

Form No. INC-34

Form language

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

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

Refer instruction kit for filing the form.

All fields marked in * are mandatory

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

F

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

F - A COMPANY LIMITED BY SHARES

(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)

The name of the company is

CHOTHANI FOODS LIMITED

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
<input type="checkbox"/>	<input checked="" type="checkbox"/>	1	<ul style="list-style-type: none"> The following Articles comprised in these Articles of Association were adopted pursuant to Members Resolution passed at the Extra Ordinary General Meeting of the Company (04 of FY 2016-17) held on 01st March 2017 in substitution for and to the entire exclusion of the earlier Articles comprised in the extant Articles of Association of the Company.1. (1) The regulations contained in the Table marked F in Schedule I to the Companies Act 2013 shall not apply to the Company except in so far as the same are repeated contained or expressly made applicable in these Articles or by the said Act.(2)The regulations for the management of the Company and for the observance by the members thereto and their representatives shall subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act 2013 be such as are contained in these Articles.Note Change in name of the Company pursuant to Special resolution passed requisite majority by exercise of Postal Ballot E-Voting of which Result declared on 13th January 2018.2. (1) In these Articles(a) Act means the Companies Act 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law so far as may be applicable.(b) Articles means these articles of association of the Company or as altered from time to time.(c) Board of Directors or Board means the collective body of the directors of the Company.(d) Company means Chothani Foods Limited.(e) Rules means the

		<p>applicable rules for the time being in force as prescribed under relevant sections of the Act.(f) Seal means the common seal of the Company.(2)Words importing the singular number shall include the plural number and words importing the masculine gender shall where the context admits include the feminine and neuter gender. (3)Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules as the case may be.</p>
		Share Capital and Variation of rights
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>ii 1</p> <ul style="list-style-type: none"> 3. Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.4. Subject to the provisions of the Act and these Articles the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold transferred goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash and if so issued shall be deemed to be fully paid-up or partly paid-up shares as the case may be.5.The Company may issue the following kinds of shares in accordance with these Articles the Act the Rules and other applicable laws(a)Equity share capital(i)with voting rights and or(ii)with differential rights as to dividend voting or otherwise in accordance with the Rules and(b)Preference share capital
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>2</p> <ul style="list-style-type: none"> 6.(1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide -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.(2) 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 holders7. 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 dematerialised state with a depository. Where a person opts to hold any share with the depository the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<ul style="list-style-type: none"> 8. 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.

		3	Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.9.The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4	<ul style="list-style-type: none"> Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	5	<ul style="list-style-type: none"> 10 (1) The company may exercise the powers of paying commissions conferred by the Act to any person in connection with the subscription to its securities provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.(2) The rate or amount of the commission shall not exceed the rate or amount prescribed in Rules(3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	6	<ul style="list-style-type: none"> 11. (1) If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act and whether or not the company is being wound up be varied with the consent in writing of such number of the holders of the issued shares of that class or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class as prescribed by the Act.(2) To every such separate meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	7	<ul style="list-style-type: none"> 12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	8	<ul style="list-style-type: none"> 13. Subject to the provisions of the Act the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed or converted to equity shares on such terms and conditions and in such manner as determined by the Board in accordance with the Act.14. (1)The Board or the Company as the case may be may in accordance with the Act and the Rules issue further shares to -(a)persons who at the date of offer are holders of equity shares of the Company such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person or(b)employees under any scheme of employees stock option or(c)any persons whether or not those persons include the persons referred to in clause (a) or clause (b) above.(2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement subject to and in accordance with the Act and

			the Rules.(3) The Company may issue share warrants subject to and in accordance with provisions of all the applicable laws. Altered vide Special resolution passed at the Extra Ordinary General Meeting of the Company held on 22nd August 2023
			Lien
<input type="checkbox"/>	<input checked="" type="checkbox"/>	9	<ul style="list-style-type: none"> 15. (1) The company shall have a first and paramount lien a)on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and b)on all shares (not being fully paid shares) standing registered in the name of a 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.(2) The Companys lien if any on a share shall extend to all dividends or interest as the case may be payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.(3) Unless otherwise agreed by the Board the registration of a transfer of shares shall operate as a waiver of the Companys lien.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	10	<ul style="list-style-type: none"> 16. The company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be made(a) unless a sum in respect of which the lien exists is presently payable or(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	11	<ul style="list-style-type: none"> 17. (1) To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof.(2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.(3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject if necessary to execution of an instrument of transfer or a transfer by relevant system as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.(4) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	12	<ul style="list-style-type: none"> 18. (1) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.(2) The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.19. In exercising its lien the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to or interest in such share on the part of any other person whether a creditor of the registered holder or otherwise. The Companys lien shall prevail notwithstanding that it has received notice of any such claim.20. The provisions of these

			Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.
			Calls on shares
<input type="checkbox"/>	<input checked="" type="checkbox"/>	13	<ul style="list-style-type: none"> 21 (1) The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.(2) Each member shall subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares.(3) The Board may from time to time at its discretion extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.(4) A call may be revoked or postponed at the discretion of the Board.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	14	<ul style="list-style-type: none"> 22. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	15	<ul style="list-style-type: none"> 23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	16	<ul style="list-style-type: none"> 24. (1) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.(2) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	17	<ul style="list-style-type: none"> 25. (1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.(2) In case of non-payment of such sum all the relevant provisions of these Articles as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	18	<ul style="list-style-type: none"> 26. The Boarda. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him andb. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable by him.27. If by the conditions of allotment of any shares the whole or part of the amount of issue price thereof shall be payable by installments then every such instalment shall when due be paid to the Company by the person who for the time being and from time to time is or shall be the registered holder of the share or the legal representative of a deceased registered holder.28. All calls shall be made on a uniform basis on all shares falling under the same class.Explanation Shares of the same nominal value on which different amounts have been paid-up shall

			not be deemed to fall under the same class.29. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.30. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.
			Transfer of shares
<input type="checkbox"/>	<input checked="" type="checkbox"/>	19	<ul style="list-style-type: none"> • 31.(1) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (2) 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.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	20	<ul style="list-style-type: none"> • 32.. The Board may subject to the right of appeal conferred by the Act 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.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	21	<ul style="list-style-type: none"> • 33. In case of shares held in physical form The Board may decline to recognise any instrument of transfer unless(a) the instrument of transfer is in the form as prescribed in rules made under the Act(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.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	22	<ul style="list-style-type: none"> • 34. On giving of previous notice of at least seven days or such lesser period in accordance with the Act 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 determineProvided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.35. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
			Transmission of shares
<input type="checkbox"/>	<input checked="" type="checkbox"/>	23	<ul style="list-style-type: none"> • 36. (1) On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares(2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> • 37. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either(a) to be

		24	<p>registered himself as holder of the share or(b) to make such transfer of the share as the deceased or insolvent member could have made.(2) The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.(3)The Company shall be fully indemnified by such person from all liability if any by actions taken by the Board to give effect to such registration or transfer.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	25	<ul style="list-style-type: none"> • 38.(1) If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (2) If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share.(3)All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	26	<ul style="list-style-type: none"> • 39. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the companyProvided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.40.The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company
<input checked="" type="checkbox"/>	<input type="checkbox"/>	27	<ul style="list-style-type: none"> • In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.
			<i>Forfeiture of shares</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	28	<ul style="list-style-type: none"> • 41. If a member fails to pay any call or installment of a call or any money due in respect of any share on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or installment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason

			of non-payment.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	29	<ul style="list-style-type: none"> 42. 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.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	30	<ul style="list-style-type: none"> 43. If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.44. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares nor any indulgence that may be granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.45. When any share shall have been so forfeited notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.46.The forfeiture of a share shall involve extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	31	<ul style="list-style-type: none"> 47. (1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.(2) At any time before a sale re-allotment or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	32	<ul style="list-style-type: none"> 48. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares.(2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine from the time of forfeiture until payment or realisation. The Board may if it thinks fit but without being under any obligation to do so enforce the payment of the whole or any portion of the monies due without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.(3) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> 49. (1) A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share(2)

	33	<p>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(3) The transferee shall thereupon be registered as the holder of the share and(4) The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.50. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given the Board may if necessary appoint some person to execute an instrument for transfer of the shares sold and cause the purchasers name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.51. Upon any sale re-allotment or other disposal under the provisions of the preceding Articles the certificate(s) if any originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.52. The Board may subject to the provisions of the Act accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.</p>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	34	<ul style="list-style-type: none"> 53. 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.54. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
			<p>Alteration of capital</p>
<input type="checkbox"/>	<input type="checkbox"/>	35	<ul style="list-style-type: none"> The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	36	<ul style="list-style-type: none"> 55. Subject to the provisions of the Act the Company may by ordinary resolution -(a)increase the share capital by such sum to be divided into shares of such amount as it thinks expedient(b)consolidate and divide all or any of its share capital into shares of larger amount than its existing sharesProvided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act(c)convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination(d)sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum(e)cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> 56. Where shares are converted into stock(a) the holders of stock may transfer the same or any part thereof in the same manner as

		37	<p>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.(b) the holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage.(c) such of these Articles of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder member shall include stock and stock holder respectively.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	38	<ul style="list-style-type: none"> 57. The company may by resolution as prescribed by the Act reduce in any manner and in accordance with the provisions of the Act and the Rules(a) its share capital andor(b) any capital redemption reserve account andor(c) any share premium account andor(d) any other reserve in the nature of share capital.
			Capitalisation of profits
<input type="checkbox"/>	<input checked="" type="checkbox"/>	39	<ul style="list-style-type: none"> 59. (1) The company by ordinary resolution in general meeting may upon the recommendation of the Board resolve(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the companys reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions.(2) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (3) either in or towards(A) paying up any amounts for the time being unpaid on any shares held by such members respectively(B) paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B)(3) 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(4) The Board shall give effect to the resolution passed by the company in pursuance of this Article.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	40	<ul style="list-style-type: none"> 60. (1) Whenever such a resolution as aforesaid shall have been passed the Board shall(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and(b) generally do all acts and things required to give effect thereto.(2) The Board shall have power(a) to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and(b) to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any

			further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares(3) Any agreement made under such authority shall be effective and binding on such members.
			Buy-back of shares
<input type="checkbox"/>	<input checked="" type="checkbox"/>	41	<ul style="list-style-type: none"> 61. Notwithstanding anything contained in these articles but subject to all applicable provisions 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
<input type="checkbox"/>	<input checked="" type="checkbox"/>	42	<ul style="list-style-type: none"> 62. All general meetings other than annual general meeting shall be called extraordinary general meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	43	<ul style="list-style-type: none"> 63. The Board may whenever it thinks fit call an extraordinary general meeting
			Proceedings at general meetings
<input type="checkbox"/>	<input checked="" type="checkbox"/>	44	<ul style="list-style-type: none"> 64. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.(2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant(3) The quorum for a general meeting shall be as provided in the Act.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	45	<ul style="list-style-type: none"> 65. The chairperson pf the Company shall preside as Chairperson at every general meeting of the company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	46	<ul style="list-style-type: none"> 66. 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.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> 67. 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.68. On any business at any general meeting in case of an equality of votes whether on a show of hands or electronically or on a poll the Chairperson shall have a second or casting vote.69. (1)The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.(2)There shall not be included in the minutes any matter which in the opinion of the Chairperson of the meeting -(a)is or could reasonably be regarded as defamatory of any person or(b)is irrelevant or

		47	<p>immaterial to the proceedings or(c)is detrimental to the interests of the Company.(3)The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.</p> <p>(4)The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.70. (1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall(a)be kept at the registered office of the Company and(b)be open to inspection of any member without charge during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.(2) Any member shall be entitled to be furnished within the time prescribed by the Act after he has made a request inwriting in that behalf to the Company and on payment of such fees as may be fixed by the Board with a copy of any minutes referred to in clause (1) aboveProvided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years shall be entitled to be furnished with the same free of cost.71. The Board and also any person(s) authorised by it may take any action before the commencement of any general meeting or any meeting of a class of members in the Company which they may think fit to ensure the security of the meeting the safety of people attending the meeting and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final and rights to attend and participate in the meeting concerned shall be subject to such decision.</p>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	48	<ul style="list-style-type: none"> In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
			Adjournment of meeting
<input type="checkbox"/>	<input checked="" type="checkbox"/>	49	<ul style="list-style-type: none"> 72. (1) The Chairperson may suo moto adjourn the meeting from time to time and from place to place.(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (3) When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting.(4) Save as aforesaid and as provided in the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
<input type="checkbox"/>	<input checked="" type="checkbox"/>	50	<ul style="list-style-type: none"> 73. Subject to any rights or restrictions for the time being attached to any class or classes of shares(a) on a show of hands every member present in person shall have one vote and(b) on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> 74. A member may exercise his vote at a meeting by electronic

		51	means in accordance with section 108 and shall vote only once.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	52	<ul style="list-style-type: none"> 75. (1) In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.(2) For this purpose seniority shall be determined by the order in which the names stand in the register of members.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	53	<ul style="list-style-type: none"> 76. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy. If any member be a minor the vote in respect of his share or shares shall be by his guardian or any one of his guardians.77. Subject to the provisions of the Act and other provisions of these Articles any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	54	<ul style="list-style-type: none"> 78. Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	55	<ul style="list-style-type: none"> 79. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid or in regard to which the Company has exercised any right of lien.80. A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken or on any other ground not being a ground set out in the preceding Article.81. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	56	<ul style="list-style-type: none"> No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
<input type="checkbox"/>	<input type="checkbox"/>		
			<i>Proxy</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	57	<ul style="list-style-type: none"> 82. (1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf for that meeting.(2)The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarized copy of that power or authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default
<input type="checkbox"/>	<input checked="" type="checkbox"/>		

			the instrument of proxy shall not be treated as valid.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	58	<ul style="list-style-type: none"> 83. An instrument appointing a proxy shall be in the form as prescribed in the rules.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	59	<ul style="list-style-type: none"> 84. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
			Board of Directors
<input type="checkbox"/>	<input checked="" type="checkbox"/>	60	<ul style="list-style-type: none"> 85.(a) First Directors of Company on incorporation are i.Ashok Shivji Chothaniii.Sunil Shivji Chothaniii.Neeraj Ashok Chothani(b) Unless otherwise determined by the Company in general meeting the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).86.(1) The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.(2) The same individual may at the same time be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	61	<ul style="list-style-type: none"> 87. (1) The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day.(2)The remuneration payable to the directors including any managing or whole-time director or manager if any shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.(3) In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them(a)in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or(b)in connection with the business of the company.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	62	<ul style="list-style-type: none"> The Board may pay all expenses incurred in getting up and registering the company.
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	63	<ul style="list-style-type: none"> 103.The Company shall keep and maintain at its registered office all statutory registers namely register of charges register of members register of debenture holders register of any other security holders the register and index of beneficial owners and annual return register of loans guarantees security and acquisitions register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may unless otherwise prescribed decide and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays at the registered office of the Company by the persons entitled thereto on payment where required of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.104.(a)The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register and the Board may

			(subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. (b)The foreign register shall be open for inspection and may be closed and extracts may be taken therefrom and copies thereof may be required in the same manner mutatis mutandis as is applicable to the register of members.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	64	<ul style="list-style-type: none"> 88. All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine
<input checked="" type="checkbox"/>	<input type="checkbox"/>		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	65	<ul style="list-style-type: none"> Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	66	<ul style="list-style-type: none"> 89. (1) Subject to the provisions of the Act the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.(2) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.90.(1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called the Original Director) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.(2)An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.(3)If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.91.(1) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.(2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.Powers of Board 92.The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by the memorandum of association or otherwise authorized to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations not being inconsistent with the memorandum of association and these Articles or the Act from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

				Proceedings of the Board	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	67			<ul style="list-style-type: none"> 93. (1) The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit.(2)The Chairperson or any one Director with the previous consent of the Chairperson may or the company secretary on the direction of the Chairperson shall at any time summon a meeting of the Board. (3)The quorum for a Board meeting shall be as provided in the Act. (4)The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing as may be prescribed by the Rules or permitted under law.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	68			<ul style="list-style-type: none"> 94. (1) Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes.(2) In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	69			<ul style="list-style-type: none"> 95. The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	70			<ul style="list-style-type: none"> 96. (1) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.(2) If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	71			<ul style="list-style-type: none"> 97. (1) The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.(2) Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.(3)The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing as may be prescribed by the Rules or permitted under law.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	72			<ul style="list-style-type: none"> 98. (1) A committee may elect a Chairperson of its meetings unless the Board while constituting a Committee has appointed a Chairperson of such Committee.(2) If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	73			<ul style="list-style-type: none"> 99. (1) A committee may meet and adjourn as it thinks fit.(2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present.(3)In case of an equality of votes the Chairperson of the Committee shall have a second or casting vote

<input type="checkbox"/>	<input checked="" type="checkbox"/>	74	<ul style="list-style-type: none"> 100. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	75	<ul style="list-style-type: none"> 101. 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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	76	<ul style="list-style-type: none"> In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
<input type="checkbox"/>	<input checked="" type="checkbox"/>	77	<ul style="list-style-type: none"> 102.. (a) Subject to the provisions of the ActA chief executive officer manager company secretary and chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board the Board may appoint one or more chief executive officers for its multiple businesses.(b) A director may be appointed as chief executive officer manager company secretary or chief financial officer
<input checked="" type="checkbox"/>	<input type="checkbox"/>	78	<ul style="list-style-type: none"> A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.
			The Seal
<input type="checkbox"/>	<input checked="" type="checkbox"/>	79	<ul style="list-style-type: none"> 105. (1) The Board shall provide for the safe custody of the seal.(2) 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.
			Dividends and Reserve
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> 106. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board

		80	but the Company in general meeting may declare a lesser dividend.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	81	<ul style="list-style-type: none"> • 107. Subject to the provisions of the Act the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	82	<ul style="list-style-type: none"> • 108. (1) The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be 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.(2) 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 checked="" type="checkbox"/>	83	<ul style="list-style-type: none"> • 109. (1) Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	84	<ul style="list-style-type: none"> • 110. (1) The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.(2) The Board may retain dividends payable upon shares in respect of which any person is under the Transmission Clause hereinbefore contained entitled to become a member until such person shall become a member in respect of such shares
<input type="checkbox"/>	<input checked="" type="checkbox"/>	85	<ul style="list-style-type: none"> • 111. (1) 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.(2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.(3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> • 112. Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies

		86	payable in respect of such share.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	87	<ul style="list-style-type: none"> • 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.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	88	<ul style="list-style-type: none"> • 113. No dividend shall bear interest against the company.114. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member(or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.
			Accounts
<input type="checkbox"/>	<input checked="" type="checkbox"/>	89	<ul style="list-style-type: none"> • 115. (1)The books of account and books and papers of the Company or any of them shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.(2) 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 authorised by the Board.
			Winding up
<input type="checkbox"/>	<input checked="" type="checkbox"/>	90	<ul style="list-style-type: none"> • 116. Subject to the applicable provisions of the Act and the Rules made thereunder -(a) 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.(b)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.(c)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
<input type="checkbox"/>	<input checked="" type="checkbox"/>	91	<ul style="list-style-type: none"> • Indemnity and Insurance117.(a) Subject to the provisions of the Act every director managing director whole-time director manager company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company to pay all costs losses and expenses (including travelling expense) which such director manager company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director manager company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.(b)Subject as aforesaid every director managing director manager company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application

		<p>under applicable provisions of the Act in which relief is given to him by the Court.(c)The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.</p>
		<p>Others</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>92</p> <ul style="list-style-type: none"> Joint Holders 58. Where two or more persons are registered as joint holders (not more than three) of any share they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles(a)The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.(b)On the death of any one or more of such joint-holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.(c)Any one of such joint holders may give effectual receipts of any dividends interests or other moneys payable in respect of such share.(d)Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate if any relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.(e)(i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.(ii)Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands shall for the purpose of this clause be deemed joint-holders.(f)The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.General Power118.Wherever in the Act it has been provided that the Company shall have any right privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles then and in that case this Article authorizes and empowers the Company to have such rights privileges or authorities and to carry out such transactions as have been permitted by the Act without there being any specific Article in that behalf herein provided.

Attachments

First Subscriber (s) sheet

Subscriber sheet.pdf

Declaration

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

To add the following sub-clause after clause 14(2) of Articles of Association of the Company
14(3) The Company may issue warrants subject to, and in accordance with, the provisions of all the applicable laws.

To be digitally signed by

Name

ASHOK SHIVJI CHOTHANI

Designation

Director

DIN

06732163

DSC

For office use only:

eForm Service request number(SRN)

AA4391360


eForm filing date(DD/MM/YYYY)

27/09/2023

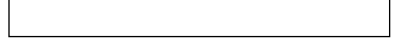
Name of the authorizing officer

Shivraj Ranjeri

This e-Form is hereby approved



This e-Form is hereby rejected



Date of Signing (DD/MM/YYYY)

17/06/2024