

ARTICLES OF ASSOCIATION¹
OF
R K SWAMY LIMITED
(Incorporated under the Companies Act, 1956)

TABLE 'F'

1. The Articles contained in the Table marked "F" in Schedule I to the Companies Act, 2013 shall apply to the Company, except in so far as the same are repeated or contained in these Articles.

The Articles are for the management of the Company and for the observance of the members thereof and their representatives, shall, be subject to exercise of any statutory power of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by resolution as prescribed by the Companies Act, 2013

DEFINITIONS & INTERPRETATION

2. **DEFINITIONS:**

In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

- (i) **"Act"** means the Companies Act, 2013 and Rules made thereunder as amended or any statutory modification or re-enactment thereof for the time being in force;
- (ii) **"Articles"** means these Articles of Association of the Company as altered from time to time;
- (iii) **"Board of Directors" or "Board"**, means the collective body of the directors of the Company;
- (iv) **"The Company"** means R K SWAMY LIMITED;
- (v) **"Committees"** means committees of Board constituted in accordance with the Act or any other applicable law;
- (vi) **"Members"** shall mean a member as defined under clause (55) of Section 2 of the Act.


INTERPRETATION:

- (i) The Marginal notes and the headings used in these Articles shall not affect the construction hereof.
- (ii) Words importing the singular number include the plural number and vice versa.
- (iii) Words importing the masculine gender include feminine gender and other genders.
- (iv) Words importing persons shall, where the context requires, include bodies corporate, companies and individuals.
- (v) The provisions contained in Articles numbers 3 to 41 relating to shares shall apply (as far as applicable), mutatis mutandis, to any other securities including preference shares and debentures of the Company.
- (vi) Unless the context otherwise requires and unless repugnant to the context or meaning thereof, words or expressions contained in these Articles shall bear the same meaning as assigned in the Act or the Securities (Contract) Regulations Act, 1956 or the Securities Exchange Board of India Act, 1992 or the Depositories Act, 1996 and rules and regulations made thereunder or any other law for the time being in force and applicable to the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The Authorised Capital of the Company shall be as per capital clause of the Memorandum of Association of the Company with power to increase or reduce the capital and/or the nominal value of

¹ The members of the Company at their Annual General Meeting held on July 03, 2023 have adopted new set of Article of association of the Company.


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the shares forming part thereof and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board or by the Company in the general meeting, as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.

4.
 - i. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium, at par or otherwise and at such time as they may from time to time think fit and proper, and with full power to give to any person the option or right to call for any shares of the Company either at par, at a premium or otherwise, such option being exercisable at such time and for such consideration as the Board thinks fit.
 - ii. The Board shall also be entitled to issue, from time to time, subject to any other legislation for the time being in force, any other securities, including securities convertible into shares, exchangeable into shares, or carrying a warrant, with or without any attached securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue.
5.
 - i. Where at any time, it is proposed to increase the subscribed capital by issuance of further shares, then:
 - a. Such shares shall be offered to the persons who at the date of the offer, are the holders of shares of the Company, in proportion, as near as circumstances admit, to the capital paid up on those shares at the date.
 - b. Such offer shall be made by a notice specifying the number of shares offered and as per timelines specified under applicable laws and the offer, if not accepted, will be deemed to have been declined.
 - c. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person and the notice referred to in Article 5(i)(b) hereof shall contain a statement of this right. Provided that the Board may decline, without assigning any reason to allot shares to any person in whose favour any member renounces the shares offered to him.
 - d. After expiry of the time specified in the aforesaid notice 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 may dispose of them in such manner which is not dis-advantageous to the shareholders and the Company.
 - ii. Notwithstanding anything contained in Article 5(i), further shares may be offered to employees under a scheme of employees' stock option in accordance with the applicable laws to the Company.
 - iii. Notwithstanding anything contained in Article 5(i), further shares may be offered to any person, if it is authorised by the special resolution, whether or not those persons include the persons referred to in Article 5(i)(a) hereof, in any manner whatsoever subject to the provisions of the Act.
 - iv. Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by exercise of option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe the shares in the Company.

Provided that the terms of issue of such debentures or loan containing such option have been approved before the issue of such debentures or the raising of loans by a special resolution passed by the Company in general meeting.
 - v. Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairperson) by Members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by Members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company.
 - vi. Nothing in sub-Article (i)(c) above shall be deemed to extend the time within which the offer should be accepted; or to authorize any Person to exercise the right of renunciation for a second time on the ground that the Person in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation.

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6. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company in payment or part payment for any property or assets of any kind or acquisition of any other company whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in conduct of its business and any share 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.
7. Except as far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares, shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise in all respects as if it had been the original capital.
8. The Company may issue following kinds of shares in accordance with these Articles, the Act and other applicable laws:
 - i. Equity share capital:
 - a. with voting rights; and / or
 - b. with differential rights as to dividend, voting or otherwise in accordance with the Act; and
 - ii. Preference share capital.
9. If permitted under applicable law, every person whose name is entered as a member in the Register of Members shall be entitled to receive within two months from the date of allotment or within one month from the date of receiving the application for the registration of transfer or transmission or within such other period as per the conditions of issue or as prescribed in any other law for the time being in force, 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 such charges as may be fixed by the Board for each certificate after the first.
10. 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.
11.
 - i. The Company may pay commission to any person in connection with the issuance of the securities, provided that the rate or percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act;
 - ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act;
 - iii. The commission may be satisfied by payment in cash or allotment of fully or partly paid shares or other securities or combination thereof.
12. If at any time the share capital is divided into different classes of shares, the rights attached to any class may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied, modified, abrogated or dealt with, with the consent in writing of the holders of not less than three-fourth of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of holders of the issued shares of that class and all the provisions contained in these Articles as to general meetings shall *mutatis mutandis* apply to every such meeting.
13. 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.
14. Subject to the provisions of the Act and these Articles, 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, on such terms and conditions and in such manner as determined by the Board.
15. Subject to the provisions of the Act and these Articles, the Company may from time to time issue sweat equity shares.
16. Any debentures, debenture-stock or other securities, by whatever name called, may be issued subject to the provisions of the Act and these Articles, at par, discount, premium or otherwise and may be issued with or without the condition that they shall be convertible into shares of any denomination and with any special privileges and conditions as to redemption, surrender, etc. 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.

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17. 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 Articles or as ordered by a Court of competent jurisdiction 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.

LIEN

18. i. The Company shall have a first and paramount lien:
- on every share (not being a fully paid share), for all monies (whether presently payable or not) called in terms of these Articles, or payable at a fixed time, in respect of that share; and
 - on all shares (not being fully paid shares) standing registered in the name of single person (whether solely or jointly with others), for all monies presently payable by him or his estate to the Company.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

- The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.
- The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien. Provided that no sale shall be made:
 - unless a sum in respect of which the lien exists is presently payable; or
 - until expiration of fourteen days after a notice in writing stating and demanding payment 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 any other person entitled thereto by reason of death, insolvency or otherwise of the registered holder.
- To give effect to any such sale, the Board may authorise any person to transfer the shares so sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 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.
- The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
- 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 Company's lien shall prevail notwithstanding that it has received notice of any such claim.

DEMATERIALISATION AND REMATERIALISATION OF SECURITIES

- 19.
- Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialised form.
 - Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of members as a holder of shares or whose names appear as beneficial owners of shares in the records of the depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any claim on or interest in such share on the part of any other person, whether or not it has express or implied notice thereof.

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- iii. Notwithstanding anything contained herein, in the case of transfer of shares or other securities where the Company has not issued any certificates and where such shares or other securities are being held in an electronic and fungible form, provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.
- iv. Rights of depositories & beneficial owners:
- a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of the beneficial owner.
- b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the Securities held by it.

CALLS ON SHARES

20.

- i. The Board may, from time to time, make calls upon the Members in respect of any money unpaid on 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.
- ii. 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.
- iii. The Board may, from time to time, at its discretion, extend the time fixed for payment of any call in respect of one or more members as it may deem appropriate.
- iv. A call may be revoked or postponed at the discretion of the Board.
- v. 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.
- vi. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- vii. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, or any such extension thereto, the person from whom the sum is due shall be liable to 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 may be fixed by the Board.
- viii. The Board shall be at liberty to waive the payment of any such interest in whole or in part.
- ix. Any sum which by the terms of issue of a shares becomes payable on allotment or at any fixed date, whether on account of the nominal value of the shares or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made to and payable by the registered holder of the shares or the legal representative of a deceased registered holder on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these 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.
- x. The Board: may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and 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 Member paying the sum in advance.

Provided that nothing contained in this Article shall confer on such member:

- a. any right to participate in profits or dividends; or
- b. any voting rights

in respect of the monies so paid by him until the same would, but for such payment, become presently payable by him.

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- x. Subject to the provisions of the Act, all calls shall be made on a uniform basis on all the shares falling under the same class and shall not exceed 1/4th (one-fourth) of the nominal value of shares. For the purpose of this Article, shares of the same nominal value on which different amounts have been called and paid-up shall not be deemed to fall under the same class.
- xii. Neither a judgement nor a decree in favour of the Company for calls or other monies due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the forfeiture of such shares as herein provided.
- xiii. If a member has made part payment of the calls due, the amount received (including dividend declared and paid on such shares) shall be first adjusted against the interest due on calls.
- xiv. Subject to provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares:
 - a. It shall be sufficient to prove that:
 - (i) the name of the member in respect of whose shares the money is sought to be recovered, appears in the register of members as the holder, at or subsequent to the date at which the money sought to be recovered is alleged to have become due on such shares;
 - (ii) the resolution making the call is duly recorded in the minute book; and
 - (iii) notice of such call was duly given to the member or his representatives sued in pursuance of these Articles.
 - b. It shall not be necessary to prove (a) validity of the appointment of the directors who made such calls, or (b) quorum was present at the Board meeting at which such calls were made, or (c) the meeting at which such call were made was duly convened or constituted or (d) any other matters whatsoever, and the proof of the matters aforesaid in clause (i) shall be conclusive evidence of the debt. Further, the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meetings.

TRANSFER OF SHARES

21. If permitted under applicable laws, the instrument of transfer of any share in the Company shall be in writing shall be executed by or on behalf of both the transferor and transferee and the request for such transfer shall be processed as per applicable law. A common form of transfer shall be used in case of transfer of shares. The transfer of dematerialised shares shall be governed by Depositories Act, 1996.
22. Subject to the provisions of the Act, these Articles, the Securities (Contracts) Regulation Act, 1956, as amended, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse, by providing sufficient reasons, whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a member in or debentures of the Company. The Company shall within 1 (one) month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares or other securities.
23. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or other similar document.

TRANSMISSION OF SHARES

24. 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, in either case, shall 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.

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- iii. 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.
25. i. The executors or administrators or holders of a succession certificate or the legal representative of a deceased member (not being one of two or more joint-holders) shall be the only person recognised by the Company as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or succession certificate, as the case may be, from a duly constituted Court in the Union of India; provided that in any case where the Board in its absolute discretion thinks fit, may dispense with production of Probate or Letters of Administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may think necessary, and as per the provisions of these Articles, register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.
- 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. 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.
26. i. If the person so becoming entitled, elects 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.
- ii. If the person, as aforesaid, elects to transfer the share, he shall testify his election by executing an instrument for transfer of the share.
- iii. All the limitations, restrictions and provisions of these Articles relating to the right to get registered as holder and the registration of shares so transferred 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.
27. 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 registered as a holder of the share, except that he shall not, before being registered as a holder 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 or such period as the Board may prescribe, 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.

FORFEITURE & SURRENDER OF SHARES

28. If a member fails to pay any call, or installment of a call, on or before 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 instalment as is unpaid, together with any interest which may have accrued and all expenses (Legal or otherwise) that may have been incurred by the Company by reason of such non-payment.
29. The notice aforesaid shall state 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 the notice shall also state that, in the event of non-payment on or before the day so stated, the shares in respect of which the call was made shall be liable to be forfeited.
30. 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. Such forfeiture shall include all dividends declared or any other monies payable in respect of the forfeited share and not actually paid before the forfeiture. Further, there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
31. When any share has 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.

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32. i. 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.
- ii. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.
33. i. 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.
- ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
34. 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.
- ii. 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 of such monies. 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.
- iii. The liability of such person shall cease if and when the Company receives payment in full of all such monies in respect of the shares.
35. i. A duly verified declaration in writing that the declarant is a director or one of the key managerial personnel of the Company, and that the shares in the Company has been duly forfeited on the date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares;
- ii. The Company may receive the consideration, if any, given for the shares on any sale or disposal thereof and may execute transfer of the share in favour of the person to whom the share is sold or disposed of;
- iii. The transferee shall thereupon be registered as the holder of the share; and
- iv. The transferee shall not be bound to see the application of the consideration, if any, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
36. 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 purchaser's 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, the validity of the sale shall not be impeached by any person.
37. i. The Board may, subject to the provisions of the Act, accept a surrender of the share certificate for any forfeited share from or by any member desirous of surrendering them on such terms as they think fit.
- ii. 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 such 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.
38. The provisions of these Articles 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 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.

ALTERATION OF CAPITAL

39. Subject to the provisions of the Act, the Company may from time to time by ordinary resolution undertake any of the following:
 - i. increase the authorised share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

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[Handwritten Signature]




- ii. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - iii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - iv. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - v. 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.
40. The Company may, in accordance with the provisions of the Act and passing appropriate resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:
- i. its share capital; and/or
 - ii. any capital redemption reserve account; and/or
 - iii. any securities premium account; and/or
 - iv. any other reserve in the nature of share capital.

JOINT HOLDERS

41. 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:
- i. 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.
 - ii. On the death of any one or more of such joint holders, the survivor or survivors shall be the only person or persons recognised by the Company as having any title or interest to the share but the Board 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.
 - iii. Any one of such joint holders may give effectual receipts of any dividends, interests or other monies payable in respect of such share.
 - iv. 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.
 - v. 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 but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares.
 - vi. 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.

CAPITALISATION OF PROFITS

42. i. The Company 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 Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

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- 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; and
 - c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
 - iii. The securities premium account and the capital redemption reserve account may, for the purposes of this Articles, be applied in paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
 - iv. The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
43. 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 capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - b. for the purpose of giving effect to any such resolution may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and 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; 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;
- iii. Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

44. Notwithstanding anything contained in these Articles but subject to the 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

45. The Company shall, in addition to any other meetings, hold a general meeting (hereinafter called an "Annual General Meeting") at the intervals and in accordance with the provisions of the Act.
46. All general meetings other than Annual General Meeting shall be called extra-ordinary general meeting.
47. i. The Board may, whenever it thinks fit, call an extra-ordinary 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 of the Company may call an extra-ordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
48. i. The Board shall, on the requisition of such number of members of the Company who holds in regard to any matter, at the date of deposit of the requisition, not less than one - tenth of such of the paid – up share capital of the Company as at that date carries the right of voting in regard to that matter, forthwith proceed duly to call an extra-ordinary general meeting of the Company and the provisions of the Act shall be applicable.
- ii. Where two or more distinct matters are specified in the requisition, the provisions of clause (i) above shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that Clause is fulfilled.
49. i. A general meeting of the Company may be called by giving not less than 21 (twenty-one) days notice in writing.

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- ii. However, a general meeting may be called after giving shorter notice than 21 (twenty-one) days, if the consent is accorded thereto by such number of members as provided in the Act or any other law for the time being in force.
50. Subject to the provisions of the Act and these Articles, notice of the general meetings shall be given to:
- i. every member of the Company, legal representative of any deceased member or the assignee of an insolvent member;
 - ii. the auditor or auditors of the Company; and
 - iii. every director of the Company.
- Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.
51. i. In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special with the exception of business relating to:
- a. The consideration of financial statements and the report of the Board and of the auditors;
 - b. The declaration of dividend;
 - c. The appointment of directors in the place of those retiring; and
 - d. The appointment of and the fixing of the remuneration of the auditors.
- ii. In the case of any other meeting all business shall be deemed special.
52. A special notice may be given to the shareholders if required to be given under the Act.

PROCEEDINGS AT GENERAL MEETINGS

53. i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- ii. Save as otherwise provided herein, the quorum for the general meetings shall be such as provided under the Act.
54. If within half an hour from the time appointed for holding a meeting of the Company a quorum is not present, the meeting, if called upon at the requisition of the members, shall stand cancelled. In any other case, the meeting shall stand adjourned in accordance with the provisions of Section 103 or any other provision of the Act.
55. Mr. Srinivasan K Swamy, failing him Mr. Narasimhan K Swamy shall be Chairperson at every general meeting.
56. 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.
57. 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.
58. Subject to applicable laws, 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.
59. i. No business shall be discussed or transacted at any general meeting whilst the chair is vacant, except election of Chairperson.
- ii. If a poll is demanded on the election of the Chairperson, it shall be taken forthwith in accordance with the provisions of the Act and these Articles. The Chairperson so elected on a show of hands shall exercise all the powers of the Chairperson for the purpose of such poll.
- iii. If some other person is elected Chairperson as a result of such poll, he shall be Chairperson for the rest of the meeting.
60. On any business at any general meeting, in case of an equality of votes, whether electronically or on a poll, the Chairperson shall have a second or casting vote.
61. Notwithstanding anything contained in the Articles and subject to provisions of the Act, any business which can be transacted at general meeting may be transacted through postal ballot.

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62. i. 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 Act.
- ii. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting:
- is, or could reasonably be regarded, as defamatory of any person; or
 - is irrelevant or immaterial to the proceedings; or
 - is detrimental to the interests of the Company.
- iii. 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.
- iv. The minutes of the meeting kept in accordance with the provisions of the Act shall be conclusive evidence of the proceedings recorded therein.
63. i. The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
- be kept at the registered office of the Company; and
 - be open to inspection of any member without charge, on such days and during such business hours as may, in that behalf be determined by the Board.
- ii. Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf 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 (i) above.


ADJOURNMENT OF MEETING

64. i. The Chairperson may, *suo moto*, adjourn the meeting from time to time.
- 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 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

65. Subject to any rights or restrictions for the time being attached to any class or classes of shares as may be allowed under these Articles:
- on show of hands every member present in person shall have one vote; and
 - on a poll, the voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company. A member entitled to more than one vote, or his proxy, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes, or cast, in the same way all the votes he uses.
66. A member may exercise his vote at a meeting or a place other than the venue of the meeting by electronic means in accordance with the provisions of the Act and shall vote only once. A body corporate, whether or not a Company within the meaning of the Act, being a member may vote either by a proxy or by a representative duly authorised in accordance with provisions of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body corporate could have exercised if it were an individual member.
67. Subject to the provisions of the Act and these Articles, no objection shall be made to the validity of any vote except at meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy or by any means hereby authorised and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

68. Subject to the provisions of the Act and these Articles, the Chairperson of any meeting shall be the

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sole judge of the validity of every vote tendered at such meeting and subject to the aforesaid the Chairperson present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

69. Where a poll is to be taken, the Chairperson of the meeting shall appoint such numbers of scrutineers at poll, as he deems necessary, to scrutinise the poll process and votes given on the poll and to report thereon to him.
70. The Chairperson shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill vacancies in the office of scrutineer arising from such removal or from any other cause.
71. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee or other legal guardian, and any such committee or guardian may, 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.
72. 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.
73. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
74. 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.
75. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

PROXY

76. Any member entitled to attend and vote at a general meeting or adjournment thereof, may do so either personally or through his constituted attorney or another person as a proxy on his behalf, for that meeting.
77.
 - i. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed, shall be deposited at the registered office of the Company not less than 48 (forty-eight) 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 (twenty-four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
 - ii. An instrument appointing a proxy shall be in the form as prescribed under Act.
 - iii. A proxy shall not be entitled to vote on a show of hands. A vote cast 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

78. Following were the first directors of the Company at the time of incorporation:

1. Mr. R K Swamy 2. Mr. K R Bilimoria

79. 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). The Company shall have the power to increase the number of directors beyond 15 (fifteen) in accordance with the provisions of the Act.

80. The Directors need not hold any qualification shares in the Company.



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81. i. Subject to the provisions of the Act, the Board shall have power at any time, to appoint any person, other than a person who fails to get appointed as a director in a general meeting, 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 or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
82. i. Subject to the provisions of the Act, 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.
- ii. 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.
- iii. If the term of office of the Original Director is determined before he returns to India, any provision in the Act or in these Articles on the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
83. i. 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 at a meeting of the Board which shall be subsequently approved by the members in the immediate next general meeting in accordance with the provisions of the Act.
- ii. The director so appointed shall hold office only upto the date which the director in whose place he is appointed would have held office if it had not been vacated.
84. Subject to the provisions of the Act, the office of a director shall become vacant if he incurs any of the disqualifications as set out in section 164 and other relevant provisions of the Act. Further, on and after being appointed as a director, the office of a director shall *ipso facto* be vacated on the occurrence of any of the circumstances under section 167 and other relevant provisions of the Act.
85. i. The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or as directed by the Central Government or the State Government.
- ii. The nominee director appointed under this Article shall be entitled to receive all notices of and attend all general meetings, Board meetings and the meeting of the committee of which the nominee director is member and also receive the minutes of such meetings. The institution shall also be entitled to receive all such notices and minutes.
86. i. Subject to provisions of the Act or any other law for time being in force, the Company shall have such number of independent directors as it may deem fit.
- ii. A person shall be eligible for appointment as independent director if he fulfils the criteria as mentioned under the Act or any other law for the time being in force.
- iii. Independent directors shall be appointed for up to 5 years at a time and are not be liable to retire by rotation.
87. 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. 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 appropriate resolution if required be passed by the Company in general meeting.
- iii. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses incurred by them:
- a. in attending and returning from meetings of the Board or any committee thereof, or general meetings of the Company; or
- b. in connection with the business of the Company; or
- c. Any other Professional services rendered beyond their role as Director
88. The fees payable to the directors for attending the meetings of the Board or committee thereof shall be decided by the Board from time to time and shall be within the maximum limit permitted under the provisions of the Act.



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89. 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 a resolution determine.
90. Save as otherwise expressly provided in the Act, or these Articles, a document or proceeding requiring authentication by the Company may be signed by a director, secretary, an employee or an officer of the Company and need not be under its Seal.
91. Every director present at any meeting of the Board or of a committee thereof shall sign the attendance register or a book to mark his attendance at such meeting.

POWERS OF THE BOARD

92. i. Management of the business of the Company shall be vested in the Board and the Board shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorised to exercise and do;

Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other law for the time being in force, or the Memorandum or these Articles or otherwise, to be exercised or done by the Company in general meeting;

Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act or in the Memorandum or in these Articles or in any regulations not inconsistent therewith.

- ii. No regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

RETIREMENT, ROTATION AND REMOVAL OF DIRECTORS

93. Not less than $\frac{2}{3}^{\text{rd}}$ (two-third) of the total number of directors, shall be persons whose period of office is liable to determination by retirement of directors by rotation and, save as otherwise expressly provided in the Act and these Articles, be appointed by the Company in general meeting.

Explanation: - for the purposes of this Article "total number of directors" shall not include independent directors or such other directors as specified under the provisions of the Act.


94. Subject to the provisions of the Act and these Articles, at the Annual General Meeting in each year, one-third of the directors for the time being as are liable to retire by rotation or, if their number is not three nor a multiple of three, then the number nearest to one-third shall retire from office.

95. Subject to the provisions of the Act and these Articles, the directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring director shall retain office until the dissolution of the meeting at which his re-appointment is decided or his successor is appointed.

96. Subject to the provisions of the Act and these Articles a retiring director shall be eligible for reappointment.

97. i. If the place of the retiring director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday till the next succeeding day which is not a national holiday, at the same time and place.

- ii. If at the adjourned meeting also, the place of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless:
- at the meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;
 - the retiring director has, by a notice in writing addressed to the Company or the Board, expressed his unwillingness to be so re-appointed;
 - he is not qualified or is disqualified for appointment;
 - a resolution, whether special or ordinary, is required for the appointment or re-appointment in virtue of the provisions of the Act.




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98. i. Subject to the provisions of the Act and these Articles, any person who is not a retiring director shall be eligible for appointment to the office of director at any general meeting if he or some member intending to propose him, has at least fourteen days before the meeting, left at the registered office of the Company, a notice in writing under his hand signifying his candidature for the office of director or the intention of such member to propose him as a candidate for that office.
- ii. Every person (other than a director retiring by rotation or otherwise or a person who has left, at the registered office of the Company, a notice under Section 160 of the Act signifying his candidature for the office of a director) proposed as a candidate for the office of a director, shall sign and file with the Company his consent in writing to act as a director if appointed.
99. i. At a general meeting of the Company, a motion for the appointment of two or more persons as directors of the Company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.
- ii. A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.
100. The Company may, and subject to and in accordance with the provisions of the Act and these Articles, remove any director before expiration of his period of office and appoint another director.

PROCEEDINGS OF THE BOARD

101. The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
102. At least four board meetings shall be held in every calendar year and there shall be a gap of not more than one hundred and twenty days between two consecutive board meetings.
103. Any director of the Company may, at any time, summon a meeting of the Board and the company secretary, or where there is no company secretary, any person authorised by the Board in this behalf, on requisition of a director, shall convene a meeting of the Board, in consultation with the Chairperson or in his absence, the managing director or in his absence, the whole-time director, where there is any.
104. In accordance with the provisions of the Act, a meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.
105. Subject to provisions of the Act, meeting of the Board may be called at shorter notice to transact urgent business.
106. i. The quorum for a board meeting shall be such as may be specified under the provisions of the Act or any other legislation for the time being in force.
- ii. If a meeting of the Board cannot be held for want of quorum, then the meeting shall stand adjourned to such day, time and place as the Chairperson or directors present at the meeting may fix. The notice of the adjournment of the meeting shall be given to all the directors in the manner prescribed under the Act or rules made thereunder.
107. i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by 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.
108. 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 director or directors may act for the purpose of increasing the number of directors to that fixed for the quorum, or for summoning a general meeting of the Company and for no other purpose.
109. 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. Clause 55 of the Articles regarding Chairperson of the Company shall mutatis mutandis apply for Chairperson of the Board.


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- ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of them to be Chairperson of the meeting.
110. 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 the body as it may think fit.
- ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to the terms of reference that may be imposed by the Board.
111. i. A committee may elect a Chairperson of its meetings, unless the Board, while constituting a committee, has appointed a Chairperson of such Committee.
- ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one amongst them to be the Chairperson of the meeting.
112. i. A committee may meet and adjourn as it thinks fit.
- ii. The quorum of a board committees shall be such as may be determined by the Board, subject to the provisions of the Act or any other laws for the time being in force.
- iii. 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.
113. In accordance with the provisions of the Act, the participation of directors in a meeting of the Board or any committee thereof may either be in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time.
114. 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 valid as if every such director or such person had been duly appointed and was qualified to be a director.
115. Subject to provisions of the Act, a resolution in writing, approved, whether by signing it manually or by secure electronic mode, or approved by such other permitted means, by majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
116. The Board shall cause minutes of all proceedings of every meeting of the Board or of every committee of the Board to be kept in accordance with provisions of the Act.
117. All such minutes shall be signed by the Chairperson of the Board or committee meeting as recorded, or by the person who shall preside as Chairperson at the next succeeding meeting of the Board or committee, and minutes purported to be so signed shall, for all purposes whatsoever, be prima facie evidence of the actual passing of the resolutions recorded, and the transactions or occurrence of the proceedings so recorded and regularity of the meeting at which the same shall appear to have taken place.

KEY MANAGERIAL PERSONNEL

118. Subject to provisions of section 196 and 197 of the Act, the Board may from time to time appoint one or more of their body to the office of the managing directors or whole time director/s for a period not exceeding 5 (five) years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment. In making such appointments the Board shall ensure compliance with the requirements of the Act and shall seek and obtain such approvals as are prescribed under the Act.

Provided that the director so appointed, shall not while holding such office, be subject to retirement by rotation but his appointment shall be automatically determined if he ceases to be the director.



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119. The Board may, subject to Article 92, entrust and confer upon managing director/s or whole time director/s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board, may think fit, subject always to the superintendence, control and direction of the Board and the Board may from time to time revoke, withdraw, alter, or vary all or any of such powers.
120. A chief executive officer, manager, chief financial officer and company secretary 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, chief financial officer and company secretary 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. A director may be appointed as chief executive officer, manager, chief financial officer or company secretary.

MANAGING DIRECTOR

121. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as decided by Board of Directors from time to time in compliance with provisions of the Act.
122. Managing Director appointed shall, subject to the provisions of the Act and subject always to the supervision and general control of the Board of Directors have the substantial powers of the management of affairs of the Company, and he shall have and exercise all such powers and authorities as are not by statute or by any regulations of the Company or by any resolution of the Board of Directors, expressly or specifically, required to be exercised only by the Company in General Meeting or by the Board of Directors.
123. Unless otherwise required to be approved by the Board or shareholders as the case may be, the powers of Managing Director shall include:
- a. To pay the cost, charges, and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company and the registration fees and stamps paid in respect thereof and the cost of advertising, printing, stationery, brokerage, legal charges, furniture and fittings of the office and such other costs.
 - b. To determine from time to time who shall be entitled to sign on the Company's dividend warrants, release contracts, documents and to give the necessary authority for such purposes.
 - c. To execute all deeds, agreements, contracts, receipts and other documents that may be necessary or expedient for the purpose of the Company and to make and give receipts, releases and other discharges for moneys or goods or property received in the usual course of business of the Company or lent or payable to or belong to the Company and for the claims and demands of the Company.
 - d. To enter into, vary or cancel all manner of contracts on behalf of the Company.
 - e. To engage and in his discretion to remove, suspend, dismiss and remunerate bankers, legal advisers, accountants, cashiers, clerks, agents, dealers, brokers, servants, employees or technical or skilled assistants as from time to time may in his opinion be necessary or advisable in the interest of the Company and upon such terms as to duration of employment, remuneration or otherwise and may require security in such instances, and to such amounts as the Managing Director think fit.
 - f. To acquire, by purchase, lease, exchange, pledge, hypothecation, or otherwise transfer lands, estates, fields, buildings, office showrooms, godowns and other buildings, or elsewhere, machinery, engine, plant, rolling stock tools, outfits, stores, hardware and any other materials of whatever descriptions either on credit or for cash and for present or future delivery.
 - g. To plant, develop, improve, cut down, process, sell, or otherwise dispose of the products of the Company and to incur all expenses in this behalf.
 - h. To erect, maintain, repair, equip, alter and extend buildings and machinery in the.
 - i. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as he may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purpose of the Company.
 - j. To pay all moneys due by the Company and look after the finances of the Company.
 - k. To draw, accept, endorse, discount, negotiate and discharge on behalf of the Company all bills of exchange, promissory notes, cheques, hundies, drafts, railway receipts, dock warrants, delivery orders, government promissory notes, other Government instruments, bonds, debentures or debenture stock of corporation, local bodies, port trusts, or other corporate bodies, and to execute transfer deeds for transferring stocks, shares of stock certificate of the Government and other local corporate bodies in connection with any business or any subject of the Company.
 - l. Subject to Article 92, to borrow from time to time such sums of money for the purpose of the Company upon such terms as may be expedient and with or without security.
 - m. To receive and give effectual receipts, and discharges on behalf of and against the Company for moneys, funds, goods or property lent or payable of belonging to the Company or for advances against goods of the Company.
 - n. To make or receive advance of moneys, goods machinery, plant and other things by way of sale, mortgage, hypothecation, lien., pledge, deposit or otherwise in such manner and on such terms as he may deem fit.
 - o. To submit to arbitration and enforce the fulfillment of awards, regarding claims in which the Company may be interested, adjust, settle or compromise any claims due to or to the Company and to give to debtors of the Company time for payment.
 - p. To make all manner of insurance.



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- q. To delegate all or any of the powers, authorities and discretions for the time being vested in the Managing Director and also from time to time provide by the appointment of an Attorney or Attorneys to sign, execute, delivery, register or cause to be registered all instruments, deeds, documents or writings, usually necessary or expedient,

REGISTERS

124. i. The Company shall maintain registers, indices and documents including the annual returns as required by the Act or rules made thereunder. The registers, indices and documents shall be kept open for inspection by such persons as may be entitled thereto respectively, under the Act, on such days and during such business hours as may, in that behalf be determined by the Board, and extracts of such registers, indices and documents shall be supplied to the person entitled thereto in accordance with the provisions of the Act.
- ii. The Company may keep a foreign register of members in accordance with the provisions of the Act.

DIVIDENDS AND RESERVE

125. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
126. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appears to be justified by the profits of the Company.
127. 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 equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
128. i. Subject to the rights of the 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.
- ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Articles as paid on the share.
- 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 dividend as from a particular date such share shall rank for dividend accordingly.
129. 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.
130. 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.
131. A transfer of share shall not pass the right to any dividend declared thereon before the registration of the transfer.
132. i. Subject to any other law for the time being in force, any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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 in the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- ii. Every such payment by electronic mode or cheque or warrant shall be made payable to the order of the person to whom it is sent.
- iii. 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



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Company will be deemed to have made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.


133. 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.
134. 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.
135. 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.
136. No dividend shall bear interest against the Company.
137. No unclaimed or unpaid dividend shall be forfeited by the Board. Unclaimed dividends shall be dealt with by the Company in accordance with the provision of the Act.

ACCOUNTS AND AUDIT

138. The Company shall keep proper books of accounts in accordance with the provision of the Act.
139. 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 books and accounts of the Company, or any of them, shall be open to the inspection of members not being directors.
 - ii. No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the members in general meeting.
140. Every financial statement that is required to be laid before the Company shall be audited by one or more auditors to be appointed as hereinafter mentioned.
141. The appointment, powers, rights, remuneration and duties of the auditors shall be regulated by the provisions of the Act and rules made thereunder.
142. Every account when audited and adopted at a general meeting shall be conclusive.

DOCUMENTS AND SERVICE OF DOCUMENTS

143. A document (which expression of this purpose shall be deemed to include and shall include any summon, notice, requisition, to or in the winding up of the Company) may be served or sent by the Company on or to any member in the manner prescribed under the provisions of the Act.
144. A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending a letter (through any means permitted under the act) addressed to them by name or by the title of representative of the deceased or assignee of the insolvent or by any like description at the address or email if any provided for the purpose by the person claiming to be so entitled and until such an address or email has been so supplied by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.
145. Every person who by operation of law, transfer, or other means whatsoever, is entitled to any share shall be bound by every document in aspect of such share which previously to his name and address being entered on the register of member, were duly served on or sent to the person from whom he derived his title to such share.
146. Any notice or document to be served or given by the Company shall be signed by a director, managing director, secretary, or such officer or employee per the delegation of authority matrix approved by the Board, and such signature may be written or printed or lithographed.


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147. All notices or documents may be served on the Company or an officer thereof, by sending it to the Company or the officer at the registered office of the Company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of electronic mode as permitted under the Act.

WINDING UP

148. Subject to the applicable provisions of the Act and the rules made thereunder:
- 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, so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND RESPONSIBILITY

149. i. Subject to the provisions of the Act, every director and key managerial person (for the purpose of this Article, which term shall also include any officer or employee of the Company) of the Company, shall be indemnified by the Company, out of the funds of the Company against all costs, losses, and expenses (include travelling expenses) which such director or key managerial person may incur or become liable to by reason of any contract entered into, or act, or deed done by him as such director or key managerial person in any way in the discharge of his duties.
- ii. Subject to the aforesaid, every director or key managerial person shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged in connection with any application under the provisions of the Act in which relief is given to him by the Court.
- iii. Subject to the provisions of the Act and these Articles, if the director, key managerial person or any other person incurs or is about to incur any liability, whether as principal or surety, for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure such director, key managerial person or any other person so becoming liable as aforesaid from any loss in respect of such liability.
- iv. Subject to the provision of the Act, no director or key managerial person of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or key managerial person, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Company; or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, company or corporation, with whom any monies, securities or effects shall be entrusted or deposited; or for any loss occasioned by any error of judgement or oversight on his part; or any other loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

GENERAL POWER

150. 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 authorised by its Articles, then and in that case this Article authorises and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

Whenever there is an amendment in the Act, rules and regulations allowing what were not previously allowed under the statute, these Articles herein shall be deemed to have been amended to the extent that has been allowed under the provisions of the Act, due to an amendment after registration of these Articles.



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SECURITY CLAUSE

151. No member shall be entitled to visit or inspect the Company's works without permission of the Board or the Managing Director; or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Board or the managing director, will be inexpedient in the interest of the members of the Company to communicate to the public.



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We the several persons, whose names and address are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:

Sr. No	Name of Subscribers	Address and description of Subscribers	No. of Shares taken by each Subscribers	Witness to the signatures of the subscribers
1	Rangaswamy Krishnaswamy	S/o Shri. M.V. Rangaswamy Iyengar Guntur House 13 Shenoy Road Madras 600 034	100 Equity Shares	Sd/-
2	Kali Rustomji Billimoria	S/o Shri. Rustomji Phirosha Billimoria 54/A West Mada Church Street Royapuram Madras 600 013	100 Equity Shares	Sd/-



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Synopsis of Alteration in Article of Association of the Company with effect from April 01, 2014

Date of Shareholders' resolution	Nature of amendment
June 30, 2014	Adoption of New Set of Article of Association of the Company in line with Table F.
June 19, 2019	<p>Alteration in Clause 1(a) of AOA as below:</p> <p><i>1. (a) Subject as hereinafter provided the Regulations contained in Table 'F' in t11e Schedule I to the Companies Act, 2013 are as they are applicable to Private Limited Company, shall apply to the Company so far as they are not inconsistent with any provisions contained in these regulations or modifications thereof and only to the extent that there is no specific provisions in these regulations ("Applicable Regulations").</i></p> <p><i>*b) Regulations bearing Nos. 23, 24 and 19 of the said table shall not apply to the Company.</i></p> <p>Alteration in Clause 2(e) of AOA as below:</p> <p><i>2. (e) HVIPL shall mean, HANSA VISION INDIA PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 and having its Registered Office at No. 19, Wheatcrofts Road, Nungambakkam, Chennai - 600 034 or such other place as may be intimated by them from time to time to be their registered office.</i></p> <p>Deletion of Clause 33 of AOA i.e. Provision with respect to Common Seal as below:</p> <p><i>The Directors shall provide a Common Seal for the purpose of the company, and shall have power to destroy the same from time to time and provide a new one in lieu thereof and the directors shall provide for the safe custody of the old seal for the time being and the seal shall never be used except by or under the authority of the directors and in the presence of one director at least, who shall sign every instrument to which the seal is affixed.</i></p>
May 19, 2019	Adoption of New Set of Article of Association of the Company replacing existing set of AOA of the Company.
July 03, 2023	Adoption of New Set of Article of Association of the Company replacing existing set of AOA of the Company pursuant to conversion of the Company from Private Limited to Public Limited.