

**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]



Form language

 English       Hindi
*Refer instruction kit for filing the form**All fields marked in \* are mandatory*

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

F

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

*(F – a company limited by shares**G – a company limited by guarantee and having a share capital**H – a company limited by guarantee and not having share capital)*

F - A COMPANY LIMITED BY SHARES

The name of the company is

UDBIJ MULTISERVICES PRIVATE LIMITED

Check if not applicable	Check if altered	Article No.	Description
			<b>Interpretation</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1.Regulations as contained in Table F of the Schedule I of the Companies Act2013 shall apply to this company except in so far as they are not inconsistentwith any of the provisions contained in these regulations and except they are hereinafterexpressly or impliedly excluded or modified.2.To the interpretation of these Articles Regulations the followingexpressions shall have unless repugnant to the subject or context the samemeaning as in the Act or any Statutory modification thereof in force</li> </ul>

		<p>at the date at which these regulations become binding on the company. i. The Company or This Company means MSUDBIJ MULTISERVICES PRIVATE LIMITED. ii. The Act or the said Act means the Companies Act 2013 or any statutory modifications or re-enactment thereof for the time being in force. iii. The Board or The Board of Directors means a meeting of the Directors duly convened and constituted or as the case may be the Directors assembled as a Board or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles. iv. Directors means a Director appointed to the Board of the Company. v. Dividend includes interim dividend. vi. Electronic Form with reference to information means any information generated, sent, received or stored in media magnetic optical computer memory microfilm computer generated micro fiche or similar device. vii. Electronic Mode means tele-conferencing and or video conferencing facility. viii. e. audio-visual electronic communication facility which enables all persons participating in that meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting. ix. Electronic Record means data record or data generated image or sound stored, received or sent in an electronic form or micro film or computer-generated micro fiche. x. Financial year in relation to any company or body corporate means the period ending on the 31st day of March every year and where it has been incorporated on or after the 1st day of January of a year the period ending on the 31st day of March of the following year. xi. Secretarial Standards means the secretarial standards as applicable for the time being in force as issued or notified by way of Notification by the Institute of Company Secretaries of India (ICSI) constituted under Section 3 of the Company</p>
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	I	<p>Secretaries Act 1980 (56 of 1980) and approved by the Central Government.xi.Secretarial Standards means the secretarial standards as applicable for the time being in force as issued or notified by way of Notification by the Institute of Company Secretaries of India (ICSI) constituted under Section 3 of the Company Secretaries Act 1980 (56 of 1980) and approved by the Central Government.xii.Minutes book means a book maintained in physical or in electronic form for the purpose of recording of Minutes.xiii.National holiday includes Republic day i.e. 26th January Independence Day i.e.15th August Gandhi Jayanti i.e. 2nd October and such other day as is declared as National holiday by the Central Government.xiv.Ordinary Business means business to be transacted at an Annual General Meeting relating to (i) the consideration of financial statements consolidated financial statements if any and the reports of the Board of Directors and Auditors (ii) the declaration of any dividend (iii) the appointment of Directors in the place of those retiring and (iv) the appointment or ratification thereof and fixing of remuneration to Auditors.xv.Proxy means an instrument in writing signed by a Member authorizing another person whether a member or not to attend and vote on his behalf at a meeting and also where the context so requires the person so appointed by a member.xvi.Persons include Individual as well as Non-Individuals.xvii.PRIVATE LIMITED COMPANY The Company is a Private Limited Company within the meaning of sub section (68) of Section 2 of the Companies Act 2013 and accordingly Private company means a company which by its articles (i) restricts the right to transfer its shares (ii) Limits the number of its members to two hundred Provided that where two or more persons hold one or more shares in a company</p>
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jointly they shall for the purposes of this clause be treated as a single member. Provided further that (A) Persons who are in the employment of the company and (B) persons who having been formerly in the employment of the company were members of the company while in that employment and have continued to be members after the employment ceased shall not be included in the number of members and (iii) prohibits any invitation to the public to subscribe for any securities of the company xviii. Special Business means a business other than the Ordinary business to be transacted at an Annual General meeting and all business to be transacted at any general meeting. xix. These Articles or Regulations means this Article of Association as originally framed or altered from time to time and includes the Memorandum where the context so requires. xx. Video conferencing or other audio-visual means audio visual electronic communication facility employed which enables all the persons participating in a Meeting to communicate concurrently with each other without an intermediary and to participate effectively in the Meeting. xxi. Writing and Written shall include printing lithography and any other mode or modes of representing or reproducing words in visible form. xxii. The marginal notes here shall not affect the construction thereof. xxiii. Words imparting the singular number include where the context admits or requires the plural number and vice versa. xxiv. Words imparting the masculine gender also include feminine gender.

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

***Share Capital and Variation of rights***

<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1. SHARES AND CERTIFICATES SHARES IN THE CONTROL OF THE BOARD OF DIRECTORS (i) Subject to the provisions of the Act and these Articles the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any one of them to such persons in such proportion and on such terms and conditions and either at a premium or at par or at discount subject to compliance with the provision of Section 23 53 62 of Companies Act 2013 and at such times as they may from time to time think fit and proper and with full power to give any person the option to call for or be allotted shares of any class of the company either at par or at a premium or subject to as aforesaid sections with option being exercised at such time and for such consideration as the directors think fit and may allot and issue shares in the capital of the company in lieu of services rendered to the company or in the conduct of its business and any shares which may be so allotted may be issued as fully paid - up shares and if so issued shall be deemed to be fully paid - up shares. SHARES HELD JOINTLY (ii) If the shares are held in the name of two or more persons jointly then the person first named in the Register of Members shall for all the purposes except voting and transfer be deemed to be sole holder thereof. But the joint holders are severally and jointly liable for all the purposes. ISSUES OF SHARE CERTIFICATES (iii) Subject to the provisions Companies Act 2013 and the Rules made there under every member shall be entitled without payment to receive within two months from the date of incorporation allotment and within one month from the date of receipt of registration or instrument of transfer for all the shares registered in his her name. The defaced mutilated torn or old decrepit</li> </ul>
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worn outlost or destroyed share certificate s or where the pages in the reverse forrecording transfers have been duly utilized (unless the certificate in lieu ofwhich it is issued is surrendered to the company) may be renewed on such termsand conditions as to indemnify and upon payment of such fees and expenses asthe Directors may think fit.(iv)The provisions of above Articles shall mutatis mutandis apply to debentures orany other securities issued by the company from time to time by SpecialResolution and subject to the applicable Sections of the Act reduce its sharecapital Capital Redemption Reserve Account or Share Premium Account in any wayand in particular without prejudice to the generality of the foregoing powerbya)Extinguishing or deducting the liability on any of its shares in respect ofshare capital not paid up orb)Canceling either with or without extinguishing or reducing liability on any ofits shares any paid-up capital which is lost or underrepresented by availableassets orc)Paying off either with or without extinguishing or reducing liability on anypaid up share capital which is in excess of the wants of the Company andcapital may be paid off upon the footing that it may be called up again orotherwise and paid up capital may be cancelled as aforesaid without reducingthe nominal amount of the shares by the like amount to the intent that theunpaid and callable capital shall be increased by the like amount. This Articleis not to derogate from any power of the Company would have if it were omitted.2.(i) If any share certificate be worn out defaced mutilated or torn or ifthere be no further space on the back for endorsement of transfer then uponproduction and surrender thereof to the company a new certificate may beissued in lieu thereof and if any certificate is lost or destroyed then uponproof thereof to the satisfaction of the company and on execution of suchindemnity as the

		<p>company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>(ii) The provisions of above Articles shall mutatis mutandis apply to debentures of the company.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>2</p> <ul style="list-style-type: none"> <li>• Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	<p>3</p> <ul style="list-style-type: none"> <li>• If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</li> </ul>

<input type="checkbox"/>	<input type="checkbox"/>	4	<ul style="list-style-type: none"> <li>Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	5	<ul style="list-style-type: none"> <li>The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	6	<ul style="list-style-type: none"> <li>If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		

			quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
<input type="checkbox"/>	<input type="checkbox"/>	7	<ul style="list-style-type: none"> <li>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	8	<ul style="list-style-type: none"> <li>Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.</li> </ul>
			<b>Lien</b>
<input type="checkbox"/>	<input type="checkbox"/>	9	<ul style="list-style-type: none"> <li>The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> <li>The company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or b</li> </ul>

			until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
<input type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> <li>To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	12	<ul style="list-style-type: none"> <li>The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
			<b><i>Calls on shares</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	13	<ul style="list-style-type: none"> <li>The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days notice specifying the time or times</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		

			and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.
<input type="checkbox"/>	<input type="checkbox"/>	14	<ul style="list-style-type: none"> <li>A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	15	<ul style="list-style-type: none"> <li>The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	16	<ul style="list-style-type: none"> <li>If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	17	<ul style="list-style-type: none"> <li>Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> <li>The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by</li> </ul>

	18	<p>him and b. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.</p>
		<p><b>Transfer of shares</b></p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>19</p> <ul style="list-style-type: none"> <li>1.(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.(ii)The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.(iii)It shall be not lawful for the Company to register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the company along with the share Certificate.(iv)Where however it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and the transferee has been lost the Company may if the Directors think fit on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer register the transfer on such terms as to indemnity as the Directors may think fit.(v)No share shall in any circumstances be transferred to a minor insolvent or a person of unsound mind.2.BOARDS POWER TO REFUSE(i)A share may at any time be transferred to any member of the Company. Any Share may be transferred at any time by a member to his or her wife or husband or to his or her son or daughter and any share of deceased member may be transferred by his or her executors administrators (after furnishing to the Directors such documentary evidence as the</li> </ul>

		<p>Directors may in their absolute discretion require (including an appropriate indemnity) to the widow or widower or any such relative as aforesaid of such deceased member but only where such widow or widower or relative is a legatee under a will of the deceased or heir(s) where the deceased has died in testate. (ii) The Board may subject to the right of appeal conferred by section 58 decline to register --(a) the transfer of a share not being a fully paid share to a person of whom they do not approve or (b) any transfer of shares on which the company has a lien. (iii) Save as provided in Regulation of these Articles of Association and subject to the provisions of Section 58 of the Companies Act 2013 the Board of Directors may in their own absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares but in such case it shall within a period of thirty days from the date on which the instrument of transfer was lodged with the Company send the transferee and transferor notice of refusal to register such transfer.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<ul style="list-style-type: none"> <li>The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.</li> </ul>
20		
<input type="checkbox"/>	<input type="checkbox"/>	<ul style="list-style-type: none"> <li>The Board may decline to recognise any instrument of transfer unless: <ul style="list-style-type: none"> <li>a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56b.</li> <li>b. the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer</li> <li>c. the instrument of transfer is in respect of only one class of shares.</li> </ul> </li> </ul>
21		

<input type="checkbox"/>	<input type="checkbox"/>	22	<ul style="list-style-type: none"> <li>On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</li> </ul>
			<b>Transmission of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	23	<ul style="list-style-type: none"> <li>1.(i). In the case of death of any one or more of the persons named in the Register of Members as the Joint holders of any shares the survivor or survivors and in case of sole holder his nominee or nominees or legal representatives shall be the only persons recognized by the company as having any title to his interest in such share but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons. Transmission of shares shall be subject to following conditions -(iii) on the death of the sole member the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member (iv) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company (v) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable (vi) on becoming member such nominee shall nominate any other person with the prior written consent</li> </ul>

		<p>of such person who shall in the event of the death of the member become the member of the company.</p>
<input type="checkbox"/> <input type="checkbox"/> 	<p>24</p>	<ul style="list-style-type: none"> <li>Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.</li> </ul>
<input type="checkbox"/> <input type="checkbox"/> 	<p>25</p>	<ul style="list-style-type: none"> <li>If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</li> </ul>
<input type="checkbox"/> <input type="checkbox"/> 	<p>26</p>	<ul style="list-style-type: none"> <li>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company Provided that the</li> </ul>

			Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.
<input type="checkbox"/>	<input type="checkbox"/>	27	<ul style="list-style-type: none"> <li>In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.</li> </ul>
			<b>Forfeiture of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	28	<ul style="list-style-type: none"> <li>If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	29	<ul style="list-style-type: none"> <li>The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that in the</li> </ul>

			event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.
<input type="checkbox"/>	<input type="checkbox"/>	30	<ul style="list-style-type: none"> <li>If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	31	<ul style="list-style-type: none"> <li>A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	32	<ul style="list-style-type: none"> <li>A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	33	<ul style="list-style-type: none"> <li>A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of The transferee shall thereupon be registered as the holder of the share</li> </ul>

			and The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
<input type="checkbox"/>	<input type="checkbox"/>	34	<ul style="list-style-type: none"> <li>The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.</li> </ul>
			<b><i>Alteration of capital</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	35	<ul style="list-style-type: none"> <li>The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	36	<ul style="list-style-type: none"> <li>Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> <li>Where shares are converted into stock 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</li> </ul>

	37	<p>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. the holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<ul style="list-style-type: none"> <li>The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.</li> </ul>
38		<p><b>Capitalisation of profits</b></p>
<input type="checkbox"/>	<input type="checkbox"/>	<ul style="list-style-type: none"> <li>The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of</li> </ul>

	39	<p>dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively 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 partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<ul style="list-style-type: none"> <li>• Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement</li> </ul>

			made under such authority shall be effective and binding on such members
			<b>Buy-back of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	41	<ul style="list-style-type: none"> <li>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.</li> </ul>
			<b>General meetings</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	42	<ul style="list-style-type: none"> <li>(i)The Board may whenever it thinks fit call an extraordinary general meeting.(ii)If at any time directors capable of acting who are sufficient in number to forma quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.(iii)An Annual General Meeting and all other General Meeting (including ExtraOrdinary General Meeting) shall be called by giving 7 (seven) clear days notice in writing by hand or by ordinary post or by speed post or by registered post or by courier or by facsimile or by e - mail or by any other electronic means or through other electronic mode specifying the date place day and the hour of the meeting and need not contain a statement of the business to be transacted at such meeting and it shall not be necessary to annex explanatory statement as contemplated under Section 102 and other provisions in the Companies Act 2013 to the notice calling General meeting. (iv)A General Meeting of the Company which shall be styled as the Annual General Meeting shall be held at the intervals and in accordance with the provisions hereinafter appearing. The First Annual General Meeting of the Company shall be held within nine</li> </ul>

			<p>months from the end of the first financial year of the company and the next Annual General Meeting of the Company shall be held within six months after the expiry of each financial year but so that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next Annual General Meeting.</p>
<input type="checkbox"/>	<input type="checkbox"/>	43	<ul style="list-style-type: none"> <li>The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.</li> </ul>
			<b>Proceedings at general meetings</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	44	<ul style="list-style-type: none"> <li>1. SHORTER CONSENT (i) Any General Meeting may be called for after giving a short notice if consent is accorded thereto by the members of the company holding not less than Ninety Five percent (95) of the paid-up share capital of the Company and entitled to vote. (ii) The Board may wherever it thinks fit call an Extra-ordinary Meeting. QUORUM FOR GENERAL MEETINGS (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Two members personally present or through proxies shall be the quorum for any general meeting of the Company and the provisions of Section 103 of the Companies Act 2013 shall not apply to the Company. 4. (i) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the majority of the members personally present</li> </ul>

			shall elect one of them to be Chairperson of such meeting. Further Chairperson can be elected from among the Directors by Members by way of show of hands. BUSINESS TO BE TRANSACTED (ii) At the General Meeting no business other than that stated in the notice calling the said meeting be transacted and such business shall subject to the provisions of the Act be decided by resolution by show of hands or by poll if demanded and the Chairperson's decision shall be conclusive.
<input type="checkbox"/>	<input type="checkbox"/>	45	<ul style="list-style-type: none"> <li>The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	46	<ul style="list-style-type: none"> <li>If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	47	<ul style="list-style-type: none"> <li>If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	48	<ul style="list-style-type: none"> <li>In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.</li> </ul>
			<b>Adjournment of meeting</b>

<input type="checkbox"/>	<input type="checkbox"/>	49	<ul style="list-style-type: none"> <li>The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</li> </ul>
			<b><i>Voting rights</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	50	<ul style="list-style-type: none"> <li>Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	51	<ul style="list-style-type: none"> <li>A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	52	<ul style="list-style-type: none"> <li>In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	53	<ul style="list-style-type: none"> <li>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</li> </ul>

			by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
<input type="checkbox"/>	<input type="checkbox"/>	54	<ul style="list-style-type: none"> <li>Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	55	<ul style="list-style-type: none"> <li>No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	56	<ul style="list-style-type: none"> <li>No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.</li> </ul>
			<b>Proxy</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	57	<ul style="list-style-type: none"> <li>(i) Subject to the provisions of the Act and these Articles vote may be given either personally or by an attorney or by proxy or in the case of a body corporate by a representative duly authorized under Section 113 of the Companies Act 2013. The Chairman of the meeting shall have authority to decide the validity of vote. (ii) A proxy need not be a member of the Company. Proxy shall be entitled to speak at the meeting and can vote on show of hands and on poll. Proxies shall be deposited with the company not later than forty - eight hours before the meeting. (iii) The members on whose shares call or instalment is in arrears cannot vote at the General Meeting in person or by proxy. The Chairperson of the Meeting shall be the authority to decide the validity of</li> </ul>

			<p>vote. (iv)The Chairperson may with the consent of any meeting of which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. When the Meeting is adjourned for thirty days or more notice of adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.</p>
<input type="checkbox"/>	<input type="checkbox"/>	58	<ul style="list-style-type: none"> <li>An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	59	<ul style="list-style-type: none"> <li>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</li> </ul>
			<b>Board of Directors</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>1. (i) The Number of Directors shall not be less than 2 (two) and unless otherwise determined in a General Meeting the number of Directors shall not more be more than 15 (Fifteen). Subject to the provisions of the Companies Act 2013 the following shall be the First Directors of the company who shall be Permanent and non - rotational Directors till they voluntarily resign 1)</li> </ul>

		60	<p>NAME MR.SHIVAM DNYANDEO DAKHORKAR SOMR. DNYANDEO DAKHORKAR2) NAME MRS.Suvarna Shivam DakhorkarDO MR. Ramchandra Hiwale(ii) The First Directors of theCompany shall not be liable to retire by rotation so long as they are willingto and capable of continuing as Directors of the Company. All other Director(s) if any shall retire by rotation at every annual general meeting and shallbe entitled for re - appointment unless otherwise decided.APPOINTMENT OF MANAGING AND OTHERDIRECTORS(iii) The Company in GeneralMeeting shall have power at any time to appoint one or more persons as non -rotational Directors for such time and on such terms as they may be determined.(iv) The Board shall have a powerto appoint any one or more of them as working additional alternate technicalfinancial marketing managing special executive or whole-time director andto fill up a casual vacancy subject to the above provisions.v) It will not be necessary forany Director person to acquire any share in the capital of the company asqualification shares for becoming a Director of the company.2. (i) The remuneration of thedirectors shall in so far as it consists of a monthly payment be deemed toaccrue from day-to-day.(ii) In addition to theremuneration payable to them in pursuance of the Act the directors may be paidall travelling hotel and other expenses properly incurred by them --(a) in attending and returningfrom meetings of the Board of Directors or any committee thereof or generalmeetings of the company or(b) in connection with thebusiness of the company.(iii) The Board shall have powerto co - opt one or more Ex-officio Nominee Directors who may be nominated bythe Central or State Government or by a financial institution Corporation orauthority from whom the Company might obtain or enter into arrangement forfinancial technical or other</p>
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			<p>assistance and terms of appointment of such nominee directors shall be notwithstanding anything contained in the Articles Regulations as agreed by the Board with the nominating authority. SITTING FEES (iv) Every Director of a Company may be paid such fees for Board Meeting attended by him as permitted by the Act for attending the meetings of the Board or any subcommittee (s) and or in connection with the business of the Company thereof in addition to the actual expenses incurred for attending the meeting. The Directors may also be paid all traveling hotel and other expenses. SPECIAL REMUNERATION (v) If a Director is required to perform extra services the Board may arrange with such fees commissions a share in profit share in fees or by any other method or payment to a stated sum of money as it shall think fit in addition to or in substitution for his remuneration above provided as may be decided by the Board of Directors from time to time commission. 3. The Board may pay all expenses incurred in setting up registering and incorporating the company and shall be entitled for reimbursement for all such expenses which are incurred.</p>
<input type="checkbox"/>	<input type="checkbox"/>	61	<ul style="list-style-type: none"> <li>The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	62	<ul style="list-style-type: none"> <li>The Board may pay all expenses incurred in getting up and registering the company.</li> </ul>

<input type="checkbox"/>	<input type="checkbox"/>	63	<ul style="list-style-type: none"> <li>The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	64	<ul style="list-style-type: none"> <li>All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	65	<ul style="list-style-type: none"> <li>Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	66	<ul style="list-style-type: none"> <li>Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</li> </ul>
		<b><i>Proceedings of the Board</i></b>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>(i)The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit and in terms of the provisions of Section 173 of the Companies Act 2013 and the Rules madethereunder.(ii)A director may and the manager or secretary on the requisition of a director shall at any time</li> </ul>

67

summon a meeting of the Board.(iii)Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director at least seven (7) days in advance at his her their address es registered in India or abroad with the company and such notice shall be sent by hand delivery or by post or by electronic means or by any other mode of communication. The accidental omission of giving any such notice of any such meeting of Directors to any director or non - receipt of such notice shall not invalidate any resolution passed at any such meeting.(iv)The quorum shall be one third of its total strength or two directors whichever is higher and participation of directors through video conferencing or other audio visual or other electronic mode as may be prescribed means shall be counted for the purposes of the quorum.(v)Notwithstanding anything in Article office of a Director shall not become vacant nor shall he be disqualified from continuing as Director if he attends Board Meeting of the Company through Electronic Mode.(vi)Notwithstanding anything in these Articles and subject to the provisions of Companies Act 2013 or any other applicable law for the time being in force every Director entitled to attend Board Meeting of the Company by his physical presence may attend it by way of an Electronic Mode in such manner or after following such procedure as Company may prescribe from time to time in this regard. However the notice convening Board Meeting shall inform them regarding facility of participation through Electronic Mode and provide necessary information to enable the Directors to access the said facility. The notices shall seek confirmation from Directors whether he will exercise the Electronic Mode or attend the meeting in person. In the absence of any such confirmation it will be presumed that the Director will physically attend the meeting.

			<p>Allelectronic recording of the Board Meeting will be done at the place whereChairperson or Company Secretary whether in employment or in practice sitduring the Meeting.(vii)Unless otherwise prescribed in the Act or any other applicable law for the timebeing in force Company shall preserve electronic recording of Board Meetingconducted through Electronic Mode for a period of one year from the conclusionof said meeting.TOTALSTRENGTH(viii)For the purpose of provisions above total strength means the total strength ofthe Board of Directors of the company as determined in pursuance of the Act.CONVENEMEETINGS OF BOARD(ix)A Chairperson of the Board of Directors and or the Managing Director or anyof the Directors or any other person authorized by the Board may at any timeconvene meeting of the Board.(x)Every Board Meeting duly constituted if not adjourned for want of quorum shallbe chaired by the Chairperson or other Director as may be agreed upon and shalldecide on any business by majority.CIRCULARBOARD RESOLUTION (xi)Subject to the provisions of the Act if resolved at the General meeting anymonies investments or assets forming part of undivided profits standing tothe credit of reserve fund at the disposal of the company or share premiumaccount be capitalized and distributed among members who are entitled fordividend and in the same proportion be applied to make the partly paid sharesas fully paid up or in issuing fully paid bonus shares or partly in one way andpartly in other.</p>
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> <li>• Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.</li> </ul>
		68	

<input type="checkbox"/>	<input type="checkbox"/>	69	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	70	<ul style="list-style-type: none"> <li>The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	71	<ul style="list-style-type: none"> <li>The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	72	<ul style="list-style-type: none"> <li>A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	73	<ul style="list-style-type: none"> <li>A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.</li> </ul>

<input type="checkbox"/>	<input type="checkbox"/>	74	<ul style="list-style-type: none"> <li>All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	75	<ul style="list-style-type: none"> <li>Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	76	<ul style="list-style-type: none"> <li>In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.</li> </ul>
			<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
<input type="checkbox"/>	<input type="checkbox"/>	77	<ul style="list-style-type: none"> <li>Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A</li> </ul>

			director may be appointed as chief executive officer manager company secretary or chief financial officer
<input type="checkbox"/>	<input type="checkbox"/>	78	<ul style="list-style-type: none"> <li>A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.</li> </ul>
			<b><i>The Seal</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	79	<ul style="list-style-type: none"> <li>The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</li> </ul>
			<b><i>Dividends and Reserve</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	80	<ul style="list-style-type: none"> <li>The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	81	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> <li>The Board may before recommending any dividend set aside out of the profits of the company such sums as it</li> </ul>

		82	thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
<input type="checkbox"/>	<input type="checkbox"/>	83	<ul style="list-style-type: none"> <li>Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	84	<ul style="list-style-type: none"> <li>The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> <li>Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent</li> </ul>

		85	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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
<input type="checkbox"/>	<input type="checkbox"/>	86	<ul style="list-style-type: none"> <li>Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	87	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	88	<ul style="list-style-type: none"> <li>No dividend shall bear interest against the company.</li> </ul>
			<b>Accounts</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	89	<ul style="list-style-type: none"> <li>(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting. PLACE OF ACCOUNTS (iii) The company shall prepare and keep at its registered office or such other place as may be decided by the Board books of account and other relevant papers and financial statement for every financial year giving true and fair view of the state of affairs of the company including that of its branch office and its branches if any.</li> </ul>

			<p>The company may maintain books of accounts and other books and papers in electronic mode. Provided that such other place shall be intimated to the Registrar within seven days in writing giving the full address of that place.</p> <p><b>ANNUAL ACCOUNTS (iv)</b> As per the provisions of the Act Board shall cause to be prepared and placed before the Company in the Annual General Meeting audited Balance Sheet and profit and Loss Account copy of which should be sent to all the members entitled thereto.</p> <p><b>AUDIT OF ACCOUNTS (v)</b> The accounts of the company shall be audited by the Auditors of the company appointed as per the provisions of the Act. The accounts when audited and approved at the annual general meeting shall be conclusive.</p>
			<b><i>Winding up</i></b>
<input type="checkbox"/>	<input type="checkbox"/>	90	<ul style="list-style-type: none"> <li>Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</li> </ul>
			<b><i>Indemnity</i></b>

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>91</p>	<ul style="list-style-type: none"> <li> <p>(i) Subject to the provisions of the Act every Director Secretary Managing Director Manager or officer of the Company or any person (whether an officer of the company or not) employed by the Company shall be indemnified out of the assets of the Company against all liabilities incurred by him as such Director Secretary Managing Director Manager or Officer of which judgment is given in his favor or in which he is acquitted or in connection with any application under Section 463 of the Companies Act 2013 in which relief is granted to him by the Tribunal or Court. Nothing here in contained shall apply to the constituted attorney of the Company unless such attorney is or deemed to be an Officer the Company.</p> <p>(ii) Subject to the provisions of the Act and other laws no director secretary auditor or other officer of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs executors and administrators Respectively shall be indemnified out of the assets of the Company from and against all suits proceedings costs charges losses damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective office of trust except such (if any) as they shall incur or sustain by or through their own willful neglects or defaults respectively and no such officer or trustee shall be liable answerable for the act receipts neglects or defaults of any other directors or officers or for joining in any receipt or other act for conformity or for any loss expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or up to which any of the money of the Company shall be invested or for any loss</p> </li> </ul>
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			<p>or damages arising from the insolvency or tortious act of any person firm or company to or with any money securities or effects shall be entrusted or deposited or for any loss occasioned by any error or judgment omission default or oversight on his part or for any other loss damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.</p>
			<b>Others</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>• <b>POWERS OF DIRECTORS</b>-Directors to manage the affairs of the Company (i) The Directors shall have power of complete management of the company's affairs inter alia regarding shares loans investment and to exercise all such powers and to do all things and acts as the company is authorized to do by its Memorandum of Association or required to be exercised under statute or Articles for the benefit of the company's business but subject to the provisions of the Act these Articles or any Directions given by the members in General Meeting. <b>BORROWINGS</b> (ii) Subject to the provisions in the Companies Act 2013 and the Companies (Acceptance of Deposits) Rules 2014 as amended provisions of Foreign Exchange Management Act 1999 Reserve Bank of India (RBI) Act 1934 Securities and Exchange of India (SEBI) Act 1992 and the Rules directions regulations as amended made thereunder are duly complied with and filed and intimated with the concerned authorities and after availing or getting appropriate permissions or approvals as may be required from time to time the Board may borrow funds for the purpose of the Company by deposits loans or issue of Bonds debentures convertible bonds or in any other form on such security and on such terms and conditions as may</li> </ul>

		92	<p>be decided by the Board.(iii)The Directors may from time to time secure the payment of such money in suchmanner and upon such terms and conditions in all respects as they deem fit andin particular by the issue of bonds or debentures or by pledge mortgagecharge or any other security on all or any properties of the Company (bothpresent and future) including its uncalled capital for the time being.SECURITY(iv)The Board shall properly comply with the provisions of the Act in respect ofall charges created for securing borrowings and specifically affecting theproperty of the Company.RESERVES(v)Before recommending any dividend the Board may set aside certain amount ofprofits as Reserves which shall be applied in the manner as may be from timeto time decided by the Board. The Board can carry forward the profits withoutdeclaring dividend.DOCUMENTSAND NOTICES- NOTICEBY COMPANY(vi)Any document or notice may be served by the Company to any member or officer ofthe company under the signature of the director or such other authorizedrepresentative either personally or through post through electronic mode orany other mode.NOTICETO THE COMPANY(vii)Any document or notice may be served by member to the Company by sending it tothe address of the registered office and addressed to the Company or itsofficer and sent through post.REGISTERSAND RECORDS(viii)Notwithstanding anything in these Articles and subject to the provisions of theAct or any other law for the time being in force the Company may maintain itsrecords registers and documents in Electronic Form or otherwise.(ix)No member not being a Director shall be entitled to inspect or visit any worksor any other place of business of the Company without the permission of theBoard or to require discovery of any information respecting any</p>
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			<p>details of the Company's business or any other matter which is or which may be in the nature of a trade secret process or any other matter which may relate to the conduct of the business of the Company and which is in the opinion of the Board would be inexpedient in the interest of the Company to disclose. <b>SECRECY (x)</b> Every Director Manager Trustee Member of the Committee Officer Servant Agent Accountant or other person employed in the business of the Company shall be deemed to have pledged himself to observe a strict secrecy respecting all transactions of the Company with the customers and the state of the accounts with individuals in matters relating thereto and shall be deemed to have pledged himself not to reveal any of the matters which come to his knowledge in the discharge of his duties except when required so to do by the directors or by a Tribunal or a Court of law as the case may be and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>
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### Subscriber Details

S. No.	Subscriber Details				
	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	Name: Mrs. Suvarna Shivam Dakhorkar D/o: Mr. Ramchandra Hiwale Address: Plot No. 35 B, Vrundavan Harsh Vihar Parvati Nagar, Opp Railw	A*K*H*7*9*	Pune		02/05/2026

	ay Crossing, Ukali, Amravati 444605 Occupation: Busine SS				
2	Name: Mr. Shivam Dnyande o Dakhorkar S/o: Mr. Dnyan deo Dakhorkar Address: Plo t No. 35 B, Vrundavan Harsh Vihar Parvati Nagar, Opp Rai lway Crossing, Ukali, Amrav ati 444605 Occupation: Busi ness	A*V*D*6*0*	Pune		02/05/2026

Signed before me						
Name Prefix (ACA/FCA/ACS/ FCS/ACMA/ FCMA)	*Name of the witness	*Address, Description and Occupation	*DIN / PAN / Passport number / Membership	*Place	DSC	Dated
FCS	Gaurav Harir am Bhutada	Address: Office No. 108, Manga lmurti Complex, Hirabaug Chow k, Tilak Road, P une, 411002	7*8*	Pune		02/05/2026