

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
****ARTICLES OF ASSOCIATION**
OF
SS RETAIL LIMITED

Regulations in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to this Company.

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a Special Resolution passed at the Extraordinary general meeting of **SS RETAIL LIMITED** (the "Company") held on Monday 24th day of August, 2026. These updated Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Interpretation

I. (1) In these regulations-

- (a) “**Act**” means the Companies Act 2013 and the rules framed thereunder and any amendments reenactments or other statutory modifications thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law so far as may be applicable;
- (b) “**Applicable Laws**” means all applicable statutes laws ordinances rules and regulations judgments notifications circulars orders decrees bye-laws guidelines or any decision or determination or any interpretation policy or administration having the force of law including but not limited to any authorization by any authority in each case as in effect from time to time;
- (c) “**Articles of Association**” or “**Articles**” mean these articles of association of the Company as may be altered from time to time in accordance with the Act;
- (d) “**Board or Board of Directors**” means the collective body of the Directors of the Company nominated and appointed from time to time in accordance with Articles 90 to 97 herein as may be applicable;

*** Altered vide Special Resolution passed in the meeting of Shareholders of the SS Retail Limited dated 30th September, 2025.*

- (e) **“Company”** means SS RETAIL LIMITED.
- (f) **“Depositories Act”** means the Depositories Act 1996 or any statutory modification or reenactment thereof for the time being in force;
- (g) **“Depository”** means a depository as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act 1996 and a company formed and registered under the Companies Act 2013 and which has been granted a certificate of registration under sub-section (IA) of Section 12 of the Securities and Exchange Board of India Act 1992;
- (h) **“Director”** shall mean any director of the Company including alternate directors, independent directors and nominee directors appointed in accordance with the provisions of these Articles;
- (i) **“Lien”** means any mortgage pledge charge assignment hypothecation security interest title retention preferential right option (including call commitment) trust arrangement any voting rights right of set-off counter claim or banker’s lien privilege or priority of any kind having the effect of security any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy.
- (j) **“Memorandum”** or **“Memorandum of Association”** means the memorandum of association of the Company as may be altered from time to time;
- (k) Rules means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
- (l) Seal means the common seal of the Company;
- (m) Stock Exchanges shall mean BSE Limited and the National Stock Exchange of India Limited or such other stock exchange as the Board may deem fit.

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.

(2) Public Company

The Company is a Public Limited Company.

Share Capital and Variation of rights

II.

1. Subject to the provisions of section 62 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 or at discount (subject to the compliance with the provision of section 53 of the Act) and at such time as they may from time to time think fit and with sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board thinks fit and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting. The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital whether original increased or decreased into several classes and attach thereto respectively such ordinary preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.
2. (i) 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 (a) One certificate for all his shares without payment of any charges or (b) Several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

iii) 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.

(iv) A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof. Where a person opts to hold any share with the depository the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

(v) The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act 2013 and the Depositories Act 1996 with details of shares held in dematerialized form in any medium as may be permitted by law including in any form of electronic medium.

3. (i) If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the Company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the Company.

(iii) Notwithstanding what is stated above the company shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act 1956 or any regulations made by Securities and Exchange Board of India (SEBI) or under the SEBI Act 1992 or any other Act or rules applicable thereof in this behalf.

4. (i) If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the Company is being wound up be varied with the consent inwriting of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

5. Except as required by law no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or bylaw otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

6. (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in the rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

7. (i) If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the Company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be as per the applicable provisions of the Act.

8. (i) If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the Company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be as per the applicable provisions of the Act.

9. 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.

10. 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.

11. Any debentures debenture-stock or other securities may be issued at a discount premium or otherwise if permissible under the Act and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption surrender drawings allotment of Shares attending (but not voting) at general meetings appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in general meeting by a special resolution and subject to the provisions of the Act.

12. (1) Where at any time it is proposed to increase the subscribed Share Capital of the Company by the issue of further Shares such Shares shall be offered

(a) to the persons who on the date specified under applicable law are holders of the equity shares of the Company in proportion as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions namely

- (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not less than fifteen (15) days or such lesser number of days as may be prescribed and not exceeding thirty (30) days from the date of the offer within which the offer if not accepted shall be deemed to have been declined
 - (ii) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (i) hereof shall contain a statement of this right and after the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered the Board of Directors may dispose of them in such manner which is not disadvantageous to shareholders and the Company.
- (b) to employees under a scheme of employee's stock option subject to special resolution passed by the shareholders of the Company and subject to such conditions as prescribed in the Acts and Rules there under or
- (c) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement subject to and in accordance with Section 42Section 62 the Companies Act 2013 and the Rules.

(2) The notice referred to in sub-clause (i) of clause (a) of sub-clause (1) shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing Shareholders at least 3 (three) days before the opening of the issue or such other period prescribed under applicable law.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company. Provided that the terms of issue of such debentures or the terms of such loans containing such option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in a general meeting.

(4) Notwithstanding anything contained in sub-clause (3) above where any debentures have been issued or loan has been obtained from any Government by the Company and if that Government consider it necessary in the public interest so to do it may by order direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion. Provided that where the terms and conditions of such conversion are not acceptable to the Company it may within sixty days from the date of communication of such order appeal to the Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

(5) In determining the terms and conditions of conversion under sub-clause (4) the Government shall have due regard to the financial position of the Company the terms of issue of debentures or loans as the case may be the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

(6) Where the Government has by an order made under sub-clause (4) directed that any debenture or loan or any part thereof shall be converted into shares in the Company and

where no appeal has been preferred to the Tribunal under sub-clause (4) or where such appeal has been dismissed the Memorandum of Association of the Company shall where such order has the effect of increasing the authorized Share Capital of the Company be altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

13. The Board of Directors subject to the rules and regulations prescribed in this connection may offer issue and allot shares in the Capital of the Company as sweat equity shares or shares under the employees stock option scheme. Dematerialization of Shares.
14. The Company shall be entitled to treat the person whose name appears on the register of members as the holder of any Share or whose name appears as the beneficial owner of Shares in the records of the Depository as the absolute owner thereof. The register and index of beneficial owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of the Act. Provided however that provisions of the Act or these Articles relating to distinctive numbering shall not apply to the Shares of our Company which have been dematerialized.
15. Notwithstanding anything contained herein our Company shall be entitled to dematerialize its Shares Debentures and other Securities pursuant to the Depositories Act and offer its Shares Debentures and other Securities for subscription in a dematerialized form. The Company shall be further entitled to maintain a register of members with the details of members holding Shares both in material and dematerialized form in any medium as permitted by Law including any form of electronic medium.
16. Every person subscribing to the Shares offered by the Company shall receive such Shares in dematerialized form. Such a person who is the beneficial owner of the Shares can at any time opt-out of a Depository if permitted by the Law in respect of any Shares in the manner provided by the Depositories Act and the regulations made thereunder and our Company shall in the manner and within the time prescribed issue to the beneficial owner the required certificate of Shares.
17. If a person opts to hold his Shares with a Depositor your Companies shall intimate such Depository the details of allotment of the Shares and on receipt of the information the Depository shall enter in its record the name of the allottee as the beneficial owner of the Shares.
18. All Shares held by a Depository shall be dematerialized and shall be in a fungible form.

(a) Notwithstanding anything to the contrary contained in the Act or the Articles a Depository shall be deemed to be the registered owner for the purposes of effect in any transfer of ownership of Shares on behalf of the beneficial owner. (b) Save as otherwise provided in (a) above the Depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.
19. Every person holding Shares of our Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the owner of such Shares and shall also be deemed to be a Shareholder of our Company. The beneficial owner of the

Shares shall be entitled to all the liabilities in respect of his Shares which are held by a Depository.

20. Notwithstanding anything in the Act or the Articles to the contrary where Shares are held in a Depository the records of the beneficial ownership maybe served by such Depository on the Company by means of electronic mode or by delivery of disks drives or any other mode as prescribed by law from time to time.
21. In the case of transfer of Shares or other marketable Securities where our Company has not issued any certificates and where such Shares or Securities are being held in an electronic and fungible form the provisions of the Depositories Act shall apply.

****21A PLEDGE OF SECURITIES, LOCK-IN RESTRICTIONS AND REGULATORY COMPLIANCE**

21A. (1) Notwithstanding anything contained in these Articles, where any shareholder creates a pledge over securities of the Company, such pledge shall be created, released and/or invoked only in dematerialised form through the depository system in accordance with the provisions of the Companies Act, 2013, the Depositories Act, 1996, the rules, regulations, bye-laws and operating instructions of the relevant depository, applicable SEBI regulations and all other applicable laws.

21A. (2) Where any securities of the Company are subject to lock-in requirements under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and such securities are pledged, the creation of such pledge shall not affect the lock-in, and such securities shall continue to remain locked-in for the applicable period prescribed under the SEBI ICDR Regulations.

21A. (3) Upon invocation of a pledge over equity shares that are subject to lock-in under the SEBI ICDR Regulations, such equity shares shall continue to remain locked-in in the demat account of the pledgee for the balance of the applicable lock-in period in accordance with the SEBI ICDR Regulations and other applicable laws.

21A. (4) Upon release of a pledge over equity shares that are subject to lock-in under the SEBI ICDR Regulations, such equity shares shall continue to remain locked-in in the demat account of the pledgor for the unexpired portion of the original lock-in period in accordance with the SEBI ICDR Regulations.

21A. (5) Notwithstanding anything contained in Articles 21A(2), 21A (3) and 21A (4) above, where any securities of the Company are required to be subject to a lock-in under applicable laws, including the SEBI ICDR Regulations, and such lock-in cannot be operationally implemented due to the existence of any pledge, charge or other encumbrance over such securities, the Company shall take all necessary steps as may be required under applicable laws to ensure that such securities are recorded with the relevant depository as "Non-Transferable" for the applicable lock-in period. The Board of Directors of the Company shall be authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this Article, including removal of such non-transferable status upon expiry of the applicable lock-in period.



**** Inserted vide Special Resolution passed in the meeting of Shareholders of the SS Retail Limited dated 24th August, 2026.**

Lien

22. (i) The Company shall have a first and paramount lien(a) On every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and(b) on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the 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.
(ii) The Companies lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
23. (i) To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof.
(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
(iii) The purchaser shall not be bound to see to the application of the purchase money or shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
(iv) 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.
24. There due 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.
25. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

Calls on shares

26. (i) Subject to the provisions of Section 49 of the Companies Act 2013 the Board of Directors may from time to time by a Resolution passed at a meeting (and not by a Circular Resolution) make such calls as it thinks fit upon the members in respect of all monies unpaid on the shares held by them (whether on account of the nominal value of the shares or by way of premium) and not by conditions of allotment thereof made payable at fixed time. A call may be made payable by installments.
(ii) At least fourteen days' notice in writing (unless otherwise consented by all members 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.
(iii) A call may be revoked or postponed at the discretion of the Board.
27. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
28. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

29. (i) 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.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

30. (i) 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.

(ii) 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.

31. The Board (a) may subject to the provisions of section 50 of the Act if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and (b) upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the Company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance Provided that the amount paid in advance of calls on any share may carry interest but shall not confer a right to dividend or to participate in profits. The member shall not be entitled to any voting rights in respect of the monies so paid by him until the same would but for such payment become presently payable.

32. The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

Transfer of shares

33. (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.

34. 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.

35. The Board may decline to recognize any instrument of transfer unless (a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 (b)

the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and(c)The instrument of transfer is in respect of only one class of shares.

36. On giving not less than seven days previous notice in accordance with section 91 and rules made there under the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

37. (i) On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognized by the Company as having any title to his interest in the shares.(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.
38. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either(a)To be registered himself as holder of the share or(b)To make such transfer of the share as the deceased or insolvent member could have made.(ii) 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.
39. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliverer send to the Company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share.(iii) 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.
40. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.
41. The provisions of these Articles shall mutatis mutandis apply to the transfer of or the transmission by law of the right to any securities including debentures of the Company. In case of a One Person Company 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 the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member

of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.

Forfeiture of shares

42. If a member fails to pay any call or installment 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 installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued
43. The notice aforesaid shall(a)Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and(b)State that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.
44. 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.
45. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.(ii) At any time before a sale or disposals aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
46. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the Company all monies which at the date of forfeiture were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine from the time of forfeiture until payment of realization. (ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares
47. (i) A duly verified declaration in writing that the declarant is a Director the manager or the secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share(ii) The Company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of (iii) The transferee shall there upon be registered as the holder of the share and(iv) The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
48. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which by the terms of issue of a share becomes payable at affixed 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.

Borrowing Powers

49. Subject to the provisions of the Act and these Articles the Board may from time to time raise any money or any moneys or sums of money for the purpose of the Company provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not without the sanction of the Company at a General Meeting exceed the aggregate of the paid-up capital free reserves. The Board may from time to time at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company by the issue of debentures to members perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed raised or received mortgage pledger charge the whole or any part of the property assets or revenue of the Company present or future including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as maybe expedient and purchase redeem or pay off any such security. Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which moneys may be borrowed by the Board of Directors provided that subject to the provisions of the Act and these Articles the Board may from time to time at its discretion raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by promissory notes or by opening current accounts or by receiving deposits and advances with or without security or by the issue of bonds perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land building bond or other property and security of the Company.

Alteration of capital

50. 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.
51. Subject to the provisions of section 61 the Company may by ordinary resolution (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares (b) Convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination (c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum (d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
52. Where shares are converted into stock - (i) the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (ii) 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.(iii)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.

53. The Company may by special resolution reduce in any manner and with and subject to any incident authorized and consent required by law(a)It share capital(b)Any capital redemption reserve account or (c) any share premium account.

Capitalisation of profits

54. (i) The Company in general meeting may upon the recommendation of the Board resolve(a)that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and(b)That such sum is accordingly set free for distribution in the manner specified in clause (ii)amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions.(ii)The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards(A)paying up any amounts for the time being unpaid on any shares held by such members respectively(B)paying up in full unissued shares of the Company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid(C)Partly in the way specified ed in sub-clause (A) and partly in that specified in sub- clause (B)(D)A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares(E)The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

55. (i)Whenever such a resolution as aforesaid shall have been passed the Board shall(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares if any and(b) generally do all acts and things required to give effect thereto.(ii) The Board shall have power(a) to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions(b) to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares 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 capitalized of the amount or any part of the amounts remaining unpaid on their existing shares and(iii)Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

56. 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

57. All general meetings other than annual general meeting shall be called extraordinary general meeting.
58. 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 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.(iii) Subject to section 101 of Act a general meeting may be called by giving to the members a clear twenty one (21) days notice either in writing or through electronic mode to all members Directors and the auditor(s) of the Company specifying the place date day and the hour of the meeting with a statement of the business to be transacted at the meeting Provided that a general meeting may be called after giving a shorter notice if consent in writing or by electronic mode is accorded thereto in accordance with the Act and other applicable law.

Proceedings at general meetings

59. 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) Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.(iii) The Company shall cause minutes of the proceedings of every general meeting and every resolution passed by postal ballot and every meeting of its Board or of every committee of the Board to be prepared and signed in a manner as prescribed under the Act and kept within 30(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 in accordance with section 118(1) of the Act. The books containing the minutes shall be open to inspection by any Member in accordance with section 119 of the Act.(iv) In the event a quorum as required herein is not present within 30(thirty) minutes of the appointed time then subject to the provisions of section 103 of the Act the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other date and such other time and place as the Board may determine provided that the agenda for such adjourned general meeting shall remain the same. The said general meeting if called by requisitions under section 100 of the Act shall stand cancelled.(v) Company shall cause minutes of the proceedings of every general meeting and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board to be prepared and signed in a manner as prescribed under the Act 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 in accordance with section 118(1) of the Act. The books containing the minutes of the general meeting shall be open to inspection by any member in accordance with section 119 of the Act.
60. The chairperson if any of the Board shall preside as Chairperson at every general meeting of the Company.

61. 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.
62. 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.

Adjournment of meeting

63. (i) 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.(ii)No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.(iii) 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.(iv)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

64. Subject to any rights or restrictions for the time being attached to any class or classes of shares (a)On a show of hands every member present in person shall have one vote and(b)On a poll the voting rights of members shall be in proportion to his share in the paid- up equity share capital of the Company.
65. A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once.
66. In the case of joint holders the vote of the senior who tends to tender a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
(ii) For this purpose seniority shall be determined by the order in which the names stand in the register of members.
67. 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.
68. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
69. 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.
70. (i) 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. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

Proxy

71. The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarized copy of that power or authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
72. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105 of the Act.
73. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

74. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than three and not be more than fifteen including Directors nominated by financial institutions provided that the Company may appoint more than 15(fifteen) Directors after passing a special resolution. Atleast one Director shall reside in India for a total period of not less than 182 (one hundred and eighty-two) days in each financial year. The following shall be the First Directors of the Company 1. Mr. Harshal Kishor Parekh 2. Mr. Siddharth Gunwant Shah 3. Mrs. Bhavini Harshal Parekh 4. Mrs. Deepa Siddharth Shah
75. (i)The remuneration of the Directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day.(ii) In addition to the remuneration payable to them in pursuance of the Act the Directors may be paid all travelling hotel and other expenses properly incurred by them(a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company or (b) In connection with the business of the Company.
76. The Company may exercise the powers conferred on it by section 88 of the Act 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.
77. 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.

78. Every Director present at any meeting of the Board or a committee thereof shall sign his name in a book to be kept for that purpose.
79. The Board may appoint an alternate director to act for a director (hereinafter in this Article called the Original Director) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he turns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.
80. The director so appointed shall hold office only up to the date on which the director in whose place he is appointed would have held office if it had not been vacated.
81. (i) Subject to the provisions of section 149 of the Act the Board shall have power at any time and from time to time to appoint a person as an additional Director provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.

Appointment and Remuneration of Directors

Subject to the provisions of the Act and these Articles the Board of Directors may from time to time appoint one or more of the Directors to be Managing Directors or other Whole-Time Director(s) of the Company for a term not exceeding five years at a time 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 and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission shall be in accordance with the relevant provisions of the Act. Subject to the provisions of the Act the Board shall appoint Independent Directors who shall have appropriate experience and qualifications to hold a position of this nature on the Board. Subject to the provisions of section 196 197 and 188 read with Schedule V to the Act the Directors shall be paid such further remuneration whether in the form of monthly payment or by a percentage of profit or otherwise as the Company in General meeting may from time to time determine and such further remuneration shall be divided among the Directors equally or if so determined paid on a monthly basis. Subject to the provisions of these Articles and the provisions of the Act if any Director being willing shall be called upon to perform extra service or to make any special exertions in going or residing

away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director the Directors in such proportion and in such manner as the Board may from time to time determine and in default of such determination shall be divided among the Directors equally or if so determined paid on a monthly basis. Subject to the provisions of these Articles and the provisions of the Act if any Director being willing shall be called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director.

Powers of Board

82. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by the Memorandum or otherwise authorized to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other Applicable Laws and of the Memorandum and these Articles and to any regulations not being inconsistent with the Memorandum and these Articles or the Act from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Authorized Share Capital of the Company is as mentioned in clause of the Memorandum of Association of the Company with power of the Board of Directors to sub- divide consolidate and increase and with power from time to time issue any shares of the original capital with and subject to any preferential qualified or special rights privilege or condition as maybe thought fi t and upon the sub-division of shares apportion the right to participate in profits in my manner as between the shares resulting from subdivision.

Proceedings of the Board

83. (i)The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fi t.(ii) A Director may and the manager or secretary on the requisition of a Director shall at any time summon a meeting of the Board.
84. (i) Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
85. 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.
86. (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office. (ii)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 numbers to be Chairperson of the meeting.

87. (i) The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (ii) 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.
88. (i) A committee may elect a Chairperson of its meetings. (ii) 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.
89. (i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
90. 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.
91. 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.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

92. Subject to the provisions of the Act (i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any Chief Executive Officer Manager Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board (ii) A Director may be appointed as the Chief Executive Officer Manager Company Secretary or Chief Financial Officer.
93. A provision of the Act or these regulations 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

94. (i) The Board shall provide for the safe custody of the seal. (ii) 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 authorized 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.

Dividends and Reserve

95. The Company in a general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
96. Subject to the provisions of section 123 of the Act the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
97. (i) The Board may before recommending any dividend set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.
98. Subject to the rights of persons if any (i) 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. (ii) All dividends shall be declared and paid according to the amounts paid or credited as 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 shares. (iii) 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 from a particular date such share shall rank for dividend accordingly.
99. 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.
100. (i) Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct or in any other mode permitted under applicable law. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it as sent.
101. 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.
102. 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.
103. No dividend shall bear interest against the company

104. (i) Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration the Company shall within seven days from the date of expiry of the said period of thirty days transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the Unpaid Dividend Account. (ii) Any money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer shall be transferred by the Company along with the interest accrued if any to the Fund known as Investor Education and Protection Fund established under section 125 of the Act. (iii) No unclaimed or unpaid dividend shall be no forfeited by the Board before the claim becomes barred by law. (iv) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

Accounts

105. (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) Nonmember (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.

Winding up

106. Subject to the provisions of Chapter XX of the Act and rules made there under (i) If the Company shall be wound up the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the Company whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

107. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Secrecy

108. Every Director Chief Executive Officer Secretary Auditor Consultant or any other officer or employee of the Company shall if so, required by the Directors before entering upon

duties sign a declaration pledging to observe a strict secrecy restriction respecting all the affairs of the Company.

109. Subject as conferred by law no member not being a Director shall be entitled to visitor inspect any accounts books documents or works of the Company without the permission of the Directors or require discovery of any of Company trade secrets process or any other matter which would in the opinion of the Directors be expedient in the interest of the Company not to disclose.

General Authority

110. Wherever in the Act it has been provided that the Company shall have any right privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case these Articles hereby authorize and empower the Company to have such rights privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific Article in that behalf herein provided.
111. At any point of time from the date of adoption of these Articles if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended (the Listing Regulations) and the Act as amended or another applicable laws the provisions of the Listing Regulations the Act and the Laws shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations the Act and the Laws from time to time