negotiable, transferable, commercial or mercantile instruments connected with the business of the company. The Company shall not carry on business of banking with the meaning of Banking Regulation Act, 1949.
16. To borrow or raise or secure the payment of money and receive money in deposit at interest, subject to the provision of section 58A of the Companies Act and rules made there under and the directives of Reserve Bank of India from time to time, for any of the purpose of the Company and at such time or times as may be thought fit by promissory notes, by taking credits or opening current account with any person, firm, bank or Company and whether with or without any security or by such other means as the Directors may in their absolute discretion deem expedient and particular by the issue of debenture stock, perpetual or otherwise and the security, for any such money so borrowed, issued received and for such debentures, debenture stock, so issued to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future , including its in called capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may expedient and to purchase, redeem or pay off any such securities.
17. To invest and deal with moneys and funds belonging to or interested to the Company not immediately required in lands, buildings commodities, articles goods or business of jewellery, Government, Municipal and other bonds and securities and such other investments and in such manner as may from time to time be determined and to vary much investments and transactions.
18. To purchase take on lease, hire or otherwise acquire any real or personal property and rights or privileges which the company may think necessary or convenient fir the purpose of its business and in particular lands including lands for agriculture or non-agricultural purpose, urban lands and buildings , factory sites, easements machinery plant and stock-in-trade.
19. To pay for any properties, rights, rights or privileges acquired by the Company in shares or debentures and partly in cash or otherwise and to give shares or debentures of any other Company.
20. To remunerate by cash or under assets or by the allotment of fully or partly paid shares or by a call or option on shares , debentures stock or securities of this or any other Company or in any other manner to any person for other benefit of the Company.
21. To apply or joint in applying to and obtain from any parliament or legislative authority, Government, Local Municipal or other Authorities of bodies , India or Foreign , or with any land-holders or other persons, any act of parliament or other act of legislature. Laws, decrease, concessions, orders, rights, privileges or authority as may seem expedient or obtain any provisional order or Act or parliament or legislative for enabling the Company to carry any of its objects into effects.
22. To make advance upon or for the purpose of materials, business goods, machinery stores and other articles required for the business.

23. To sell or in any other manner deal with, dispose of the undertaking or properties of the Company or any part thereof upon such consideration as the Company thinks fit and in particular for shares stocks debentures and other securities of any other company having objects altogether or in part similar to those of this Company.
24. To apply, purchase, tender or otherwise acquire contracts , sub-contracts licences and concession for all any of them and to undertake, execute and carryout dispose of or otherwise turn into account the same and sublet all or any contracts from time to time and upon such terms and conditions as may be those of this Company.
25. To institute, defend, Compound or abandon any legal proceedings, by or against this Company or its officers or otherwise concerning the affairs of the Company or its officers and also to compound allow time for payment of satisfaction of any debts to the Company, demands by or against the Company.
26. To refer any claims or demands by or against the company to arbitration and to observe and carry out terms and of the award.
27. To pay all costs, charges, and expenses incidental to the promotion and formation and registration and establishments of the Company.
28. To improve, alter, manage develop, Exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of properties of the Company, movable assets and rights and generally the resources and undertaking of the Company in such a manner and on such terms as the Directors may think fit.
29. To Create any depreciation fund, reserve fund, sinking funds, insurance funds or any special or other funds, whether for depreciation or for repairing, improving extending or maintaining any of the properties of the Company or for redemption of debentures of redeemable preference shares or any other purpose whatever to the conductive to the interest of the Company.
30. To support, subscribe or contribute or otherwise to assist or guarantee money for any charitable, benevolent, religious, Scientific national, or public institutions or any other institutions of subjects or any exhibitions or any public, general or useful subjects.
31. To provide for the welfare of the Directors, Trustee and employees of ex-directors and ex-employees of the Company and the wives, widows and families, or the dependents of the connections of such person by building of houses, or other dwellings or chaws, by grants of the money, pensions, allowances, bonuses, or other payments or by creating and from time to time subscribing or contribution to provident fund and other associations, institutions funds or trusts and by providing, subscribing, contributing towards places of instruction or recreation, hospitals and dispensaries medical and other attendance and other assistance as the company shall think fit.

32. To advertise, publicize promote the business of the company in any manner as may be deemed expedient including advertising in the press, posting or bills, issue or publication of circulars, pamphlets, leaflets, catalogues, brochures or by circulation of mementoes, gifts and other articles.
 33. To provide for, furnish or secure to any member of the company in any chattels, conveniences advantages benefits of special privileges which may seem expedient either gratuitously otherwise.
 34. To aid peculiarly or otherwise association, body of movement having for its objects the solution, settlement of surmounting of industrial or labour problems of troubles or the promotion of industry or trade.
 35. To purchase, Contract, taken on lease, exchange or otherwise acquire, for close purchase in auction hire, lease, sell or on hire purchase system , exchange mortgage pledge, charge, hypothecate, dispose of or otherwise deal with any property or rights in property or advance or lead money on, or arrange loan on mortgage of any building, houses, bungalows, factories, trade premises, plant, machinery, public building lands forms, works patents, inventions or and kind of assets or property or from whatsoever.
 36. To undertake and execute any trust the undertakings of which may seem to the company desirable either gratuitously or otherwise.
 37. To undertake financial and commercial obligations, transactions and operations of all kinds and of all nature.
 38. To do all or any of the above things and all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and as principals agents or otherwise and either alone or in conjunction with others.
- IV.** The Liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V.** The authorized share capital of the Company is Rs, 4,75,00,000/- (Four Crores Seventy Five Lakhs Only) divided into 47,50,000 (Forty Seven Lakhs Fifty Thousand) Equity shares of Rs.10/- (Rupees Ten Only) each with power to the Company to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes with an option to convert from one class to another and to attach thereto respectively such preferential, qualified or special rights, privileges and or conditions as may be determined by the Articles of Association of the Company or in accordance with the provisions of the Companies Act, 2013.

THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
M/S PHYTO CHEM (INDIA) LIMITED

PRELIMINARY

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

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

INTERPRETATION

2. (1) In these regulations—
 - (a) "the Act" means the Companies Act, 2013 and companies Act 1956 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
 - (b) "the seal" means the common seal of the company.
 - (c) "Articles" means these articles of association of the Company or as altered from time to time.
 - (d) "Board" or "Board of Directors" means the collective body of the directors of the Company.
 - (e) "Company" means **PHYTO CHEM (INDIA) LIMITED**
 - (f) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

(2) Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

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

SHARE CAPITAL AND VARIATION OF RIGHTS

3. 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 Board 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.
4. 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 shares, as the case may be.
5. 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/or
 - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
 - (b) Preference Share Capital
6. (1) 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 from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
 - (i) One certificate for all his shares without payment of any charges; or
 - (ii) Several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
- (2) Every certificate shall be under the seal, if any and shall specify the shares to which it relates and the amount paid-up thereon.

- (3) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- 7.** 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 Board deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fee for each certificate as may be fixed by the Board.
- 8.** The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the company.
- 9.** Except as required by law, no person shall be recognized 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 recognize (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.
- 10.** (1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules.
- (2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.
- (3) 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.
- 11.** (1) 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 with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
- (2) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.
- 12.** 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.

13. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
14. (1) 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.
- (2) 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.

LIEN

15. (1) 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 member, for all monies presently payable by him or his estate to the company:
- Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (2) The company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.
- (3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.
16. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
- Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or

- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency.
17. (1) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (3) 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 with reference to the sale.
18. (1) 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.
- (2) 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.
19. 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 Company's lien shall prevail notwithstanding that it has received notice any such claim.
20. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

CALLS ON SHARES

21. (1) 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:
- (2) 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.
- (3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
- (4) A call may be revoked or postponed at the discretion of the Board.

- 22.** 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 installments.
- 23.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 24.** (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the “due date”), the person from whom the sum is due shall pay interest thereon from the day due date to the time of actual payment at such rate as may be fixed by the Board.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 25.** (1) 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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these Articles 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.
- 26.** The Board—
- (1) 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
- (2) 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 as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
- 27.** If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
- 28.** All calls shall be made on a uniform basis on all shares falling under the same class.
- Explanation: shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
- 29.** Neither a judgment nor a decree in favor of the Company for calls or other money 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.

30. The Provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.

TRANSFER OF SHARES

31. (1) The instrument of transfer of any share in the company shall be duly executed by or on behalf of both the transferor and transferee.

(2) The instrument of transfer shall be in writing and all provisions of the Companies Act, 2013 and of any statutory modification thereof for the time being shall be duly complied within respect of all transfer of shares and the registration thereof.

(3) 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.

32. The Board may, subject to the right of appeal conferred by Act declines to register—

(1) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(2) any transfer of shares on which the company has a lien.

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

(1) the instrument of transfer is duly executed and is in the form as prescribed in rules made under the Act;

(2) 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

(3) the instrument of transfer is in respect of only one class of shares.

34. On giving of previous notice of at least seven days' or such lesser period in accordance with the Act and Rules made there under, 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.

35. 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

36. (1) 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 recognized by the company as having any title to his interest in the shares.

(2) Nothing in clause (1) 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.

37. (1) 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—

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

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

(2) 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.

(3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

38. (1) 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.

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

(3) 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.

39. 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.

40. The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company.

FORFEITURE OF SHARES

- 41.** If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
- 42.** The notice aforesaid shall—

 - (1) 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
 - (2) 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.
- 43.** 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.
- 44.** Neither the receipt by the Company for 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.
- 45.** 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.
- 46.** 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 shares.
- 47.** (1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.

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

- 48.** (1) 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, and shall 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.
- (2) 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.
- (3) 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.
- 49.** (1) 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;
- (2) The company may receive the consideration, if any, given for the share on any sale or re-allotment 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;
- (3) The transferee shall thereupon be registered as the holder of the share; and
- (4) 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 re-allotment or disposal of the share.
- 50.** 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.
- 51.** The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
- 52.** The provisions 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, 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.
- 53.** 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

54. Subject to the provisions of the Act, the Company may, by ordinary resolution,—

(1) Increase the share capital by such sum, to be divided into shares of such amount, as it thinks expedient;

(2) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;

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

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

(5) 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.

55. Where shares are converted into stock,—

1) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles 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.

2) 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.

3) such of these Articles of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/”member” shall include “stock” and “stock-holder” respectively.

56. The company may, by resolution, as prescribed by the Act, reduce in any manner and in accordance with provisions of the Act and the Rules,-

(1) its share capital;

(2) any capital redemption reserve account; and/or

(3) any share premium account; and/or

(4) any other reserve in the nature of share capital.

JOINT HOLDERS

57. Where two or more persons are registered as joint holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the following provisions:
- a. The person whose name stands first on the register in respect of such shares shall alone be entitled to delivery of certificate thereof.
 - b. Any one of such persons may give effectual receipts for any dividend, bonus or return of capital payable in respect of such share and such joint holders shall be severally, as well as jointly liable for payment of all installments and calls due in respect of such share/shares.
 - c. 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 that 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. Several executors or administrators, of a deceased member in whose names any share stands shall be for the purpose of this Article be deemed joint holders thereof;
 - d. In case of death of any one or more of such joint holders, the survivors shall be the only persons, recognised by the Company as having any title to or interest in such 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.
 - e. All notices directed to be given to the members shall be given to whichever such persons is named first in the register and notice so given shall be sufficient notice to all the holders of such shares.
 - f. 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.

CAPITALIZATION OF PROFITS

58. (1) The company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, 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 or other securities 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);

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

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

59. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any; and

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

(2) The Board shall have power—

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

(b) to authorize 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 or other securities to which they may be entitled upon such capitalization, 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 capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

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

BUY-BACK OF SHARES

60. Notwithstanding anything contained in these articles but subject to all applicable provisions of the Act or any other law for time being in Force,, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

61. All general meetings other than annual general meeting shall be called extraordinary general meeting.
62. (1) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (2) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

63. (1) 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.
- (2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- (3) The quorum for a general meeting shall be as provided in the Act.
64. The chairperson of the Company shall preside as Chairperson at every general meeting of the company.
65. 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.
66. 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.
67. One 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.
68. (1)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, if any, to be prepared and signed in such manner as may be prescribed by the Rules 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.
- (2) 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.

(3) 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.

(4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

69. (1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot, if any, shall:

- (a) be kept at the registered office of the Company; and
- (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m on all working days other than Saturdays.

(2) 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 of the Company and on payment of such fee 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.

70. The Board and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in 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.

ADJOURNMENT OF MEETING

71. (1) 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.

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

(3) 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.

(4) Save as aforesaid, and save as provided in 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

- 72.** 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.
- 73.** A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
- 74.** (1) 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.
- (2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 75.** 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. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
- 76.** Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
- 77.** 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 or in regard to which the Company has exercised any right of lien.
- 78.** A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Articles.
- 79.** Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

PROXY

- 80.** (1) 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.

(2) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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 and in default the instrument of proxy shall not be treated as valid.

- 81.** An instrument appointing a proxy shall be in the form as prescribed in the Rules.
- 82.** 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

- 83.** The number of Directors and the names of the first directors shall be determined by the subscriber of the memorandum or a majority of them.

- 84.** The following

a. were the first Directors of the Company:-

1. SRI M. RAJENDRA PRASAD
2. SRI M. JAYASEKHAR RAO
3. SRI M. MURALI
4. CH. VENKATESWARLU

b. Are the directors of the company as on the adoption of this AOA:

1. NAYUDAMMA YARLAGADDA
2. THOTAKURA ANKAMMA CHOUDARY
3. MANDAVA BALARAMA KRISHNAIAH
4. SREEMANARAYANA PRATHIPATI
5. VENKATESWARALU YADLAPALLI
6. ANJANEYULU PRATHIPATI
7. SUDHAKAR NADENDLA
8. NARASIMHA CHARY CHAKRAVARTHULA
9. SAKHAMURI KAVITHA RANI
10. YARLAGADDA JANAKI RAMAIAH

- 85.** (1)The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

(2) 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.

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

(2) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.

(3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other exp 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.

87. 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.

88. (1) Subject to the provisions of the Act, 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.

(2) 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.

89. (1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

(2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the original Director returns to India.

(3) if the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

90. (1) 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.
- (2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.
91. The Board may pay all expenses incurred in getting up and registering the company.

POWERS OF BOARD

92. 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 meetings 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.

PROCEEDINGS OF THE BOARD

93. (1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (2) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time summon a meeting of the Board.
- (3) The quorum for a Board meeting shall be as provided in the Act.
- (4) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
94. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
95. 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.

- 96.** (1) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (2) 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.
- 97.** (1) 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.
- (2) 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.
- (3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- 98.** (1) A committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 99.** (1) A committee may meet and adjourn as it thinks fit.
- (2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present.
- (3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
- 100.** 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 or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- 101.** Save as otherwise expressly provided in the Act, a resolution in writing, signed whether manually or by secure electronic mode, by a majority of 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.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

102. Subject to the provisions of the Act,—

(1) A chief executive officer, manager, company secretary and 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 and chief financial officer so appointed may be removed by means of a resolution of the Board;

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

REGISTERS

103. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangement for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The Registers and copies of annual return shall be open for inspection during 11.00 a.m to 1.00 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.

104. (1) 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.

(2) The foreign register shall be open for inspection and may be closed and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

DIVIDENDS AND RESERVE

105. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

106. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such time as it may think fit.

107. (1) 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 applied 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.

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

108. (1) 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.

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

(3) 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.

109. (1) 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.

(2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

110. (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.

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

111. 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.

112. No dividend shall bear interest against the company.

Accounts

113. (1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.

(ii) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the company except as conferred by law or authorized by the Board .

Winding up

114. Subject to the applicable provisions of the Act and the Rules made thereunder—

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

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

(3) The liquidator may, with the like sanction, vest the whole or any part of 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.

Indemnity

115. (1) Subject to the provisions of the Act, every director, managing director, whole-time 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, 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, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

(2) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

(3) 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 and reasonably.

GENERAL POWER

- 116.** Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.