Form No. INC-34

e-AOA (e-Articles of Association)

[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*

Form language

(●) English ( ) Hindi

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	ROYAL FOODSTUFFS LIMITED

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
☐	☑		• In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or contexta) The Act means the Companies Act 2013 and includes rules made thereunder and any statutory modification clarification 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.b) Articles shall mean these Articles of Association as adopted or as from time to time altered in accordance with the provisions of these Articles and the Act.c) Annual General Meeting means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Act.d) Auditors means and includes those persons appointed as such for the time being by the Company.e) Board or Board of Directors means the Directors of the Company collectively and shall include a committee thereof.f) Beneficial Owner shall mean beneficial owner as defined in the Depositories Act 1996.g) Capital or Share Capital shall mean the authorized share capital of the Company.h) Company shall mean Royal Foodstuffs Limited established as aforesaid.i) Debenture includes debenture stock bonds or any other instrument of a company evidencing a debt whether constituting a charge on the assets of the Company or not.j) Document includes summons notice requisition order declaration form and register whether issued sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise maintained on paper or in electronic form.k) Depository means a Depository as defined under the Depositories Act 1996.l) Director means a Director appointed to the Board of the Company.m) Executor or Administrator means a person who has obtained a probate or letter of

	I	administration as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under Section 31 of the Administrator General Act 1963.n) Extra-Ordinary General Meeting means an Extraordinary General Meeting of the Members other than Annual General Meeting duly called and constituted and any adjourned holding thereof.o) Financial Year shall mean any fiscal year of the Company beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.p) General Meeting means a meeting of Members held in accordance with the Act.q) In Writing and Written include printing lithography and other modes of representing or reproducing words in a visible form and shall include email and any other form of electronic transmission.r) Independent Director shall mean an independent director as defined in Section 2(47) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.s) Key Managerial Personnel shall have the meaning as ascribed to it under Section 2(51) of the Act.t) Legal Representative means a person who in law represents the estate of a deceased Member.u) Members or Shareholders means the duly registered holders for the time being of the shares of the Company and in case of shares held in dematerialized form such persons whose name is entered as a beneficial owner in the records of a depository.v) Month means a calendar month.w) Memorandum shall mean the Memorandum of Association of the Company as amended from time to time.x) National Holiday means and includes a day declared as National Holiday by the Central Government.y) Non-Retiring Directors means a Director not subject to retirement by rotation.z) Office means the Registered Office for the time being of the Company and with respect to the keeping and inspection of registers and returns and other matters mentioned in the Act includes any other place as prescribed by the Act.aa) Ordinary Resolution and Special Resolution shall have the meanings assigned thereto by Section 114 of the Act.bb) Paid-up in relation to shares includes credited as paid-up.cc) Person shall be deemed to include corporations and firms as well as individuals.dd) Proxy means an instrument whereby any person is authorized to vote for a Member at a General Meeting or Poll and includes attorney duly constituted under the power of attorney.ee) The Register of Members means the Register of Members to be kept pursuant to Section 88(1)(a) of the Act.ff) Seal means the common seal for the time being of the Company or any other method of authentication of documents as specified under the Act or amendment thereto.gg) Secretary shall have the meaning as ascribed to it under Section 2(24) of the Act.hh) Securities shall mean securities as defined under the Securities Contract (Regulations) Act 1956 or any modifications or re-enactment thereof for the time being in force and includes hybrids.ii) Share means a share in the share capital of a Company and includes stock.jj) Shareholder or member shall mean any shareholder of the Company from time to time.kk) Shareholders Meeting shall mean any meeting of the Shareholders of

			the Company including Annual General Meetings as well as Extraordinary General Meetings convened from time to time in accordance with the Act applicable Laws and the provisions of these Articles.ll) SEBI means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act 1992.mm) SEBI Listing Regulations shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time.nn) The Statutes means the Companies Act 2013 and every other Act for the time being in force affecting the Company.oo) These presents means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time or any statutory modifications thereof.pp) Variation shall include abrogation and vary shall include abrogation.qq) Year means the Financial Year and shall have the meaning assigned thereto by Section 2(41) of the Act.In these Articles (unless the context requires otherwise) references to a person shall where the context permits include such persons respective successors legal heirs and permitted assigns. The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of the content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles. References to Articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the Articles and sub-articles herein. Words importing the singular include the plural and vice versa pronouns importing a gender include each of the masculine feminine and neuter genders and where a word or phrase is defined other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings. Wherever the words include includes or including are used in these Articles such words shall be deemed to be followed by the words without limitation. The terms hereof herein hereto hereunder or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles unless expressly stated otherwise. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or reenactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions. In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules the provisions of the Act and Rules will prevail. The marginal notes or headings hereto shall not affect the construction thereof. Words importing the masculine gender also include the feminine gender. Words importing the singular number include where the context admits or requires the plural number and vice versa. Save as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles.
			Share Capital and Variation of rights
☐	☑		• 1. The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time

	II 1	to time with power to the Board subject to applicable statutory provisions to re-classify sub-divide consolidate or increase and with power from time to time to issue any share of the original capital or any new capital with and subject to any preferential qualified or special rights privileges or conditions as may be thought fit and upon the sub-division of shares to apportion the right to participate in any manner as between the shares resulting from such sub-division.2. The Company may in General Meeting or by Postal Ballot from time to time by Ordinary Resolution increase its capital by the creation of new shares which may be classified or unclassified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. Subject to the provisions of the Act any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting or by Postal Ballot resolving upon the creation thereof shall direct and if no direction be given as the Board shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meetings or by Postal Ballot of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time with power to the Board subject to applicable statutory provisions to re-classify sub-divided consolidate or increase and with power from time to time to issue any share of the original capital or any new capital with and subject to any preferential qualified or special rights privileges or conditions as may be thought fit and upon the sub-division of shares to apportion the right to participate in any manner as between the shares resulting from such sub-division. The Company may in General Meeting or by Postal Ballot from time to time by Ordinary Resolution increase its capital by the creation of new shares which may be classified or unclassified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. Subject to the provisions of the Act any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting or by Postal Ballot resolving upon the creation thereof shall direct and if no direction be given as the Board shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meetings or by Postal Ballot of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.3. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new Shares shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the

			payment of calls and instalments forfeiture lien surrender transfer and transmission voting and otherwise.4. The Board shall have the power to issue a part of authorized capital by way of differential voting Shares at price(s) premium dividends eligibility volume quantum proportion and other terms and conditions as they deem fit subject however to provisions of law rules regulations notifications and enforceable guidelines for the time being in force.5. Subject to the provisions of the Act and these Articles the Company shall have the power to issue preference shares either at premium or at par which are or at the option of the Company area) liable to be redeemed and the resolution authorizing such issue shall prescribe the manner terms and conditions of redemption orb) to be converted into equity shares on such terms and in such manner as the company before the issue of such shares may determine.6. The holder of Preference Shares shall have a right to vote only on Resolutions which directly affect the rights attached to his Preference Shares.
☐	☑	2	• In case of issue of redeemable preference shares in accordance with these Articles the following provisions shall take effecta) No such Shares shall be redeemed except out of profits which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption.b) No such Shares shall be redeemed unless they are fully paid.c) Subject to Section 55(2)(d)(i) of the Act the premium if any payable on redemption shall have been provided for out of the profits of the Company or out of the Companys security premium account before the Shares are redeemed.d) Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue there shall out of profits which would otherwise have been available for dividend be transferred to a reserve fund to be called the Capital Redemption Reserve Account a sum equal to the nominal amount of the Shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.e) Subject to the provisions of Section 55 of the Act the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions herein by the Company shall not be taken as reducing the amount of its Authorized Share Capital.
☐	☑	3	• The Company may subject to the provisions of Sections 52 66 and other applicable provisions if any of the Act or any other section as notified from time to time by Special Resolution reduce(a) the share capital(b) any Capital Redemption Reserve Account or(c) any Security Premium Accountin any manner for the time being authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.Any debentures debenture-stock or other securities may be issued at a discount premium or otherwise and may be issued on condition that they shall be convertible into

			shares of any denomination and with any privileges and conditions as to redemption surrender drawing allotment of shares attending (but not voting) at the General Meeting the appointment of Directors and otherwise.Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
☐	☑	4	• The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in the Act and the Rules framed thereunder.The Company may provide share-based benefits including but not limited to Stock Options Stock Appreciation Rights or any other co-investment share plan and other forms of share-based compensation to Employees including its Directors other than Independent Directors and such other persons as the Rules may allow under any scheme subject to the provisions of the Act the Rules made thereunder and any other law for the time being in force by whatever name called.Notwithstanding anything contained in these Articles but subject to and in full compliance with the requirements of Sections 68 to 70 (both inclusive) and any other applicable provisions of the Act and Rules made thereunder provisions of any re-enactment thereof and any rules and regulations that may be prescribed by the Central Government the Securities and Exchange Board of India (SEBI) or any other appropriate authority in this regard the Company may with the authority of the Board or the Members in General Meeting as may be required and contemplated by Section 68 of the Act at any time and from time to time authorize the buy-back of any part of the share capital of the Company fully paid-up on that date.
☐	☑	5	• Subject to the provisions of Section 61 of the Act the Company in General Meeting may from time to time sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing shares or sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum subject nevertheless to the provisions of clause (d) of sub-section (1) of Section 61.Subject as aforesaid the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.Subject to compliance with applicable provisions of the Act Rules framed thereunder and other applicable laws the Company shall have power to issue depository receipts and other permissible securities in any foreign country and to seek listing thereof on any foreign stock exchange(s).Subject to compliance with applicable provisions of the Act and Rules framed thereunder the Company shall have power to issue any kind of securities or kinds of share capital as permitted to be issued under the Act and Rules framed thereunder.The Company may issue warrants subject to compliance with the provisions of the Act the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 or any statutory modifications or re-enactment thereof and other applicable laws.

☐	☑	6	• If at any time the share capital by reason of the issue of Preference Shares or otherwise is divided into different classes of shares all or any of the rights or privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up be varied modified or dealt with by the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of that class.The provisions of these Articles relating to General Meetings shall mutatis mutandis apply to every such separate class meeting. Provided that if a variation by one class of shareholders affects the rights of any other class of shareholders the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this Article shall apply to such variation.The rights conferred upon the holders of the Shares including Preference Shares if any of any class issued with preferred or other rights or privileges shall unless otherwise expressly provided by the terms of the issue of shares of that class be deemed not to be modified commuted affected abrogated dealt with or varied by the creation or issue of further shares ranking pari-passu therewith.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.The Board shall have the authority to disallow the right to renounce rights shares. Provided that except with the sanction of the General Meeting no option or right to call-off shall be given to any person by the Board.
☐	☑	7	• 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. 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.The Company may issue securities in any manner whatsoever including by way of a preferential offer or private placement to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of Section 62 subject to compliance with Section 42 andor Section 62 of the Act and Rules framed thereunder as amended from time to time.The Board or the Company as the case may be may by way of rights issue preferential offer private placement or any other manner subject to and in accordance with the Act and the Rules issue further shares to(a) Persons who at the date of the offer are holders of equity shares of the Company. Such offer shall unless disallowed by the Board be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of another person or(b) Employees under the Employee Stock Option Scheme or(c) Any person

			whether or not those persons include the persons referred to in clause (a) or clause (b) above.
☐	☑	8	• The provisions of these Articles relating to share capital and variation of rights thereon shall mutatis mutandis apply to Debentures and other securities of the Company as applicable.The Board shall comply with such Rules Regulations or Requirements of any stock exchange or the Rules made under the Securities Contract (Regulations) Act 1956 or any other Act or Rules applicable for the purposes of these Articles. Provided that any restriction condition or prohibition required to be included in the Articles of Association pursuant to any such Rules Regulations or Requirements of any stock exchange or the Rules made under the Securities Contract (Regulations) Act 1956 or any other Act and which are not incorporated in these Articles shall be deemed to have effect as if such restriction condition or prohibition were expressly provided by or under these Articles.The shares in the capital shall be numbered progressively according to their several denominations and except in the manner hereinbefore mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.An application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of these Articles be a Member.The money (if any) which the Board shall on the allotment of any shares being made by them require or direct to be paid by way of deposit call or otherwise in respect of any shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly.Every Member or his heirs executors administrators or legal representatives shall pay to the Company the portion of the capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Company regulations require on the date fixed for the payment thereof.Shares may be registered in the name of an individual any limited company or other corporate body but not in the name of a firm an insolvent person or a person of unsound mind.The Board shall observe the restrictions as regards the allotment of securities to the public and as regards the return on allotments contained in Section 39 of the Act.
			Lien
☐	☑	9	• (a) The Company shall have a first and paramount lien upon all the shares and debentures (other than fully paid-up shares or debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares or debentures. No equitable interest in any share shall be created except upon the

			footing and condition that this Article will have full effect.Such lien shall extend to all dividends bonuses or interest from time to time declared in respect of such shares or debentures. Unless otherwise agreed the registration of a transfer of shares or debentures shall operate as a waiver of the Companys lien if any on such shares or debentures.(b) The Directors may at any time declare any shares or debentures wholly or in part to be exempt from the provisions of this clause.
☐	☑	10	• (a) For the purpose of enforcing such lien the Board may sell the shares subject thereto in such manner as they think fit but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell has been served on such Member his executors administrators committee or other legal representatives as the case may be and default shall have been made by him or them in the payment of the sum payable as aforesaid for seven days after the date of such notice.
☐	☑	11	• (b) To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.(c) Upon any such sale the certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned.
☐	☑	12	• The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall (subject to the lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.
			Calls on shares
☐	☑	13	• (a) The Board may from time to time subject to the terms on which any shares have been issued and the conditions of allotment by a resolution passed at a meeting of the Board (and not by circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the shares held by them respectively. Each Member shall pay the amount of every call so made to the persons and at the times and places appointed by the Board.(b) A call may be made payable by installments as determined by the Board.(c) No option or right to call of shares shall be given to any person except with the sanction of the Company in General Meeting.
☐	☑	14	• (a) A call may be revoked or postponed at the discretion of the Board.(b) At least fifteen (15) days notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.(c) A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed and may be made payable by the Members whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent

			date as may be fixed by the Board.(d) Whenever any calls for further share capital are made on shares such calls shall be made on a uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.
☐	☑	15	• The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. The Board may from time to time at its discretion extend the time fixed for the payment of any call and may extend such time as to all or any of the Members who on account of their residence at a distance or other cause the Board may deem fairly entitled to such extension but no Member shall be entitled to such extension save as a matter of grace and favour. If any Member fails to pay any call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fi xed by the Board not exceeding ten percent per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member.
☐	☑	16	• (a) If by the terms of issue of any share or otherwise any amount is made payable at any fixed time (whether on account of the nominal value of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.(b) 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 mutatis mutandis as if such sum had become payable by virtue of a call duly made and notified.
☐	☑	17	• On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares it shall be sufficient to prove thatThe name of the Member in respect of whose shares the money is sought to be recovered was on the Register of Members as the holder on or subsequent to the date at which the money sought to be recovered is alleged to have become due.Such money is due pursuant to the terms on which the share was issued.The resolution making the call was duly recorded in the minute book.Notice of such call was duly given to the Member or his representatives issued in pursuance of these Articles.It shall not be necessary to proveThe appointment of the Directors who made such call.That a quorum of Directors was present at the Board meeting at which any call was made.That the meeting at which any call was made was duly convened or constituted.Any other matters whatsoever.The proof of the matters aforesaid shall be conclusive evidence of the debt.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 thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any

			Member of the Company in respect of his shares either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.
☐	☑	18	• (a) The Board may if it thinks fi t receive from any Member willing to advance the same all or any part of the amounts of his respective shares beyond the sums actually called up. Upon the moneys so paid in advance or upon so much thereof from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest at such rate as the Member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months notice in writing provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.
			Transfer of shares
☐	☑	19	• In the case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form in a Depository the provisions of the Depositories Act 1996 shall apply.Every holder of securities of the Company who intends to transfer such securities shall get such securities dematerialised before the transfer.Provided that except in the case of transmission or transposition of securities requests for effecting transfer of securities shall not be processed by the Company unless the securities are held in the dematerialized form with a Depository.Nothing contained in Section 56 of the Act or these Articles shall apply to the transfer of securities issued by the Company effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.A transfer of a security in the Company of a deceased Member made by his legal representative shall although the legal representative is not himself a Member be as valid as if he had been a Member at the time of execution of the instrument of transfer.
☐	☑	20	• 5. If the Company refuses to register the transfer of any share or transmission of any right therein the Company shall within 30 days from the date on which the instrument of transfer or intimation of transmission was lodged with the Company send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission as the case may be. Thereupon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply. 6. There shall be paid to the Company in

			respect of the transfer or transmission of any number of shares to the same party such fee if any as the Directors may require. Provided that the Board shall have the power to dispense with the payment of this fee either generally or in any particular case.
☐	☑	21	• 7. The Board of Directors shall have the power on giving not less than seven days previous notice in accordance with Section 91 and the Rules made thereunder to close the Register of Members andor the Register of Debenture Holders andor other security holders at such time or times and for such period or periods not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year as it may seem expedient to the Board.Nothing contained in this Article shall be deemed to restrict the Board from fixing a record date in substitution of or in addition to the closure of the Register of Members Debenture Holders or other security holders as may be permissible under the provisions of the Act and other applicable laws.8. No transfer shall be made to any minor insolvent or person of unsound mind unless represented by a guardian.
☐	☑	22	• 9. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right title or interest in the same shares notwithstanding that the Company may have had notice of such equitable right title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company.The Company shall not be bound or required to regard attend or give effect to any notice which may be given to them of any equitable right title or interest nor be under any liability whatsoever for refusing or neglecting to do so though it may have been entered or referred to in some book of the Company.Nevertheless the Company shall be at liberty to regard and attend to any such notice and give effect thereto if the Directors so think fit.10. Shares Registered Outside IndiaIn the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed under the relevant Rules hereof as circumstances permit.
			Transmission of shares
☐	☑	23	• (a) In the case of the death of any one or more of the persons named in the Register of Members as the joint-holders of any share the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share.(b) Nothing in clause (a) above shall release the estate of the deceased joint-holder from any liability in respect of any share which had been jointly held by him with other persons.Before recognising any executor administrator or legal representative the Board may require him to obtain a Grant of Probate Letters of Administration or other legal representation as the case may be from some competent court in India.Provided nevertheless that in any case where the Board in its absolute discretion

			thinks fit it shall be lawful for the Board to dispense with the production of Probate Letters of Administration or such other legal representation upon such terms as to indemnity or otherwise as the Board in its absolute discretion may consider adequate.
☐	☑	24	• The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such Members.The Company shall not be bound to recognize such Executors Administrators holders of a Succession Certificate or Legal Representative unless they shall have first obtained Probate Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India.Provided that in any case where the Board of Directors in its absolute discretion thinks fit the Board may upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with the production of Probate Letters of Administration or Succession Certificate and register shares standing in the name of a deceased Member as a Member.However the provisions of this Article are subject to Section 72 of the Act.
☐	☑	25	• Subject to the provisions of the Act and these Articles any person becoming entitled to any share in consequence of the death lunacy bankruptcy insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors shall requireBe registered as a Member in respect of such shares orElect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares.Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions prescribed under the Act and Rules and until he does so he shall not be freed from any liability in respect of such shares.This clause is hereinafter referred to as the Transmission Clause.
☐	☑	26	• Subject to the provisions of the Act and these Articles the Directors shall have the same right to refuse or suspend registration of a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.
☐	☑	27	• Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same is so verified or until an indemnity is given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient.Provided nevertheless that there shall be no obligation on the Company or the Directors to accept any indemnity.

			Forfeiture of shares
☐	☑	28	• If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for payment or any such extension thereof the Directors may at any time thereafter during such time as the call installment or any part thereof or other moneys as aforesaid remain unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part serve a notice on such Member or on the person (if any) entitled to the shares by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.
☐	☑	29	• (a) The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.(b) The notice shall also state that in the event of non-payment at or before the time and at the place or places appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.
☐	☑	30	• If the requirements of any such notice as aforesaid shall not be complied with every or any share in respect of which such notice has been given may at any time thereafter but before payment of all calls or installments interest and expenses due in respect thereof be forfeited by resolution of the Board to that effect.Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.When any shares have been forfeited notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members.No forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.Provided that option or right to call of forfeited shares shall not be given to any person. Any shares so forfeited shall be deemed to be the property of the Company and may be sold re-allotted or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board in their absolute discretion shall think fit.
☐	☑		• Any Member whose shares have been forfeited shall notwithstanding the forfeiture be liable to pay and shall forthwith pay to the Company on demand all calls installments interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate not exceeding two percent per annum more than the bank lending rate as the Board may determine.The Board may enforce the payment of the whole or a portion thereof as if it were a

		31	new call made at the date of the forfeiture but shall not be under any obligation to do so.The forfeited shares shall involve the extinction at the time of the forfeiture of all interest claims and demands against the Company in respect of the share and all other rights incidental to the share except only such of those rights as by these Articles are expressly saved.A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these Articles 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 shares.
☐	☑	32	• The Company may receive the consideration if any given for the share on any sale re-allotment or other disposition thereof and the person to whom such share is sold re-allotted or disposed of may be registered as the holder of the share.He shall not be bound to see to the application of the consideration 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 re-allotment or other disposal of the shares.Upon any sale re-allotment or other disposal under the provisions of the preceding Article the certificate or certificates originally issued in respect of the relevant shares shall unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.
☐	☑	33	• In the meantime and until any share so forfeited shall be sold re-allotted or otherwise dealt with as aforesaid the forfeiture thereof may at the discretion and by a resolution of the Board be remitted or annulled as a matter of grace and favour but not as of right upon such terms and conditions as the Board thinks fit.Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchasers name to be entered in the Register of Members in respect of the shares sold.The purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money 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 and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
☐	☑	34	• The Directors 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 the Directors may think fit.
			Alteration of capital
☐	☑		• Subject to the provisions of Section 61 of the Act the Company in general meeting may from time to time sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing shares or sub-divide its shares or any of them into shares of smaller

		35	amount than is fixed by the Memorandum subject nevertheless to the provisions of clause (d) of sub-section (1) of Section 61.Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.The Company may (subject to the provisions of Sections 52 66 and other applicable provisions if any of the Act or any other section as notified) from time to time by Special Resolution reduce(a) the share capital(b) any capital redemption reserve account or(c) any security premium accountin any manner for the time being authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise.This Article is not to derogate from any power the Company would have if it were omitted.
☐	☑	36	• The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit.Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
☐	☑	37	• 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.Provided that 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.
☐	☑	38	• 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 stockholder respectively.
			Capitalisation of profits
☐	☑	39	• (a) The Company in General Meeting may upon the recommendation of the Board resolve(i) that it is desirable to capitalize 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(ii) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions.(b) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards(i) paying up any amounts for the time being unpaid on any shares held by such members respectively(ii) 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 or(iii) partly in the way specified in sub-clause (i) and partly in that specified

			in sub-clause (ii).(c) A Securities Premium Account and Capital Redemption Reserve Account may for the purposes of this Article be applied by the Company for the purposes permissible pursuant to the Act.(d) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
☐	☑	40	• (a) Whenever such a resolution as aforesaid shall have been passed the Board shall(i) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares if any and(ii) generally do all acts and things required to give effect thereto.(b) The Board shall have full power(i) to make such provision by the issue of fractional certificates by payment in cash or otherwise as it thinks fit in case of shares becoming distributable in fractions and(ii) 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 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 the profits resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on their existing shares.(c) Any agreement made under such authority shall be effective and binding on all such members.(d) For the purpose of giving effect to any resolution under the preceding paragraph of this Article the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.The member (not being a Director) shall have the right of inspecting any account book or document of the Company as conferred by law.
			Buy-back of shares
☐	☑	41	• Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the Company may purchase its own shares or other specified securities.
			General meetings
☐	☑	42	• All general meetings other than the Annual General Meeting (AGM) shall be called Extraordinary General Meetings.(a) The Company shall in each financial year hold a General Meeting as its Annual General Meeting (AGM) in addition to any other meetings held in that year.(b) The AGM shall be held within six months from the end of the financial year provided that not more than fifteen months shall elapse between the date of one AGM and the next.(c) Nothing in this provision shall affect the right of the Registrar under Section 96(1) of the Act to extend the time within which an AGM may be held.(d) Every AGM shall be called during business hours on a day that is not a National Holiday and shall be held at the Registered Office of the Company or at some other place within the city town or village where the Registered Office is situated. The notice calling the meeting shall specify that it is the Annual General Meeting.(a) Every Member of the Company shall be entitled to attend in person by proxy or by any other authority including by resolution of

			the Board or by power of attorney.(b) The Auditor of the Company shall have the right to attend and be heard at any General Meeting on any part of the business which concerns him as Auditor.At every AGM the following shall be laid on the table(a) The Directors Report and Financial Statements.(b) The Auditors Report if not already incorporated in the Financial Statements.(c) The Proxy Register with proxies.(d) The Register of Directors Shareholding which shall remain open and accessible during the continuance of the meeting.
☐	☑	43	• (a) The Directors may whenever they think fit convene an Extra-Ordinary General Meeting and they shall on requisition of Member or Members holding in the aggregate not less than one-tenth of such of the paid-up capital of the Company as at the date of deposit of the requisition carrying the voting rights and in compliance with Section 100 of the Act forthwith proceed to convene an Extra-Ordinary General Meeting.(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum or if the number of Directors is reduced to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting any Director or any two or more Members of the Company holding not less than one-tenth of the total paid-up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which a meeting may be called by the Directors.
			Proceedings at general meetings
☐	☑	44	• Any valid requisition so made by Members must state the object or objects of the meeting proposed to be called and must be signed by the requisitionists and deposited at the Registered Office provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.Upon the receipt of any such requisition the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within twenty-one days from the date of the requisition being deposited at the Registered Office to cause a meeting to be called for a day not later than forty-five days from the date of deposit of the requisition the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.Notice of General MeetingsGiving not less than twenty-one clear days notice (either in writing or electronic mode) of every General Meeting Annual or Extraordinary specifying the place date day hour and the general nature of the business to be transacted thereat shall be given in the manner hereinafter provided to such persons as given under the Act entitled to receive notice from the Company.A General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode(a) in the case of an Annual General Meeting by not less than ninety-five percent of the members entitled to vote at such meeting and(b) in the case of any other General Meeting by a majority in number of members entitled to vote who represent not less than ninety-five percent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting.In the case of an Annual General Meeting if any business other than(i) the

			consideration of financial statements and the reports of the Board of Directors and auditors(ii) the declaration of dividend(iii) the appointment of Directors in place of those retiring or(iv) the appointment of and fixing of the remuneration of the Auditorsis to be transacted there there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business including in particular the nature or concern (financial or otherwise) and extent of the interest if any therein of every Director Manager Key Managerial Personnel and their relatives (if any).Where any item of business consists of the approval of any document the time and place where the document can be inspected shall be specified in the statement aforesaid.The accidental omission to give any such notice as aforesaid to any member or other person to whom it should be given or the non-receipt thereof shall not invalidate any resolution passed at any such Meeting.No General Meeting Annual or Extraordinary shall be competent to enter upon discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.
☐	☑	45	• The accidental omission to give any such notice as aforesaid to any member or other person to whom it should be given or the non-receipt thereof shall not invalidate any resolution passed at any such Meeting.No General Meeting Annual or Extraordinary shall be competent to enter upon discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.No business shall be transacted at any General Meeting unless the requisite quorum is present at the time when the meeting proceeds to business.The quorum for a General Meeting shall be the presence in person of such number of members as specified in Section 103 of the Act. A body corporate being a Member shall be deemed to be personally present if represented in accordance with Section 113 of the Act.If at the expiration of half an hour from the time appointed for the Meeting a quorum of Members is not present the Meeting if convened by or upon the requisition of Members shall be dissolved but in any other case it shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day and at such other time and place as the Board may determine.If at such adjourned Meeting a quorum of Members is not present at the expiration of half an hour from the time appointed for the Meeting those Members who are present shall be a quorum and may transact the business for which the Meeting was called.
☐	☑	46	• The Chairperson of the Board shall be entitled to take the chair at every General Meeting whether Annual or Extraordinary.If there be no such Chairperson or if at any Meeting the Chairperson is not present within fifteen minutes of the time appointed for holding such Meeting or is unwilling to act as Chairperson then the Directors present shall elect one of them as Chairperson of the Meeting.If no Director is present or if all the Directors present decline to take the chair then the Members present shall elect one of their number to be Chairperson.No business except the election of a

			Chairperson shall be discussed at any General Meeting whilst the Chair is vacant.
☐	☑	47	• In the case of an equality of votes the Chairperson shall on a poll (if any) and e-voting have a casting vote in addition to the vote or votes to which he may be entitled as a Member.Unless a poll is demanded or voting is carried out electronically a declaration by the Chairperson that a resolution has on a show of hands been carried carried unanimously or by a particular majority or lost and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the said fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.The Board may in its absolute discretion on giving not less than seven clear days notice in accordance with these Articles postpone or cancel any meeting of Members except a meeting called pursuant to Members requisition.
☐	☑	48	• If a poll is demanded as aforesaid the same shall be taken in such manner as prescribed under the Act. Any poll duly demanded on the election of the Chairperson of the meeting or any question of adjournment shall be taken at the meeting forthwith.The demand for a poll except on the question of the election of the Chairperson and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.The Board and the persons authorized by it shall have the right to take andor make suitable arrangements for ensuring the safety of any meeting whether a General Meeting or a meeting of any class of Security or of the persons attending the same and for the orderly conduct of such meeting.Notwithstanding anything contained in these Articles any action taken pursuant to this Article in good faith shall be final and the right to attend and participate in such meeting shall be subject to the decision taken pursuant to this Article.Pursuant to the applicable provisions of the Companies Act 2013 read with rules made thereunder and other applicable laws rules and regulations the Company may provide e-Voting facility to Members.
			Adjournment of meeting
☐	☑	49	• (a) 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.(b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.(c) 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.(d) 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
☐	☑		• 1. No Member shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of shareholders either upon a show of hands upon a poll

		50	or electronically or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.2. Subject to the provisions of these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares forming part of the capital of the Company every Member not disqualified by the preceding Article shall be entitled to be present to speak and to vote at such meeting.On a show of hands every Member present in person shall have one vote.Upon a poll (including voting by electronic means) the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company.Provided however that if any preference shareholder is present at any meeting of the Company save as provided in sub-section (2) of Section 47 of the Act he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to his preference shares.
☐	☑	51	• 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 is a minor the vote in respect of his share shall be by his guardian or any one of his guardians if more than one to be selected in case of dispute by the Chairperson of the Meeting.On a poll taken at a meeting of the Company a Member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not use all his votes or cast in the same way all the votes he uses.Where a poll is to be taken the Chairperson of the meeting shall appoint such number of Scrutinizers who need not be members of the Company to scrutinize the poll process and votes cast by poll and to report thereon to him subject to the provisions of the Act for the time being in force.The Chairperson shall have power at any time before the result of the poll is declared to remove a Scrutinizer from office and to fill vacancies in the office of Scrutinizer arising from such removal or from any other cause.
☐	☑	52	• Notwithstanding anything contained in the provisions of the Act and the Rules made thereunder the Company may and in the case of resolutions relating to such business other than the Ordinary Business as may be prescribed by such authorities from time to time to be conducted only by postal ballot shall get any such business resolutions passed by means of postal ballot instead of transacting the business in the General Meeting of the Company.Provided that any item of business required to be transacted by means of postal ballot may be transacted at a General Meeting by providing facility to Members to vote by electronic means under Section 108 in the manner provided in that Section.A Member may exercise his vote on resolutions proposed to be considered at a General Meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.
☐	☑		• (a) If there be joint registered holders of any share any one of such persons may vote at any Meeting either

		53	personally or by proxy in respect of such shares as if he were solely entitled thereto.(b) If more than one of such joint-holders be present at any Meeting either personally or by proxy 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.If more than one of the said persons remain present then the senior shall alone be entitled to speak and to vote in respect of such shares but the other or others of the joint holders shall be entitled to be present at the Meeting.Several executors or administrators of a deceased Member in whose name a share stands shall for the purpose of these Articles be deemed joint holders thereof.(c) For this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
☐	☑	54	• Votes may be given either personally by attorney by proxy or in the case of a company by a representative duly authorized by way of Board Resolution as mentioned in these Articles.At any General Meeting a resolution put to vote of the meeting shall unless a poll is demanded under Section 109 or if the voting is carried out electronically be decided on a show of hands.Such voting in a General Meeting or by postal ballot shall also include electronic voting in a General Meeting or Postal Ballot as permitted by applicable laws from time to time.A body corporate (whether a company within the meaning of the Act or not) may if it is a member or creditor of the Company (including being a holder of debentures or any other securities) authorize such person by resolution of its Board of Directors as it thinks fit in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members creditors or debenture-holders of the Company.A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member creditor or holder of debentures of the Company.The Chairperson of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairperson present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
☐	☑	55	• (a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up shall not be entitled to any voting rights in respect of the moneys paid until the same would but for this payment become presently payable.(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.Any person entitled under Article 92 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.No

			Member shall be entitled to vote on a show of hands through Proxy unless such member is present personally or by attorney or is a body corporate present by a representative duly authorized under the provisions of the Act in which case such members attorney or representative may vote on a show of hands as if he were a Member of the Company.In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.
☐	☑	56	• No objection shall be made to the validity of any vote except at the Meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such Meeting or poll shall be deemed valid for all purposes of such Meeting or poll whatsoever.(a) Every company shall cause minutes of the proceedings of every general meeting of any class of shareholders or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.(b) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.(c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting or each report in such books shall be dated and signed by the Chairperson of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairperson within that period by a director duly authorised by the Board for the purpose.In case of every resolution passed by postal ballot by the Chairperson of the Board within the aforesaid period of thirty days or in the event of there being no Chairperson of the Board or the death or inability of that Chairperson within that period by a director duly authorized by the Board for the purpose.(d) In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by pasting or otherwise.(e) All appointments made at any of the meetings aforesaid shall be included in the minutes of the meeting.(f) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairperson of the meeting(i) is or could reasonably be regarded as defamatory of any person or(ii) is irrelevant or immaterial to the proceedings or(iii) is detrimental to the interests of the Company.The Chairperson of the meeting shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.(g) Any such minutes shall be evidence of the proceedings recorded therein.(h) The book containing the minutes of proceedings of General Meetings or resolutions passed by Postal Ballot shall be kept at the office of the Company and shall be open to inspection by any member during business hours for such periods not being less in the aggregate than two hours on all working days except Saturdays Sundays and Public Holidays.

			Proxy
☐	☑	57	• 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 CompanyNot 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 orIn the case of a poll not less than 24 hours before the time appointed for the taking of the poll.In default the instrument of proxy shall not be treated as valid.An instrument of proxy may appoint a proxyFor the purpose of a particular meeting specified in the instrument and every adjournment thereof orFor every meeting of the Company orFor every meeting to be held before a date not being later than twelve months from the date of the instrument specified in the instrument and every adjournment of every such meeting.
☐	☐	58	• An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
☐	☐	59	• 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 givenProvided 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
☐	☑	60	• Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen Directors after passing a special resolution.The First Directors of the Company are 1. Shivsharan Hanumantappa Sakkargi 2. Nilima Avinash Phirke
☐	☑		• The Board shall arrange to maintain at the office of the Company a Register in the Form prescribed under the Act containing the particulars of the Directors and Key Managerial Personnel.It shall be the duty of every Director and other persons regarding whom particulars have to be maintained in such Registers to disclose to the Company any matters relating to himself as may be necessary to comply with the provisions of the Act.A Director of the Company shall not be bound to hold any Qualification Shares in the Company.(a) Whenever the Company enters into a contract with any Government Central State or Local authority 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 the Directors shall have subject to the provisions of the Act and notwithstanding anything to the contrary contained in these Articles the power to agree that such Appointer may appoint by a notice in writing addressed to the

		61	Company one or more persons as a Director or Directors of the Company for such period and upon such conditions as may be mentioned in the agreement. Any Director so appointed is herein referred to as a Nominee Director.(b) The Nominee Directors so appointed shall not be required to hold any qualification shares in the Company nor shall they be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Directors so appointed. The said Nominee Directors shall be entitled to the same rights and privileges including receiving notices copies of the minutes sitting fees etc. as any other Director of the Company is entitled.(c) If the Nominee Director is an officer of any of the financial institutions the sitting fees in relation to such Nominee Directors shall accrue to such financial institution and the same shall accordingly be paid by the Company to them. The financial institution shall be entitled to depute an observer to attend the meetings of the Board or any other Committee constituted by the Board.(d) The Nominee Directors shall notwithstanding anything to the contrary contained in these Articles be at liberty to disclose any information obtained by himthem to the financial institution appointing himthem as such Directors.
☐	☑	62	• If it is provided by the Trust Deed securing or otherwise in connection with any issue of debentures of the Company that a trustee appointed under the Trust Deed shall have the power to appoint a Director of the Company then in the case of any and every such issue of debentures the person or persons having such power may exercise such power from time to time and appoint a Director accordingly.Any Director so appointed is herein referred to as a Debenture Director.A Debenture Director may be removed from office at any time by the trustee in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place.A Debenture Director shall not be liable to retire by rotation.A Debenture Director shall not be bound to hold any qualification shares.
☐	☑	63	• 1. The Directors shall appoint one women director as per the requirements of Section 149 of the Act.2. The Board may appoint an Alternate Director to act for a Director (hereinafter called the Original Director) during his absence for a period of not less than three months from India.An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed.The Alternate Director shall vacate office if and when the Original Director returns to India.If the term of office of the Original Director is determined before he so returns to India any provision in the Act or in these Articles for the automatic re-appointment of a retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.3. Subject to the provisions of the Act the Board shall have the power at any time and from time to time to appoint any other person to be an Additional Director but so that the total number of Directors shall not at any time exceed the maximum fixed under these Articles.Any such Additional Director shall hold office only up to the date of the next Annual General Meeting but shall be eligible for appointment by the Company as a Director at that

			Meeting subject to the provisions of the Act.4. Subject to the provisions of the Act the Board shall have the power at any time and from time to time to appoint a Director whose appointment shall be subsequently approved by members in the immediate next General MeetingIf the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course such Director shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated by him.
☐	☑	64	• The Company shall appoint such number of Independent Directors as it may deem fit for a term specified in the resolution appointing them.An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution and such other compliances as may be required in this regard.No Independent Director shall hold office for more than two consecutive terms.The provisions relating to retirement of Directors by rotation shall not be applicable to the appointment of Independent Directors.The Company subject to the provisions of the Act shall have the power to determine the Directors whose period of office shall be liable to determination by retirement of Directors by rotation or not.
☐	☑	65	• Until otherwise determined by the Company in General Meeting each Director other than the Managing Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board provided that for Independent Directors and Women Directors the sitting fee shall not be less than the sitting fee payable to other Directors.The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting such sum as the Board may consider fair compensation for travelling hotel and other incidental expenses properly incurred by him in addition to his fee for attending such meeting as above specified.
☐	☑	66	• Any one or more of the Directors shall be paid such additional remuneration as may be fixed by the Directors for services rendered by him or them. Further any one or more of the Directors shall be paid additional remuneration if any as the Company in General Meeting or the Board of Directors as the case may be shall from time to time determine.Such remuneration andor additional remuneration may be paid by way ofsalarycommission on net profits or turnoverparticipation in profitsperquisites orany other manner or by any combination of these modes.If any Director being willing is called upon to perform extra services or make any special exertion for the purposes of the Company the Company in General Meeting or the Board of Directors shall subject to the above provisions remunerate such Director or where there is more than one such Director all or any of them together either bya fixed suma percentage of profits orin any other manner as determined by the Directors.Such remuneration may

			be in addition to or in substitution for the remuneration otherwise provided.The office of a Director shall be deemed to be vacated in accordance with Section 167 of the Act.The Company may by an ordinary resolution remove any Director (not being a Director appointed by the Tribunal under Section 242 of the Act) in accordance with Section 169 of the Act. A Director so removed shall not be re-appointed as a Director by the Board of Directors.Subject to Section 168 of the Act a Director may at any time resign from his office by giving notice in writing to the Company of his intention to do so upon which his office shall be vacated.
			Proceedings of the Board
☐	☑	67	• (a) The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit.(b) A meeting of the Board may be summoned bythe Chairperson orany one Director with the prior consent of the Chairperson orthe Company Secretary on the direction of the Chairperson.The Board of Directors is entitled to hold its meetings through video conferencing or other permitted electronic means. In doing so the procedures and precautions laid down in the relevant Rules shall be strictly adhered to.For every meeting conducted through video conferencing or other permitted meansthe scheduled venue of the meeting shall be deemed to be in India for the purpose of specifying the place of the meetingand for all recordings of the proceedings at the meeting.Subject to Section 173(3) of the Act notice of not less than seven days of every Board meeting shall be given in writing to every Director at his registered address and may be sentby hand deliveryby post orthrough electronic means.A Board meeting may be called at a shorter notice to transact urgent business subject to the followingAt least one Independent Director must be present.If no Independent Director is present the decisions taken at such a meeting shall be circulated to all Directors and shall become final only upon ratification by at least one Independent Director.
☐	☑	68	• The quorum for a meeting of the Board shall unless otherwise provided under the Act or other applicable laws including but not limited to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 be one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher.The Directors participating by video conferencing or by other permitted means shall also be counted for the purposes of this Article.Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength the number of the remaining Directors that is to say the number of the Directors who are not interested being not less than two shall be the quorum during such time.Explanation The expressions interested Director shall have the meaning given in Section 184(2) of the said Act and the expression total strength shall have the meaning as given in Section 174 of the Act.
☐	☑		• (a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board the Chairperson is not present

		69	within fifteen minutes after the time appointed for holding the same the Directors present may choose one of the Directors then present to preside at the meeting.(b) Subject to Section 203 of the Act and rules made thereunder and other applicable laws one person can act as the Chairperson as well as the Managing Director or Whole-time Director or Chief Executive Officer at the same time.(a) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Companys business relates or in the public field as the Chairman Emeritus of the Company.(b) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.(c) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.(d) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made thereunder or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.(e) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.(f) If at any time the Chairman Emeritus is appointed as a Director of the Company he may at his discretion retain the title of the Chairman Emeritus.
☐	☑	70	• Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes the Chairperson will have a second or casting vote.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.
☐	☑	71	• Subject to the provisions of the Act the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit and it may from time to time revoke and discharge any such Committee either wholly or in part and either as to person or purposes.But every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board.All acts done by any such Committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise shall have the like force and effect as if done by the Board.The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
☐	☑	72	• (a) A Committee may elect a Chairperson of its meetings.(b) If no such Chairperson is elected or if at any meeting the Chairperson is not present within fifteen

			minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
☐	☑	73	• (a) A Committee may meet and adjourn as it thinks fit.(b) 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.
☐	☑	74	• Subject to the provisions of the Act all acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles be as valid as if every such person had been duly appointed and was qualified to be a Director.
☐	☑	75	• A resolution not being a resolution required by the said Act or otherwise to be passed at a meeting of the Directors may be passed without any meeting of the Directors or of a Committee of Directors provided that the resolution has been circulated in draft together with the necessary papers if any to all the Directors or to all the members of the Committee as the case may be at their addresses registered with the Company by hand delivery by post courier or through electronic means as permissible under the relevant Rules and has been approved by a majority of the Directors as are entitled to vote on the resolution.
☐	☑	76	• (a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board the Chairperson is not present within fifteen minutes after the time appointed for holding the same the Directors present may choose one of the Directors then present to preside at the meeting. (b) Subject to Section 203 of the Act and rules made thereunder and other applicable laws one person can act as the Chairperson as well as the Managing Director or Whole-time Director or Chief Executive Officer at the same time.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
☐	☑		• (a) Subject to the provisions of the Act and of these Articles the Directors may from time to time appoint one or more of their body to be a Managing Director Joint Managing Director or Managing Directors or Whole-time Director or Whole-time Directors Manager or Chief Executive Officer of the Company either for a fixed term or for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.(b) Subject to the provisions of the Act and these Articles the Managing Director or the Whole-time Director shall not while he continues to hold that office be subject

		77	to retirement by rotation under Article 191 but he shall subject to the provisions of any contract between him and the Company be subject to the same provisions as the resignation and removal of any other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director if he ceases to hold the office of Director from any cause. Provided that if at any time the number of Directors (including Managing Director or Whole-time Directors) who are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being then such of the Managing Director or Whole-time Director or two or more of them as the Directors may from time to time determine shall be liable to retirement by rotation to the intent that the Directors not so liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.(c) A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director. The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors and may be by way of fixed salary or commission on profits of the Company or by participation in any such profits or by any or all of these modes subject to the provision of Sections 197 and 198 read with Schedule V of the Act.(a) Subject to control direction and supervision of the Board of Directors the day-to-day management of the Company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.(b) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act such of the powers exercisable under these presents by the Directors as they may think fit and may confer such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may subject to the provisions of the Act and these Articles confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke withdraw alter or vary all or any such powers.(c) The Companys General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles. (d) The Managing Director or Whole-time Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers authorities and discretions for the time being vested in them to any officers of the Company or any persons firm company or other entity for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.(e)

			Notwithstanding anything contained in these Articles the Managing Director or Whole-time Director is expressly allowed generally to work for and contract on behalf of the Company and especially to do the work of Managing Director or Whole-time Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between them and the Directors of the Company.The Managing Director(s) shall not exercise the powers to(a) make calls on shareholders in respect of money unpaid on shares in the Company(b) issue debentures and except to the extent mentioned in a resolution passed at the Board meeting under Section 179 of the Act he or they shall also not exercise the powers to(c) borrow moneys otherwise than on debentures(d) invest the funds of the Company and(e) make loans.
☐	☑	78	• (a) Subject to the provisions of the Act(i) A Chief Executive Officer Manager Company Secretary or Chief Financial Officer or any other Key Managerial Personnel 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.(b) A provision of the Act or these Articles requiring or authorizing 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.
			The Seal
☐	☑	79	• (a) The Board at their option can provide a Common Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute or not substitute a new Seal in lieu thereof and the Board shall provide for the safe custody of the Seal for the time being. The Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.(b) The Company shall also be at liberty to have an Official Seal in accordance with the Act for use in any territory district or place outside India.(c) As authorized by the Act or amendment thereto if the Company does not have a Common Seal the authorization under this clause shall be made by two Directors or by a Director and the Company Secretary wherever the Company has appointed a Company Secretary or persons acting on behalf of the Directors under a duly registered Power of Attorney and the Secretary or some other person authorized by the Board for the purpose.A Director may sign a share certificate by affixing signature thereon by means of any machine equipment or other mechanical means such as engraving in metal or lithography but not by means of a rubber stamp.The Seal of the Company if any shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf and except in the presence of at least one Director or the Manager if any or of the

			Secretary or such other person as the Board may appointauthorize for the purpose. Such Director Manager Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.
			Dividends and Reserve
☐	☑	80	• (a) 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.(b) 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. The Company in General Meeting may declare dividends to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 123 of the Act but no dividends shall exceed the amount recommended by the Board of Directors though the Company may declare a smaller dividend in General Meeting.
☐	☐	81	• Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
☐	☑	82	• (a) 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 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.(b) The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.
☐	☑	83	• The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts liabilities or engagements in respect of which the lien exists. Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.
☐	☑	84	• All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.The Board of Directors may retain the dividend payable upon shares in respect of which any person under these Articles has become entitled to be a member or any person under that Article is entitled to

			transfer until such person becomes a member in respect of such shares or shall duly transfer the same.No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.
☐	☑	85	• (a) 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 or electronically by NACH NEFT or RTGS.(b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by forged endorsements on any cheque or warrant or the fraudulent or improper recovery thereof by any other means.
☐	☑	86	• A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.
☐	☐	87	• Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
☐	☑	88	• No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.
			Accounts
☐	☑	89	• Subject to the provisions of the Act other applicable laws and these Articles the Company may allow the inspection of documents registers and returns maintained under the Act to members creditors and such other persons as are permitted subject to such restrictions as the Board may prescribe and may also furnish extracts of documents registers and returns to such persons as are permitted to obtain the same on payment of such fees as may be decided by the Board which shall in no case exceed the limits prescribed under the Act.
			Winding up
☐	☑	90	• Winding up of the Company shall be governed by the provisions of the Act or the Insolvency and Bankruptcy Code 2016 and the Rules and Regulations made thereunder or as may be altered from time to time including any statutory modifications thereof.
			Indemnity
☐	☑		• Subject to the provisions of the Act every Director Officer Servant of the Company or any person (whether an

		91	Officer of the Company or not) employed by the Company as an Auditor shall be indemnified by the Company. It shall be the duty of the Directors to pay out of the funds of the Company all costs charges losses and damages which any such person may incur or become liable to by reason of any contract entered into or act or thing done concurred in or omitted to be done by him in the execution or discharge of his duties or supposed duties (except for such losses as he may incur through his own wrongful act neglect or default) including expenses.This indemnification shall in particular but without limitation extend to liabilities incurred by him as a Director Officer Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court.The Company may take and maintain any insurance as the Board may think fit on behalf of its Directors (present and former) other employees and Key Managerial Personnel to directly meet claims losses expenses fines penalties or other levies or to indemnify any or all of them against any such liability for acts in relation to the Company for which they may be liable.Subject to the provisions of the Act no Director Managing Director or other officer of the Company shall be liable forthe acts receipts neglects or defaults of any other Directors or Officersjoining in any receipt or other act for conformityany loss or expense arising from insufficiency or deficiency of title to property acquired by order of the Directors for or on behalf of the Companyany insufficiency or deficiency of any security in or upon which Company moneys are investedany loss or damage arising from bankruptcy insolvency or tortious act of any person company or corporation with whom Company moneys securities or effects are entrusted or depositedany loss occasioned by any error of judgment or oversight orany other loss damage or misfortune happening in the execution of the duties of his office unless caused by his own dishonesty.An Independent Director and a Non-Executive Director (not being a Promoter or Key Managerial Personnel) shall be liable only for acts of omission or commission by the Company which occurred with his knowledge were attributable through Board processes and took place with his consent or connivance or where he has not acted diligently.
			Others
☐	☑		• SECRECYEvery Director Manager Auditor Treasurer Trustee Member of a Committee Officer Servant Agent Accountant or other person employed in the business of the Company shall if so required by the Directors before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers the state of the accounts with individuals and in matters relating thereto. He shall pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.No member or other person (other

			than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Companys premises or properties or the books of accounts of the Company without the permission of the Board of Directors for the time being or to require discovery of any information in respect of any detail of the Companys trading or any matter which is or may be in the nature of trade secret mystery of trade 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 disclose or communicate.FOREIGN REGISTERThe Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of a Foreign Register of its Members or Debenture holders and the Board may subject to the provisions of the Act make and vary such regulations as it may think fit in regard to the keeping of any such Registers.DOCUMENTS AND SERVICE OF NOTICESAny document or notice to be served or given by the Company shall be signed by a Director or such person duly authorized by the Board for such purpose. The signature may be written printed lithographed or through electronic transmission.Save as otherwise expressly provided in the Act a document or proceeding requiring authentication by the Company may be signed by a Director any Key Managerial Personnel or other Authorized Officer of the Company (digitally or electronically) and need not be under the Common Seal of the Company. The signature thereto may be written facsimile printed lithographed or Photostat.A document may be served on the Company or an officer thereof by sending it to the Company or officer at the registered office of the Company by Registered Post speed post courier service leaving it at its registered office or by such electronic or other mode as may be prescribed. Where securities are held with a Depository the records of beneficial ownership may be served by such Depository on the Company by means of electronic or other mode.RETIREMENT AND ROTATION OF DIRECTORSNot less than two-thirds of the total number of Directors of the Company other than Independent Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act be appointed by the Company in General Meeting. The remaining Directors shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.Subject to Section 152 of the Act at every Annual General Meeting of the Company one-third of such Directors as are liable to 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. A retiring Director shall be eligible for re-election.RESOLUTION BY CIRCULATIONNo 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 together with the necessary papers if any to all the Directors or members of the committee at their addresses registered with the Company in India by hand delivery post courier or electronic means as may be prescribed and has been approved by a majority of the Directors or members entitled to vote on the resolution.Where not less than

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			one-third of the total number of Directors require that any resolution under circulation must be decided at a meeting the Chairperson shall put the resolution to be decided at a meeting of the Board.UNDERWRITING AND BROKERAGESubject to Section 40(6) of the Act the Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe (absolutely or conditionally) for any securities in the Company or procuring subscriptions (absolutely or conditionally) for any securities. Such commission shall not exceed the maximum rates laid down by the Act and Rules and may be paid in cash allotment of fully or partly paid shares or partly in one way and partly in the other.The Company may pay on any issue of securities such brokerage as may be reasonable and lawful.COPIES OF MEMORANDUM AND ARTICLES TO MEMBERSA copy of the Memorandum and Articles of Association of the Company and any other document referred to in Section 17 of the Act shall be sent by the Company to a Member at his request on payment of Rs. 100 or such reasonable sum as the Directors may decide. The fees can be waived by the Company.CONVERSION OF SHARES INTO STOCKThe Company may by ordinary resolution in General Meeting convert any fully paid-up shares into stock and re-convert any stock into fully paid-up shares of any denomination. Holders of stock may transfer the same or any part thereof in the same manner as the shares from which the stock arose might have been transferred.The Board may fix the minimum amount of stock transferable provided it does not exceed the nominal amount of the shares from which the stock arose. Holders of stock shall have the same rights as regards dividends participation in profits voting at meetings and other matters as if they held the original shares.BORROWING POWERSSubject to the Act and these Articles the Board may by resolution raise or borrow money by way of deposits loans overdrafts cash credit debentures bonds or any other manner from any person firm company cooperative society bank institution or Government authority.The total amount borrowed shall not exceed the aggregate of the paid-up capital free reserves and securities premium account without the consent of the Company in General Meeting. Debentures or other securities may be issued at a discount premium or otherwise with special privileges and conditions provided that debentures with the right of allotment or conversion into shares shall not be issued without the sanction of the Company in General Meeting.The Board may secure the repayment of money borrowed by mortgage charge lien or other security on the Companys assets uncalled capital or through third-party guarantees. The Company shall maintain proper registers for mortgages debentures and charges under Sections 85 and 88 of the Act and registers of Directors and Key Managerial Personnel under Section 170 and contracts in which Directors are interested under Section 189.NOMINATIONEvery holder of securities may nominate a person in whom hisher securities shall vest upon death as per Section 72 of the Act. Nomination is recognized only if intimated to the Company during the holders lifetime. If the holder survives the nomination is automatically revoked.A nominee may choose to be registered as holder or transfer the securities and shall provide written notice with the death certificate. The

			nominee is entitled to dividends and benefits but cannot exercise membership rights until registered. The Board may require the nominee to choose registration or transfer withholding dividends or bonuses until compliance.DEMATERIALISATION AND CERTIFICATESThe Company shall provide facility for securities in dematerialized form under the Depositories Act 1996. The register of beneficial owners maintained by the Depository shall be deemed to be the Companys corresponding register.The Company shall treat the person in the register of members or as beneficial owner in the Depository as absolute owner. Securities held by a Depository are dematerialized and fungible. Depositories are deemed registered owners for transfer purposes but do not have voting rights.Every certificate shall have a distinctive number specify the shares and amount paid-up and be issued under the Seal if any. Joint holders are severally and jointly liable and the Company shall not register more than three joint holders per share.FINANCIAL ASSISTANCEThe Company shall not give financial assistance directly or indirectly for the purchase or subscription of its own shares or its holding companys shares except as permitted under Section 67 of the Act. as per attachment.

Attachments

First Subscriber (s) sheet: AOASS.pdf

Declaration

Pursuant to resolution no. 12 dated, 10/11/2025 I, on the behalf of Board of Directors, declare that following amendments have been adopted in Article of Association

Alteration of AOA pursuant to conversion from private company to public company.
"The Company or This Company means "ROYAL FOODSTUFFS LIMITED".

To be digitally signed by

Name	SHIVSHARAN HANUMANTAPPA
Designation	Director
DIN	0*6*1*5*
DSC	SHIVSHARAN HANUMANTAPPA SAKKARGI Digitally signed by SHIVSHARAN HANUMANTAPPA SAKKARGI Date: 2025.12.17 13:07:59 +05'30'

For office use only:

eForm Service request number(SRN)	AB9812203
eForm filing date(DD/MM/YYYY)	15/01/2026
Name of the authorizing officer	Ibson Shah
This e-Form is hereby approved	Signature Not Verified Digitally signed by *.mca.gov.in Date: 2026.01.16 02:15:10 IST
This e-Form is hereby rejected	
Date of Signing (DD/MM/YYYY)	16/01/2026