

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Registered Office: Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai 400 051

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CIN: U67120MH1992PLC069769

NOTICE

Notice is hereby given that the extra-ordinary general meeting (the “**EGM**”) of the members of National Stock Exchange of India Limited (the “**Company**”) will be held at the registered office of the Company Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai 400 051 on Thursday, November 10, 2016 at 10:00 a.m to transact the following **Special Businesses**.

This notice of meeting is given pursuant to Section 101 of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) in accordance with the Articles of Association of the Company.

ITEM I: ISSUANCE OF BONUS SHARES

To consider and, if thought fit, to adopt with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 63, Section 123(5) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with rules made thereunder including Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, as amended (collectively, the “**Companies Act**”), and the applicable provision of the Articles of Association of the Company and upon recommendation of the Board of Directors made at their meeting held on October 4, 2016 and in accordance with the Rules/Regulations/ Guidelines, if any, prescribed by Reserve Bank of India (“**RBI**”) under the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to any necessary approval(s), consents, permissions and sanctions, if any as may be required from the concerned authorities, the approval of the members of the Company be and is hereby accorded to implement the proposal of capitalizing a sum of Rs. 4,50,00,000 (Four Crores and fifty lakhs) standing to the credit of the share premium account of the Company, as may be considered necessary for the purpose of issue and allotment of 45,00,000 (Forty Five Lakh) bonus equity shares of Rs. 10 each, credited as, fully paid-up equity shares to the holders of the equity shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the ‘Record Date’ to be determined by the Board in the proportion of 1 (One) bonus equity share of Rs. 10 each for every 10 (Ten) fully paid-up equity shares of Rs. 10 each held by them as on the ‘Record Date’ and that the new equity shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each such members and not as income in lieu of dividend credited.

“**RESOLVED FURTHER THAT** the new equity shares of Rs. 10 each shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall in all respects rank *pari passu* with the existing fully paid up equity shares of Rs. 10 each of the Company and shall be entitled to any dividends declared after the allotment of the bonus equity shares.”

“RESOLVED FURTHER THAT, the equity shares issued pursuant to the bonus issue shall be credited to the respective beneficiary accounts of the shareholders of the Company.”

“RESOLVED FURTHER THAT members of the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to take all the necessary steps for giving effect to the foregoing resolution, including issue of corporate action form, issue of allotment letters, if required, file necessary forms with the regulatory authorities in accordance with the applicable provisions of the Companies Act, to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds, matters and things as deem necessary, proper or desirable in relation to the foregoing.”

ITEM II: SUB-DIVISION OF SHARES

To consider and, if thought fit, to adopt with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules made thereunder (collectively, the **“Companies Act”**), the provisions of the Memorandum of Association and Articles of Association of the Company and after completion of the corporate action for the proposed bonus issue of equity shares of Rs. 10 each as referred to in resolution item (1) above and subject to any approvals as may be required, consent of members of the Company be and is hereby accorded for sub-division of 5,00,00,000 fully paid up equity shares of face value of Rs. 10 each in the share capital of the Company into 50,00,00,000 equity shares of face value of Re. 1 each.”

“RESOLVED FURTHER THAT the members of the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to take all the necessary steps for giving effect the foregoing resolution, including issue corporate action form, issue allotment letters, if required to file necessary forms with the regulatory authorities in accordance with the applicable provisions of the Companies Act, to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds, matters and thing as deem necessary, proper or desirable in relation to the foregoing.”

ITEM III: ALTERATIONS TO THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to adopt with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, as amended, the relevant circulars issued by Securities and Exchange Board of India thereby, and subject to the approval of Securities and Exchange Board of India, if required, the consent of the Company, be accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following:”

“The Authorised Share Capital of the Company is Rs. 50, 00, 00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores) equity shares of Re. 1/- (Rupee One only) each, with power to increase and reduce the capital of the Company.”

“RESOLVED FURTHER THAT the members of the Board and such other persons as may be authorised by the Board be and are hereby severally authorised to finalise the proposed alterations to the Memorandum of Association of the Company (including incorporating any changes as may arise out of public comments or regulatory requirement or as may be deemed fit by the Board), to file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, to submit such other documents and information as may be required by any regulatory authority, to accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority, to engage in any other communication with any regulatory authority and to publish necessary gazette notifications, if so required, for and in connection with the proposed alterations to the Memorandum of Association of the Company, as may be required under the applicable laws, to file necessary forms with the Registrar of Companies, to comply with all other requirements under the applicable laws in this regard and do all such acts, deeds, matters and thing relating to the proposed alterations to the Memorandum of Association of the Company and adoption of altered Memorandum of Association of the Company.”

ITEM IV: ALTERATIONS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass, with our without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 5 read with Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and rules made thereunder, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, as amended, the relevant circulars issued by Securities and Exchange Board of India thereby and subject to the approval of Securities and Exchange Board of India if required, the consent of the Company, be accorded for the proposed alterations to the Articles of Association of the Company, details of which are provided in the Explanatory Statement enclosed with the notice to the members for calling this Extra-Ordinary General Meeting, and adoption of the altered Articles of Association of the Company.”

“RESOLVED FURTHER THAT the members of the Board and such other persons as may be authorised by the Board be and are hereby severally authorised to finalise the proposed alterations to the Articles of Association of the Company (including incorporating any changes as may arise out of public comments or regulatory requirement or as may be deemed fit by the Board), to file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, to submit such other documents and information as may be required by any regulatory authority, to accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority, to engage in any other communication with any regulatory authority and to publish necessary gazette notifications, if so required, for and in connection with the proposed alterations to the Articles of Association of the Company, as may be required under the applicable laws, to file necessary forms with the Registrar of Companies, to comply with all other requirements under the applicable laws in this regard and do all such acts, deeds, matters and thing relating to the proposed alterations to the Articles of Association of the Company and adoption of altered Articles of Association of the Company.”

ITEM V: INITIAL PUBLIC OFFER OF EQUITY SHARES

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Ordinary Resolution:

“RESOLVED THAT subject to the approval of Securities and Exchange Board of India (the **“SEBI”**), Reserve Bank of India, Government of India, and/or such other approvals, permissions and sanctions of all other concerned authorities and departments, including without limitation, the Department of Industrial Policy and Promotion, Government of India (**“DIPP”**), the Foreign Investment Promotion Board (**“FIPB”**), the Registrar of Companies, Maharashtra at Mumbai (**“RoC”**), consents from the lenders of the Company or any other third party, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board), and in accordance with the Companies Act, 2013 (to the extent notified and applicable, and the rules issued thereunder) (the **“Companies Act, 2013”**) and the provisions of the Companies Act, 1956 that are still in effect (the **“Companies Act, 1956”**, collectively with the Companies Act, 2013, the **“Companies Act”**), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**) and subject to the applicable provisions of any laws, regulations, policies and guidelines in India or outside India, including without limitation, Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, as amended, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“SEBI ICDR Regulations”**), Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, as amended (the **“SEBI SECC Regulations”**) and other applicable laws, regulations, policies, notifications, circulars clarifications and/or guidelines issued by SEBI, and the equity listing agreements to be entered into with the relevant stock exchange where the equity shares of the Company (the **“Equity Shares”**) are proposed to be listed, the consent, authority and approval of the shareholders be and is hereby granted to undertake an initial public offering through an offer for sale not exceeding such number of Equity Shares as may be decided by the Board on such terms and conditions, including, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash, as may be fixed and determined by the Company in consultation with the Book Running Lead Managers (the **“BRLMs”**) and the selling shareholders (the **“Selling Shareholders”**), within the price band as determined by the Company in consultation with the BRLMs and the Selling Shareholders, to such category of persons who may or may not be shareholders of the Company including anchor investors, if any, one or more of the members, employees (through a reservation or otherwise) including foreign/resident investors, Hindu Undivided Family, qualified institutional buyers as defined under the SEBI ICDR Regulations (which includes without limitation, foreign institutional investors and sub-accounts, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds), high net worth individuals, non resident Indians, retail individual bidders, members of group companies, bodies corporate, companies (private or public) or other entities, in one or more combinations thereof and/or any other categories of investors, as may be permitted under applicable laws in accordance with the SEBI ICDR Regulations, the SEBI SECC Regulations or other provisions of law as may be prevailing at that time (the **“Offer”**).”

“RESOLVED FURTHER THAT the members of the Board and such other persons as may be authorised by the Board, on behalf of the Company, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees and/or shareholders of listed group companies or any other class of investors as allowed under the SEBI ICDR Regulations (the **“Reservation”**) or to provide a discount to the offer price to retail individual bidders or eligible employees, if any, or any other class of investors (the **“Discount”**); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalise and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“RESOLVED FURTHER THAT the Equity Shares to be transferred in the Offer shall continue to be subject to the Memorandum of Association and Articles of Association of the Company and shall continue to rank *pari passu* in all respects with the existing Equity Shares that are not being offered for sale in the Offer, including rights in respect of dividend, upon listing and commencement of trading of the Equity Shares transferred pursuant to the Offer.”

“RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorised by the Board, on behalf of the Company, be and are hereby severally authorised to do all acts, deeds, matters, things and negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including draft red herring prospectus, red herring prospectus and prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) on behalf of the Company and/or the Selling Shareholders (as maybe applicable), as the case may be, in relation to the Offer (including finalising the notice to be sent to the shareholders of the Company as on a record date inviting them to participate in the Offer), to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority in relation to the Offer and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the Offer; and any notices, agreements, letters, applications, other documents, papers or instruments so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company and/or the Selling Shareholders (as maybe applicable) in so doing.”

Place: Mumbai

**By Order of the Board of Directors
For National Stock Exchange of India
Limited**

Date: October 17, 2016

**J Ravichandran
Group President & Company Secretary**

NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member. A proxy form for the Extra-Ordinary General Meeting ("**EGM**") is enclosed herewith.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice is given in writing to the Company.
6. Members may also note that the Notice of the EGM will be available on the Company's website www.nseindia.com.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
8. Shareholders are requested to intimate all changes pertaining to their bank details, email address, power of attorney, change of name, change of address, contact details, etc. to their Depository participant at the earliest.
9. The Ministry of Corporate Affairs (MCA), Government of India, vide its circular nos. 17/2011, 18/2011, dated April 21, 2011 and April 29, 2011 and respectively, has allowed companies to send official documents to their shareholders electronically and also as part of its green initiative in Corporate Governance. Hence, the Notice of the EGM along with the Attendance Slip and Proxy form, are being sent by electronic mode to all members whose email address are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email address, physical copies of the documents are being sent by permitted mode.
10. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company during office hours on all working days, except Saturdays and holidays, between 11:00 a.m. and 01:00 p.m. up to the date of the EGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED OCTOBER 17, 2016.

The following Explanatory Statement relating to the accompanying Notice set out all material facts:

ITEM NOS. I and II: ISSUANCE OF BONUS SHARES AND THE SUB-DIVISION OF SHARES

The Board has been exploring various options in relation to its capital structure with an objective to achieve an optimal IPO price. To address the same, the Board has examined various options such as the issue of bonus shares and a sub-division of face value of the equity shares to suitably adjust the price per share. The Board has further explored various ways of implementing the above options, and discussed the merits of the same in consultation with the legal advisors and merchant bankers.

In furtherance to the above objective, the Board of Directors at their meeting held on October 4, 2016 has recommended issue of bonus equity shares in the proportion of 1 (one) bonus equity share of Rs. 10/- (Rupee Ten) each for every existing 10 (Ten) fully paid up equity shares of Rs. 10/- (Rupees Ten) each held, by capitalizing an amount of Rs.4,50,00,000 standing to the credit of the share premium account (out of the share premium account of Rs.40,00,00,000 as on 31st March 2016) subject to the approval of the shareholders in the general meeting. The details of share capital - pre and post proposed bonus issue is as under:

- Number of shares pre bonus – 4,50,00,000 equity shares of Rs. 10 each aggregating to a share capital of Rs. 45 Crores.
- Number of shares post bonus – 4,95,00,000 equity shares of Rs. 10 each aggregating to a share capital of Rs. 49.50 Crores.

The Board shall determine the record date for the aforesaid bonus shares at a later date. The increased paid-up share capital of Rs. 49.50 Crores resulting from the bonus issue would be within the limits of the existing authorized share capital of the Company of Rs. 50 Crores.

Further, the Board of Directors at their meeting held on October 4, 2016 has recommended a sub-division of the Company's equity shares having a face value of Rs. 10/- (Rupees Ten) each into equity shares having a face value of Rs.1/- (Rupee One) each subject to the approval of the Company's shareholders in a general meeting, and regulatory approvals, if any, with the consequential alterations in the capital clause of the Memorandum of Association of the Company as stated in Item No. III of the accompanying Notice.

The proposed sub-division of face value of the equity shares will be effected after completing the corporate action in relation to the bonus shares issue. The record date for the sub-division of face value of the equity shares would be fixed by the Board after the amendment to the Clause V (Authorized Share Capital) in the Memorandum of Association is effected.

The Board of Directors recommends the resolutions set out at Item Nos. I and II of the accompanying Notice for the approval of the members of the Company.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said Resolution.

ITEM NO. III: ALTERATIONS TO THE MEMORANDUM OF ASSOCIATION

In view of the proposed sub-division of face value of the equity shares of the Company, the authorised share capital of the Company in the Memorandum of Association of the Company is required to be altered. In furtherance to the above objective, the Board of Directors at their meeting held on October 4, 2016 has recommended the proposed amendment to the Clause V of the memorandum of association of the Company.

Additionally, in terms of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, as amended, the relevant circulars issued by SEBI thereby, the alterations to the memorandum of association shall be subject to the approval of SEBI.

A draft copy of the duly altered Clause V (Authorised Share Capital) memorandum of association of the Company is available for inspection to the members of the Company at the Registered Office of the Company during office hours on all working days except Saturdays and holidays between 11:00 a.m. and 1:00 p.m. upto the date of the EGM.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said Resolution.

The Board of Directors recommends the resolution set out at Item No. III of the accompanying Notice for the approval of the members of the Company.

ITEM NO. IV: ALTERATIONS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Board noted that in furtherance of the resolution with respect to the proposed Offer, the Company will be required to file a draft red herring prospectus (the "DRHP") with SEBI and the relevant stock exchange. The Company will be required to submit the Articles along with the DRHP with the relevant stock exchange.

The articles of association is proposed to be amended for inter alia conforming with the requirements prescribed by the stock exchanges prior to undertaking the Offer and for the purposes of their alignment with the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and the rules made thereunder and for compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The proposed amendments to the articles of association are only by virtue of the operation of law and in furtherance of the objective of the Company of listing its equity shares on the relevant stock exchange.

Additionally, in terms of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, as amended, the relevant circulars issued by SEBI thereby, the amendment to the articles of association shall be subject to the approval of SEBI.

The proposed amendments to the articles of association of the Company are as follows:

I. Changes in Section numbers, Schedule numbers or reference to the Companies Act, 1956 in light of the Companies Act, 2013.

Pursuant to change in the companies act, following references to sections from the Companies Act, 1956 have been changed to refer to the respective sections in the Companies Act, 2013 or reference to provisions of Companies Act, 2013:

Sr. No.	Article Number	Companies Act, 1956 reference	Companies Act, 2013 ("Act") reference
1.	Recital	Table A in the first schedule to the Companies Act, 1956	Table marked F in Schedule 1 to the Companies Act, 2013
2.	Article 1(i)	Section 150	Section 88
3.	Article 2(d)	Companies Act 1956	"the Act"
4.	Article 4	Sections 150, 151 and 152	Section 88
5.	Article 5	Sections 159 and 161	"..under the Act"
6.	Article 7	Sections 69, 70 and 75	Section 39
7.	Article 15	Section 77	Section 67
8.	Article 34	Section 205-A	".. subject to the Act"
9.	Article 45	Section 108 (1-A)	Section 56
10.	Article 47	Sub-section (1), (1-A) and (1-B) of Section 108	Section 56
11.	Article 68	Section 79	Section 53
12.	Article 68	Section 81	Section 62
13.	Article 73	Section 58A, 292, 293	".. provisions of the Act"
14.	Article 79	Section 143	".. provisions of Act"
15.	Article 105	Section 187	Section 113
16.	Article 112	Schedule IX	Section 105
17.	Article 152	Section 193	Section 118
18.	Article 157(19)	Section 293	Section 181
19.	Article 157(23)	Sections 292 and 293	".. provisions of the Act"
20.	Article 157(24)	Sections 292 and 293	".. provisions of the Act"
21.	Article 166	Section 205	Section 123
22.	Article 169	Section 205	Section 123
23.	Article 174	Section 205A	".. subject to the Act"

II. Changes due to additions or deletion to the existing articles.

- i. The Article 1(a) be amended as given here under words in bold be included and words in strike through mode be deleted:

"The Act" or "the said Act" shall mean The Companies Act, ~~1956~~ **2013** and includes **all rules made there under, clarifications, circulars, notifications and** every statutory modification or replacement thereof, for the time being in force, **and the relevant provisions of the Companies Act, 1956, to the extent such provisions have not been superseded by the Companies Act, 2013 or de-notified as the case may be**

- ii. The Article 6 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Company shall send to any Member, Debenture-holder or other person on request, a copy of the Register of Members, the Index of Members, the Register and Index of Debenture-holders or any part thereof required to be kept under the Act, on payment of such sum as may be prescribed by the Act. The copy shall be sent within a period of ~~ten days, exclusive of non-working days~~ **seven days**, commencing on the ~~day next after the day on which the requirement is received by the Company or~~ **such other time as may be prescribed under the Act or rules made thereunder.**

- iii. The Article 8 be amended as given here under words in bold be included and words in strike through mode be deleted:

Subject to the provisions of the Act and these presents, the shares in the Capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Directors who may allot or otherwise dispose off the same or any of them to such persons in such proportions and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section ~~79-53~~ of the Act) at a discount and at such times as they may from time to time think fit and proper **with the sanction in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares.**

Provided that option or right to call shares shall not be given to any person except with the sanction of the Company in General Meeting.

- iv. The Article 18(1) –be amended as given here under words in bold be included and words in strike through mode be deleted:

The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock or any other security of the Company or for procuring or agreeing to procure subscriptions (whether absolute or conditional) for any share debentures or debenture stock or any other security of the Company but so that if the commission in respect of shares shall be paid or payable out of ~~capital~~ **the proceeds of the respective issue or profit or both**, the statutory conditions and requirements shall be observed and complied with and the amount –or –rate –of –commission –shall not exceed the rates prescribed by the Act. The Commission may be paid or satisfied in cash or in shares, debenture or debenture stock of the Company.

- v. The Article 19 be amended as given here under words in bold be included and words in strike through mode be deleted:

The certificate of title to ~~shares~~ **securities** shall be issued under the Seal of the Company **in presence of** and ~~shall bearing~~ the signature of two Directors or persons **duly authorized by the Board or its committee, as the case may be and the secretary** acting on behalf of the Directors under a duly constituted Power of Attorney or some other persons appointed by the Board for the purpose. **If the composition of the Board permits of it, at-least one of the aforementioned two Directors shall be a person other than a managing director or a whole time director.** The certificate of such shares shall subject to provisions of Section ~~443-56~~ of the Act be delivered in accordance with the procedure laid down in ~~Section 153~~ of the Act within ~~three~~ **two** months after the allotment **in case of allotment of shares** or within ~~one~~ **two** months **from the date of receipt by the Company of the instrument of transfer in case of transfer or within one month from the date of receipt of intimation of transmission by the Company or in case of allotment of debentures within six months from the date of allotment such debentures, after the application for the registration of the transfer of such share as the case may be.** Provided always that notwithstanding anything contained in this Articles, the certificate of title to share may be executed and issued in accordance with such other

provisions of the Act or Rules made thereunder, as may be in force for the time being and from time to time. **In respect of a Sshare or Sshares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of Sshares to one of several joint holders shall be sufficient delivery to all such holder. Notwithstanding the above, the certificates of securities, shall be issued in accordance with the provisions of the Act, the SCR Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any other applicable laws.**

- vi. The Article 20 be amended as given here under words in bold be included and words in strike through mode be deleted:

↳ Every Member shall be entitled without payment to one **or more certificates in marketable lots** for all the shares of each class or denomination registered in his name or, if the Directors so approve (upon paying such fee or fees or at the discretion of the Directors without payment of fees as the Directors may from time to time determine) to several certificates each for one or more shares of each class. Every certificate of shares shall contain such particulars and, shall be in such form as prescribed by **the Companies (Share Capital and Debentures) Rules, 2014, as amended**~~the Companies (Issue of certificates) Rules, 1960~~ or any other Rules in substitution or modification thereof. Where a Member has transferred a part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge.

- vii. The Article 21(1) be amended as given here under words in bold be included and words in strike through mode be deleted:

⇒ A certificate may be renewed or a duplicate of a certificate may be issued **within the period prescribed under applicable law** if (a) such certificate(s) is proved to have been lost or destroyed **to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate**, or (b) having been defaced or mutilated or torn **or worn out**, ~~is surrendered to the Company or~~ (c) **has no further space on the back thereof for endorsement or transfer, is produced and surrendered to the Company. Every certificate under this Article shall be issued on payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs. 50 for each certificate) as the Directors shall prescribe.**

- viii. The Article 21(2) be amended as given here under words in bold be included and words in strike through mode be deleted:

The manner of issue or renewal of a certificate or issue of a duplicate thereof, the form of a certificate (origin or renewed) or of a duplicate thereof, the particulars to be entered in the Register of Members or in the Register or renewed or a duplicate certificates, the form of such Registers, the fee on payment of which the terms and conditions on which a certificate may be renewed or a duplicate thereof may be issued, shall be such as prescribed by ~~the Companies (Issue of Share Certificates) Rules, 1960 or any other Rules in substitution or modification thereof~~**Act and rules made thereunder, rules or regulation or requirements of any recognised stock exchange, the SCR Act and or any other act or rules applicable in this behalf.**

The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including Debentures (except where the Act otherwise requires).

- ix. The Article 19A be amended as given here under words in bold be included and words in strike through mode be deleted:

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996. In respect of the securities so dematerialised, the relevant SEBI circulars and directives besides the provisions of the Depositories Act, 1996 and the relevant regulations shall apply. **For securities dealt with in a depository, the Company shall intimate the details of allotment of securities to depository immediately on allotment of such securities.**

- x. The Article 27 be amended as given here under words in bold be included and words in strike through mode be deleted:

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the **nominal value amount of the share** or by way of premium, every such amount or installments shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall relate to such amount or installments accordingly

- xi. The Article 28 be amended as given here under words in bold be included and words in strike through mode be deleted:

If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof the holders for the time being or allottee of the share in respect of which a call shall have been made or the installment shall be due shall pay interest on the same at such rate as the Directors shall fix from time to time from the day appointed for the payment thereof to the time of actual payment, but the Directors may waive payments of such interest wholly or in part. **A call may be revoked or postponed at the discretion of the Board.**

- xii. The Article 30 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Directors may, if they think fit **(subject to the provisions of the Act) agree to and** receive from any Member willing to advance the same **the whole** or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid **or satisfied** in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made the Company may pay interest at such rate as the Member paying such sum in advance and the Directors agree upon and the Directors may at any time repay the amount so advanced upon giving to such Member one month's notice in writing; **provided that moneys paid in advance of calls on Shares may carry interest but shall not confer a right to dividend or to participate in profits.**

No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on Debentures issued by the Company.-

- xiii. The Article 38 be amended as given here under words in bold be included and words in strike through mode be deleted:

Any Member whose share have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the company all calls, installments, interest, expenses and other monies owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rates as may be prescribed by the Directors and the Directors may enforce the payment of the whole or a portion thereof if they think fit but shall not be under any obligation to do so. **Liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.**

- xiv. The Article 39 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Company shall have no lien on its fully paid shares. In the case of partly paid up shares/~~debentures~~, **registered in the name of each member (whether solely or jointly with another or others) and upon the proceeds of sale thereof**, the Company shall have a first and paramount lien only for all monies called or payable **(whether presently payable or not)** at a fixed time in respect of such shares/~~debentures~~ and **no equitable interest in any share shall be created except upon the footing and condition that this Article will have fullest effect.** Any such lien shall extend to all dividends, from time to time, **and bonus** declared in respect of such shares/ ~~debentures~~ subject to ~~Section 205 of the Act.~~ Unless otherwise agreed the registration of a transfer of shares/ ~~debentures~~ shall operate as a waiver of the Company's lien, if any, on such shares/ ~~debentures~~. **Provided that the Board may at any time declare any Share to be wholly or in part exempt from the provisions of this clause.**

- xv. The Article 48 be amended as given here under words in bold be included and words in strike through mode be deleted:

Every instrument of transfer shall be presented to the Company duly stamped for registration **within a period of sixty days from the date of execution, or such lesser period as may be prescribed under the applicable law**, accompanied by the relative share certificates and such evidence as the Board may require to prove the title of the transferor, his right to transfer of shares and generally under and subject to such conditions and regulations as the Board shall from time to time, prescribe and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors, subject to the provisions of law.

- xvi. The Article 51 be amended as given here under words in bold be included and words in strike through mode be deleted:

Subject to the provisions of the Act, any person becoming entitled to shares in consequences of **death, lunacy, bankruptcy**, insolvency or liquidation of any Member, by any lawful means other than by a transfer in accordance with this Articles, 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.** **The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency** ~~with the consent of the~~

~~Board, which it shall not be under any obligation to give and, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title as the Board thinks sufficient either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board of Directors registered as holder of such shares.~~

Provided nevertheless, that the person who shall elect to have his nominee registered shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the shares.

- xvii. The Article 52 be amended as given here under words in bold be included and words in strike through mode be deleted:

No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters administration, certificate of death or marriage, power of attorney or similar other document.~~No fees shall be payable to the Company in respect of the transfer or transmission of any shares in the Company~~

- xviii. The Article 54 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Board shall have power on giving at least seven days', **or such lesser period as may be prescribed under the applicable law**, previous notice, **in such manner as may be prescribed**, by advertisement **at least once in a vernacular newspaper in the principal vernacular language of the district and having a wide circulation in the place where the** ~~in some newspaper circulating in the district in which the Registered Office of the Company is situated,~~ **in English language in an English newspaper circulating in that district and having wide circulation in the place where the Registered Office of the Company is situated and publish the notice on website as may be notified by the Central Government and on the website of the Company**, to close the Transfer Books, the Register of Member or Register of Debenture Holders at such time or times and for such period or periods not exceeding thirty days at a time and not exceeding in aggregate forty-five days, **or such lesser period as may be prescribed under the applicable law**, in each year as it may deem expedient.

- xix. The Article 55 be amended as given here under words in bold be included and words in strike through mode be deleted:

Subject to the provisions of **the Act these Articles** ~~Section 111 of the Companies Act, 1956~~ **the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any other applicable law**, the Board may, **at its absolute and uncontrolled discretion** refuse **with cause** whether in pursuance of any power of the Company under these Articles or otherwise to register **or acknowledge** the transfer of, or the transmission by operation of law of the right to, any shares, **whether fully paid or not**, or interest of a member therein, or debentures of the Company, **and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases**, and the Company shall within **thirty days** ~~two months~~ **or such lesser period as may be prescribed under the applicable law**, from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the 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 grounds 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. **Transfer in whatever lot shall not be refused.**

- xx. The Article 58 be amended as given here under words in bold be included and words in strike through mode be deleted:

Nothing in these presents shall prejudice the powers of the Company to refuse to register the transfer of any shares **subject to the provisions of the Act, these Articles and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

- xxi. The Article 64 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Directors with the sanction of a resolution of the Company in General Meeting may convert any paid-up shares into stock and may convert **all or** any stock into paid-up shares of any denomination. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein or any part of such interest in the same manner and subject to the same regulations as and subject to which fully paid-up shares in the Company's capital may be transferred or as near thereto as circumstances will admit.

- xxii. The Article 67 be amended as given here under words in bold be included and words in strike through mode be deleted and be renumbered as Article 67(1):

67. (1) Where at any time the Board or the Company, as the case may be, may, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder. The new shares (resulting from an increase of capital as aforesaid) may, subject to the provisions of the Act and these presents, be issued or disposed of by the Company in the General Meeting or by the Directors under their powers in accordance with the provisions of Article 8 and 9 and following provisions:--

- xxiii. The Article 67(A)(i) be amended as given here under words in bold be included and words in strike through mode be deleted:

(A) (i) ~~Such new shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company in proportion as nearly as circumstances admit to the capital paid-up~~ **share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below** ~~at the date;~~

- xxiv. The Article 67A(ii) be amended as given here under words in bold be included and words in strike through mode be deleted and be renumbered as Article 67(1)A(ii):

The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen **days and not exceeding thirty days** from the date of the offer, within which the offer if not accepted, ~~will~~ **shall** be deemed to have been declined;

- xxv. The Article 67A(iv) be amended as given here under words in bold be included and words in strike through mode be deleted and be renumbered as Article 67(1)A(iv):

After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner **which is not disadvantageous to the Shareholders and the Company**—~~as they think most beneficial to the Company;~~

- xxvi. The Article 67(B) be amended as given here under words in bold be included and words in strike through mode be deleted and be renumbered as Article 67(2):

Nothing in sub-clause (iii) of Clause **(1)**(A) shall be deemed:-

- (i) To extend the time within which the offer should be accepted; or
- (ii) 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 compromised in the renunciation.

- xxvii. The Article 71(a) be amended as given here under words in bold be included and words in strike through mode be deleted:

The Company may in the General Meeting by Ordinary Resolution alter the conditions of its Memorandum as follows:-

Consolidate and divide all or any of its ~~shares~~ **share capital** into shares of larger amount than its existing shares; **Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the National Company Law Tribunal on an application made in the prescribed manner.**

- xxviii. The Article 76 be amended as given here under words in bold be included and words in strike through mode be deleted:

any bonds, debentures, debenture stocks or other **debt** securities issued at a discount, premium or ~~otherwise~~—**otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with** any special privilege as to redemption, surrender, drawing, allotment of shares, attending at General Meetings of the Company, ~~appointed~~—**appointment** of Directors and otherwise **Debenture with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a special resolution.**

- xxix. The Article 80(b) be amended as given here under words in bold be included and words in strike through mode be deleted:

Every Annual General Meeting shall be called for a time during business hours **i.e. between 9 a.m. to 6 p.m.** on a day that is not a ~~public~~ **national** holiday, and shall be held either at the Registered Office of the Company or at some other place within the city where the registered office is situated and the notices calling the meeting shall specify it as Annual General Meeting.

- xxx. The Article 82(f) be amended as given here under words in bold be included and words in strike through mode be deleted:

If the Board does not, within twenty one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty five days from the deposit of the requisition, the meeting may be called **and held** by ~~such of the requisitionists as~~ represent either majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid-up share capital of the Company as is referred to in Clause (d) whichever is less, **within a period of three months from the date of requisition**. However, the purpose of this Clause the Board shall, in the case of a meeting at which a resolution is to be proposed as a Special Resolution give, such notice thereof as is required by the Act;

- xxxi. The Article 83(b)) be amended as given here under words in bold be included and words in strike through mode be deleted:

A General Meeting may be called after giving shorter notice than that specified in Clause (a) if consent is accorded thereto **in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting;**

(i) ~~in the case of an Annual General Meeting by all the Members entitled to vote thereat, and~~

~~(ii)(i) in the case of any other meeting by Members of the Company holding not less than ninety five per cent of such part of the paid-up share capital of the Company as gives them a right to vote at the meeting.~~

Provided that where any Members of the Company are entitled to vote only on some resolution to be moved at a meeting and not on the others, those members shall be taken into account for the purposes of this sub clauses in respect of the former resolution or resolutions and not in respect of the latter.

- xxxii. The Article 84(b) be amended as given here under words in bold be included and words in strike through mode be deleted:

Notice of every meeting of the Company shall be given

(i) to every Member of the Company, **legal representative of any deceased member or the assignee of an insolvent member**~~in any manner authorised by Section 53-20 of the Act;~~

(ii) **to every director of the Company** ~~to the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representative of the deceased, or assignees of the insolvent or by any like description at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and~~

(iii) to the Auditor or Auditors for the time being of the Company in any manner authorised by Section ~~53~~ **20** of the Act in the case of any Member or Members of the Company;

xxxiii. The Article 85(a)(i) be amended as given here under words in bold be included and words in strike through mode be deleted:

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 :

the consideration of **financial statements** ~~accounts, Balance sheet~~ and reports of the Board of Directors and Auditors;

xxxiv. The Article 85(c) be amended as given here under words in bold be included and words in strike through mode be deleted:

Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein, of every Director, and the Manager, if any, **every other key managerial personnel and relatives of such Director, Manager and the key managerial personnel.**

Provided that where any item of Special business as aforesaid to be transacted at a meeting of the Company relates to, or affects any other company, the extent of shareholding interest in that other company of every Director, ~~and the manager,~~ if any, **and every other key managerial personnel** of the Company shall also be set out in the statement if the extent of such shareholding interest is not less than ~~twenty~~ **two** percent of the paid-up capital of that other Company.

xxxv. The Article 87 be amended as given here under words in bold be included and words in strike through mode be deleted:

(1) Whereby any provisions contained in the Act or in these presents, Special Notice is required of any resolution, notice of the intention to move the resolution shall be given to the Company **by such number of members as prescribed under the Act, not earlier than three months but at least** ~~not less than~~ fourteen days before the meeting at which it is to be moved, exclusive of the day on which the notice is served or deemed to be served and the day of the meeting.

(2) The Company shall, immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof, either by advertisement in a newspaper ~~having an appropriate circulation~~ **in the manner prescribed under the Act** or in any other mode allowed by these presents **and such notice shall also be posted on the website,** not less than seven days before the meeting.

xxxvi. The Article 88 be amended as given here under words in bold be included and words in strike through mode be deleted:

Subject to the provisions of Section 103 of the Act, five ~~Five~~ Members personally present shall be a quorum for General Meeting and no business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

- xxxvii. The Article 91 be amended as given here under words in bold be included and words in strike through mode be deleted:

If within half an hour after the time appointed for the holding of a General Meeting a quorum be not present the meeting if commenced on the requisition of shareholders shall be dissolved and in any other case shall stand adjourned to the same day in the next week; at the same time and place or to such other day and at such time and places as the Directors may determine. If at such adjourned meeting also a quorum be not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum and may transact the business for which the meeting was called. **However, in case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspaper in the manner as prescribed under the Act.**

- xxxviii. The Article 93 be amended as given here under words in bold be included and words in strike through mode be deleted:

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on the show of hands) demanded in the manner hereinafter mentioned **or the voting is carried out electronically**, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book of the proceedings of the Company shall conclusive evidence of the fact or against such resolution.

- xxxix. The Article 94(a) (ii) be amended as given here under words in bold be included and words in strike through mode be deleted:

on which an aggregate sum of not less than ~~fifty thousand~~ **five lakh** rupees has been paid-up.

- xl. The Article 97(a) be amended as given here under words in bold be included and words in strike through mode be deleted:

Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinize the votes given on the poll and to report thereon to him **in the manner as prescribed under the Act;**

- xli. The Article 103 be amended as given here under words in bold be included and words in strike through mode be deleted:

Any Member shall be entitled to be furnished within seven **working** days after he had made a request in that behalf to the Company with copy of any minutes referred to above at such charges as may be prescribed by the Act

- xlii. The Article 116A be amended as given here under words in bold be included and words in strike through mode be deleted:

Notwithstanding anything to the contrary contained in these Articles, directives issued by SEBI and/ or provided in the Rules from time to time with regard to composition of the Board, general requirements related to manner of appointment of directors, chief executive, code of conduct and other incidental and consequential matters relating to governance of the Company **including certain provisions of the Securities and**

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, shall be complied with.

- xliii. The Article 118(AA) be amended as given here under words in bold be included and words in strike through mode be deleted:

Securities and Exchange Board of India (SEBI) may from time to time, generally after taking into consideration the names of the persons forwarded by the Board of Directors of the Company nominate on the Board of Directors of the Company not more than three persons referred to as "Public Interest Directors" **who shall be 'independent directors' as per the provisions of the Act** from amongst the persons of integrity having necessary professional competence and experience in the areas related to securities markets. SEBI shall however, have the right to nominate persons, whose names have not been forwarded by the Board of Directors of the Company. However, SEBI may at any time appoint more than three Public Interest Directors so that the total number of Directors nominated under Article 118A & 118AA may not exceed the total number of directors representing shareholders.

- xliv. The Article 120 be amended as given here under words in bold be included and words in strike through mode be deleted:

(i) Subject to Section ~~113~~**161** of the Act, the Board of Directors may appoint an Alternate Director to act for a Director (hereinafter in this Article called "the original Director") at his suggestion or otherwise, during his absence for a period of not less than three months from ~~India~~ ~~the State~~ in which meetings of the Board are ordinarily held.

(ii) An alternate Director appointed under clause (a) shall not hold office for a period longer than permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to ~~the state~~ ~~in which meetings of the Board are ordinarily held~~**India**.

(iii) If the term of office of the original Director is determined before he so returns to ~~the State~~ ~~aforsaid~~**India** any provision for the automatic reappointment of the retiring Directors in default of another appointment shall apply to the original and not to the Alternate Director.

- xliv. The Article 127(1) be amended as given here under words in bold be included and words in strike through mode be deleted:

Subject to the provision of Section ~~283(2)~~**164** of the Act, the office of a Director shall become vacant if:

(a) ~~he is found to be of unsound mind~~ **and stands so declared** by a Court of competent jurisdiction;-

(b) ~~he has applied~~ ~~applies~~ to be adjudicated an insolvent **and his application is pending;** or

(c) ~~He is an undischarged insolvent;~~ ~~he is adjudicated an insolvent;~~ or

~~(d)~~ (d) he is convicted by a court of any offence, **whether** involving moral turpitude **or otherwise;** and sentenced in respect thereof to imprisonment for not less than six months **and a period of five years has not elapsed from the date of expiry of the sentence-;**

~~(e)~~ (e) **an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;**

~~(f)~~ (f) ~~he fails to pay~~ **has not paid** any calls in respect of shares **of the Company** held by him, **whether** alone or jointly with others, ~~and within six months~~ **has elapsed**

from the last date fixed for the payment of such calls made unless the Central Government has, by notification in the official Gazette, removed the disqualification incurred by such failure; or

(ii)(g) **he has been convicted of the offence dealing with related party transactions under Section 188 of the Act at any time during the last preceding five years; or**

(h)**he has not complied with sub-section (3) of section 152 of the Act.**

~~(e) he absents himself from three consecutive meeting of the Directors or from all meetings of the Directors for continuous period of three months whichever is the longer without leave of absence from the Board of Directors; or he (whether by himself or by any person for his benefit or on his account), or any firm in which he is a partner or any private company of which he is a Director accepts a loan or guarantee or security for a loan from the Company in contravention of Section 295 of the Act; or~~

~~(e) he acts in contravention of Section 299 of the Act; and~~

~~(d) he becomes disqualified by an order of the court under Section 203 of the Act; or~~

~~(e) he is removed in pursuance of Section 284 by an Ordinary Resolution of the Company before the expiry of its period of office; or~~

~~(f) he resigns from office by notice in writing addressed to the Company or to the Directors; or~~

~~(g) he, his relative or partner or any firm in which he or his relative is a partner or any private company of which he is a Director or Member holds any office of profit under the Company or any subsidiary hereof in contravention of Section 314 of the Act; or~~

~~(h) having being appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.~~

xlvi. The Article 127(2) be amended as given here under words in bold be included and words in strike through mode be deleted:

Notwithstanding anything contained in clauses (~~ed~~), (~~de~~) and (**ig**) of sub-article (I), the disqualification referred to in those clauses shall not take effect:

(a) For thirty days from the date of ~~adjudication or sentence or order~~**conviction or order of disqualification**;

(b) Where any appeal or petition is preferred within ~~the~~ thirty days **as** aforesaid against the ~~adjudication, sentence or conviction~~ resulting in the sentence or order. Until the expiry of seven days from the date on which such appeal or petitions disposed of; or

Where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed off~~Where within the seven days aforesaid any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order and the appeal of petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.~~

xlvii. The Article 137(1) be amended as given here under words in bold be included and words in strike through mode be deleted:

No person, not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting, unless he or some other Member intending to propose him has at least fourteen clear days before the meeting, left at the office 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 along with a deposit of ~~five hundred~~ **one lakh** rupees which shall be refunded to such person or as the case may be to such member, if the person succeeds in getting elected as a Director.

- xlvi. The Article 137(2) be amended as given here under words in bold be included and words in strike through mode be deleted:

The Company shall inform its Members of the candidature of a person for the office of Director or the intention of a Member to propose such person as a candidate for that office for serving individual notices on the Members not less than seven days before the Meeting. Provided that it shall not be necessary for the Company to serve individual notices upon the Members as aforesaid if the Company advertises such candidature or intention not less than seven days before the Meeting, in at least two newspapers circulating in the place where the Registered Office of the Company is located, of which one is published in the English language and the other in the ~~regional~~ **vernacular** language of that place.

- xlix. The Article 140 be amended as given here under words in bold be included and words in strike through mode be deleted:

The **Board of** Directors may meet ~~together~~ for **conduct** the ~~dispatch~~ of business, adjourn and otherwise regulate their meetings and proceedings as they think fit provided however that ~~a meeting of the Board there shall be held at least once in every three months and a minimum of~~ at least four such meetings **of the Board shall be held in every year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between two consecutive meetings of the Board.**

- i. The Article 142 be amended as given here under words in bold be included and words in strike through mode be deleted:

Notice of every meeting of the Board of the Company shall be given in writing to every Director ~~for the time being in India and at his usual address in India to every other Director~~ **address registered with the Company by giving not less than seven days notice.**

- ii. The Article 145 be amended as given here under words in bold be included and words in strike through mode be deleted:

The quorum for meeting of the Board of Directors of the Company shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher **and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum** provided that when at any meeting the number of interested Directors exceeds or is equal to two-third of the total strength, the Directors who are not interested, present at the meeting being not less than two shall be the quorum during such time and provided further that the aforesaid proviso shall not be applicable when any contract or arrangement is entered in to by or on behalf of the company with a Director or with any firm of which a Director is Member or with any private company of which a Director or member for

- (a) The underwriting or subscription of shares or debentures of the company; or
- (b) the purchase of sale of shares or debentures of any other Company; or
- (c) a loan by the Company

For the purpose of this Article :-

(i) "total strength" means the total strength of the Directors of the Company as determined in pursuance of the Act after deducting there from the number of the Directors, if any, whose place may be vacant at the time.

~~+(ii) "Interested Directors" shall mean a director within the meaning of Section 184(2) for the purposes of this Article means any Director whose presence cannot by reason of Section 300 of the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.~~

- lii. The Article 146(a) be amended as given here under words in bold be included and words in strike through mode be deleted:

If a meeting of the Board could not be held for want of quorum, then unless the Directors present at each meeting otherwise decide, the meeting shall automatically stand adjourned till the same day in the next week at the same time and place or if that day is a ~~public~~ **national** holiday till the next succeeding day which is not a ~~public~~ **national** holiday at the same time and place.

- liii. The Article 150 be amended as given here under words in bold be included and words in strike through mode be deleted:

No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the Members of the Committee then in India (not being less in number that the quorum fixed for a meeting of a Board or Committee as the case may be) and to all other Directors or Members at their usual address in India and has been approved by such of the directors as are then in India or by majority of such of them as are entitled to vote on the resolution. **Where not less than one-third of the total number of directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.**

- liv. The Article 153 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Directors shall comply with the provisions of Section ~~159, 295, 297, 299, 303, 305, 307 and 308~~ **92, 170, 184, 185, 188** of the Act **which pertain to annual return, register of directors and key managerial personnel and their shareholding, disclosure of interest by director, loan to directors, etc, and Related party transactions,** to the extent applicable.

- lv. The Article 155 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Board shall exercise the ~~following~~ **powers in respect of the matters covered in the Section 179(3) of the Act and the rules made thereunder, on behalf of the Company, and it shall do so** only by means of resolution passed at its Meetings.

~~(i) the powers to make a calls on shareholders in respect of money unpaid on their shares;~~

~~(ii) the power to issue debentures;~~

~~(iii) the power to borrow moneys otherwise than by debentures;~~

~~(iv) the power to invest the funds of the Company ; and~~

~~(v) the powers to make loans~~

Provided that the Board may, by a resolution passed at a meeting delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office, the principal officer of the branch office, the powers specified in ~~clauses (c) (d) and (e) to the extent specified in sub-section (2) (3) and (4) respectively of Section 292 of the~~**Section 179(3)(d) to (f) of the Act** on such conditions as the Board may prescribe.

- lvi. The Article 156 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Board shall **exercise the following powers** ~~not except only~~ with the consent of the Company in the General Meetings **by a special resolution:-**

(a) **To** sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole of any such undertaking

(b) **To** remit or give time for the re-payment of any debt due ~~from~~ **by** a Director

(c) **To** invest, otherwise than in trust securities, the **amount of** compensation received by the Company **as a result of any merger or amalgamation** ~~in respect of the compulsory acquisition of any such undertaking as is referred to in clause (a), or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time.~~

(d) **To Borrow** ~~borrow~~ moneys where the moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, ~~that it to say reserves not set apart for any specific purpose.~~

(e) Contribute to charitable and other funds ~~not directly relating to the business of the Company or the welfare of its employees,~~ **in case** any amounts **the** aggregate of which all, in any financial year, exceed Rs. 50,000/- or five percent of its average net profits ~~as determined in accordance with provisions of Section 198 349 and 350 of the Act during the~~ **for** three financial years immediately preceding ~~whichever is greater~~**financial year.**

- lvii. The Article 160 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Board shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by or under the authority of the Board or a Committee of Directors, **except** ~~and~~ in the presence of one Director **or of the secretary** or any other person who may have be authorised in this regard at the least,

who shall sign every instrument to which the Seal is affixed provided that certificates of shares may be under the signatures of such persons as provided by the Companies (issue of share certificates) Rules in force from time to time. Save as otherwise expressly provided by the Act a document or proceeding, requiring authentication by the Company may be signed by a Director, or the Secretary or any other officer authorised in that behalf by the Board and need not be under its Seal.

- lviii. The Article 176 be amended as given here under words in bold be included and words in strike through mode be deleted:

The Board shall cause to be kept in accordance with Section 128 of the Act proper books of account (with respect to: ~~The Board shall cause true accounts to be kept of~~ (a) all sums of money received, expended by the Company and the matters in respect of which such receipt and expenditure take place (b) all sales and purchases of goods **and services** by the Company and (c) the assets credits and liabilities of the Company) and generally of all its commercial financial and other affairs, transaction and engagement and of all other matters, necessary for showing the true financial state and condition of the Company, and the accounts shall be kept in English and in the manner provided in Section ~~209(3)~~ **128** of the Act and the books of accounts shall be kept at the Registered Office or such place or places in India subject to compliance of the provisions of the ~~Companies Act, 1956~~ as the Board think fit **(where such a decision is taken, the Company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place)** and shall be open to inspection by the Directors during business hours.

- lix. The Article 178 be amended as given here under words in bold be included and words in strike through mode be deleted:

The title of the clause "statement of Accounts and report to be furnished to General Meeting, Balance Sheet to be served on every member" be substituted with "Financial Statements and reports to be furnished at every Annual General Meeting"

At every Annual General Meeting of the Company, the Board of the Company shall lay before such meeting the financial statements for the financial year and ~~Once at least in every calendar year the Board shall place before the Company in the Annual General Meeting a Profit and Loss Account for the period since the preceding account and a Balance Sheet containing a summary of the property and liabilities of the Company made up to a date not more than 6 months before the meeting or in case where an extension has been granted for holding the meeting up to such extended time and every such Balance sheet shall as required by Section 217~~ **134** of the Act, be **accompanied** ~~accompanied~~ by a Report (to be attached hereto) of the Directors as to the state and condition of the Company ~~and as to the amount (if any) set aside by them for the Reserve Fund, General Reserve or Reserve Account shown specifically in the Balance Sheet or to be shown specifically in a subsequent Balance Sheet.~~

- lx. The Article 179 be amended as given here under words in bold be included and words in strike through mode be deleted:

The title of the clause "Form and contains of Balance Sheet and profit and Loss Account" be substituted with "Form and contains of Financial Statements.

Every **financial statements** ~~Balance Sheet and Profit and Loss Account~~ of the Company shall give a true and fair view of the state of affairs of the Company and shall, subject to the provisions of Section ~~241~~ **129 and 133** of the Act, be in the Forms

set out in Parts I and II respectively of Schedule VI-III of the Act, or as near thereto as circumstances admit

- ixi. The Article 180 be amended as given here under words in bold be included and words in strike through mode be deleted:

The title of the clause "Authentication of Balance Sheet and other documents; copies thereof to be sent to Members" be substituted to "Authentication of Financial Statements and other documents; copies thereof to be sent to Members".

(i) The ~~Balance Sheet and the Profit and Loss Account~~**financial statements of the Company** shall be signed **by the chairperson of the company where he is authorised by the Board or by two Directors out of which one shall be Managing Director and the Chief Executive Officer, if he is a director in the company, the Chief Financial Officer and the company secretary of the company, wherever they are appointed**~~by the Manager or Secretary if any, and by not less than two Directors of the Company one of whom shall be the Managing Director, if appointed or when only one Director is for the time being in India, by such Director and Manager or Secretary. But in the latter case, the Director concerned shall attach to the Balance Sheet a statement signed by him explaining the reasons therefor. The Balance Sheet and the Profit and Loss Account~~**financial statements** shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditor for their report thereon. The Auditor's report shall be attached to the **financial statements** ~~Balance Sheet and the Profit and Loss Account~~ or there shall be inserted at the foot of the **financial statements** ~~Balance Sheet and Profit and Loss Account~~ a reference to the Report.

(ii) A copy of such **financial statements** ~~Balance Sheet and the Profit and Loss Account~~ of audited together with a copy of the Auditor's Report shall at least twenty one days before the meeting at which the same are to be laid before the Members of the Company, subject to the provisions of Section ~~219-101~~ of the Act, be sent to every Member of the Company, to every trustee for the holders of any debentures issued by the Company, whether such member or trustee is or is not entitled to notices of General Meeting of the Company to be sent to him and to all other persons other than such members or trustees, being persons so entitled and a copy of the same shall be made available at the Office for inspection by the Members of the Company during a period of at least twenty one days before that meeting.

- lxii. The Article 181 be amended as given here under words in bold be included and words in strike through mode be deleted:

Title - Copies of **financial statements** ~~Balance Sheet and Profit and Loss Account~~ and Auditor's Report to be filed

After the **financial statements** ~~Balance Sheet and Profit and Loss Account~~ have been laid before the Company at a General Meeting, three copies thereof signed by the Manager or Secretary or as required by Section ~~220-137~~ of the Act shall together with the requisite Returns in accordance with the requirements of Section ~~92159 and 164~~ of the Act be filed with the Registrar of Companies within the time specified in Section ~~220-137~~ of the Act

- lxiii. The Article 182 be amended as given here under words in bold be included and words in strike through mode be deleted:

Once at least in every year the accounts of the Company shall be balanced and audited and the correctness of the ~~Profit and Loss Account and Balance Sheet~~ **financial statements** ascertained by one or more Auditor or Auditors.

- lxiv. The Article 185 be amended as given here under words in bold be included and words in strike through mode be deleted:

(1) Every Auditor of the Company shall have a right of access at all the times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company, such information and explanations as may be necessary for the performance of the duties of the Auditors and the Auditors ~~shall make report to the Shareholders on the accounts examined by them, and on every Balance Sheet and Profit and Loss Account and every other document declared by the Act to be part of or annexed to the Balance Sheet or Profit and Loss Account, which are laid before the Company in General Meeting during their tenure of office, and the report shall state whether in their opinion and to the best of their information and according to the explanations given to them, the said Accounts give the information required by the Act in the manner so required and give a true and fair view (i) in the case of the Balance Sheet of the state of the Company's affairs as at the end of its financial year and (ii) in the case of the Profit and Loss Account of the profit and loss for its financial year.~~ **shall make report to the Shareholders on the accounts examined by them and on every financial statements which are required by and under the Act are laid before the Company in General Meeting, and the report shall state whether in their opinion and to the best of their information and knowledge, the said Accounts, give a true and fair view the state of the Company's affairs as at the end of its financial year and profit and loss and cash flow for the year and the such other matters as may be prescribed.**

~~±.~~

(2) **The Auditors Report shall also state the matters prescribed under the Section 143 of the Act.**~~The Auditors Report shall also state (a) whether they had obtained all the information and explanations which to the best of their knowledge and belief were necessary for the purpose of their audit (b) whether, in their opinion, proper books of account as required by law have been kept by the Company for so far as appears from the examination of those books and proper returns adequate for the purpose of their audit have been received from the branches not visited by them and (c) whether the Company's Balance Sheet and Profit and Loss Account dealt with by the Report are in agreement with the books of account and Returns where any of the matters referred to in items (i) and (ii) or (a) (b) and (c) aforementioned is answered in the negative or with a qualification the Auditors' Report shall state the reason for the same.~~

~~(3) The Auditors' Report shall be attached to the Balance Sheet and Profit and Loss Account or set out at the foot thereof and such Report shall be read before the Company in General Meeting and shall be open to inspection by any Member of the Company~~

- lxv. The Article 186 be amended as given here under words in bold be included and words in strike through mode be deleted:

All notices of and other communications ~~relating to any General Meeting of~~ the Company which ~~any Member of~~ the Company is entitled to have sent to him shall

also be forwarded to the Auditors of the Company and the Auditors shall be entitled to attend **either by himself or through his authorized representative, who shall also be qualified to be an auditor**, and to be heard at any General Meeting which they attend or any part of the business which concerns them as Auditors.

- lxvi. The Article 188 be amended as given here under words in bold be included and words in strike through mode be deleted:

(1) **A document (which includes any summons, notice, requisition, order, declaration, form and register) may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by electronic mode or any other modes as prescribed under the Act.**

(2) ~~Where a document (which shall for this purpose be deemed to include any summons, requisition, process, order judgement or any other documents in relation to the winding up of the company) or a notice is sent by post, the service of such notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice provided that where a Member has intimated to the company in advance that documents should be sent to him under a certificate of posting or by registered post, with or without acknowledgement due, and has deposited with the company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member, and unless the contrary is proved, s~~**Such service shall be deemed to have been effected in the case of a notice of a Meeting at the expiry of forty eight hours after the letter containing the same is posted, and in any other case, at the time at which the letter would have been delivered in the ordinary course of post. The Member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined in accordance with the Act.**

- lxvii. The Article 190 be amended as given here under words in bold be included and words in strike through mode be deleted:

Notice of every General Meeting shall be given in same manner hereinbefore authorised to (a) every member of the company (including bearers of share warrants), (b) every person entitled to a share in consequence of the death or insolvency of a Member who but for his death or insolvency would be entitled to receive notice of the meeting ~~and also to~~ (c) the Auditor or Auditors of the company **and also to (d) every Director of the Company**

- lxviii. The Article 195 be amended as given here under words in bold be included and words in strike through mode be deleted:

(1) Subject to the provisions of ~~Section 201 of the Act~~, the Board of Directors, Managing Director, Managers, Secretary and other officers or other employees for the time being of the company, Auditor and the Trustees, if any, for the time being acting in relation to any of the affairs of the company and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators shall or may incur or sustain by or reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty in their respective offices or trusts except such, if any, as they shall incur or sustain through or by their own willful

neglect or default respectively.

(2) Save and except so far the provisions of this Article shall be avoided by ~~section 201~~ of the Act, none of them shall be answerable for the acts, receipts, neglects or defaults of the other or other of them, or for joining in any receipt for the sake of conformity, or for insolvency of any bankers or other persons with whom any money's or effects belonging to the company shall or may be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any money's belonging to the company shall be placed out or invested or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto, except when the same shall happen by or through their own willful neglect or default respectively.

(3) Subject to the provisions of ~~section 201~~ of the Act, no Director or other officer of the company shall be liable for the acts, receipts, neglect or default of any other Director or officer of the company or for joining in any receipt or other act for conformity for any loss or expenses happening to the company through the insufficiency or deficiency to title to any property acquired by the order of the Director for or on behalf of the company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the company shall be invested or for any loss damage arising from the bankruptcy, insolvency or tortuous act or any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, or damage whatsoever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence or dishonesty.

(4) Subject to the provisions of the Act (including Section 197 read with Section 196 and Schedule V) and rules made thereunder, if the Company has obtained an insurance on behalf of its Managing Director, Whole-Time Director, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

III. Changes pursuant to substitution of articles.

i. The existing Article 17 is substituted with the following article:

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

ii. The existing Article 138(a) is substituted with the following article:

“The Company may, subject to the Article 118A and 118AA, the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations)

Regulations, 2012 or any modification thereto and the provisions of Section 169(1) of the Act, by ordinary resolution of which special notice according to Section 169(2) of the Act has been given remove any Director before the expiry of his period of office and may by ordinary resolution of which special notice has been given, appoint another person instead of the removed Director. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been so removed. If the vacancy created by the removal of a Director under the provisions of this Article is not so filled by the meeting at which he is removed, the Board may at any time thereafter fill such vacancy under the provisions of these Articles.”

- iii. The existing Article 170 is substituted with the following article:

“Right to Dividend pending registration of transfer of

Where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, it shall, notwithstanding anything contained in these Articles transfer the dividend in relation to such shares to the Unpaid Dividend Account unless the Company is authorised by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer.”

- iv. The existing Article 172 is substituted with the following article:

“Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members, or to such person and to such address as the holder or joint holders may in writing direct.”

- v. The existing Article 173 is substituted with the following article:

“No dividend shall bear interest against the Company.

(1) Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 (thirty) days from the date of declaration to any Shareholder entitled to the payment of the dividend, the Company shall within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, open a special account in that behalf in any scheduled bank called “Unpaid dividend Account of National Stock Exchange of India Limited” and transfer to the said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.

(2) Subject to the provisions of Section 124(5) of the Companies Act, 2013, any money transferred to the Unpaid dividend Account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund (the “Fund”).

(3) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law provided that a recognized stock exchange may provisionally admit to dealing the securities of a company which undertakes to amend articles of association at its next General Meeting so as to fulfill the foregoing requirements and agrees to act in the meantime strictly in accordance with the

provisions of this clause. All unclaimed and unpaid dividends shall be dealt with as per Section 125 of the Companies Act, 2013 and the rules made there under.

(4) The Company shall not be responsible for the loss of any cheque, dividend warrant or postal order sent by post in respect of dividends, whether by request or otherwise, at the registered address or the address communicated to the office before hand by the Member or for any dividend lost to the Member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.”

vi. The existing Article 175 is substituted with the following article:

“(A) The Company in general meeting may, upon the recommendation of the Board, resolve—

(i) 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

(ii) that such sum be accordingly set free for distribution in the manner specified in clause (B) below amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(B) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, 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 or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid;

(c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(d) issuing fully paid-up bonus Shares; and

(e) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of these Articles, be applied in the paying up of unissued Shares to be issued to Members as fully paid bonus Share.

(C) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares;”

vii. The existing Article 183 is substituted with the following article:

“Appointment, and Qualifications and remuneration of Auditors

Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Statutory Auditors shall

be in accordance with the provisions of the Act and rules made thereunder”

IV. Following Articles have been added to the existing articles.

i. The Article 67(1)(B) be inserted after Article 67(1)(A) as follows:

(B) subject to the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 or any modification thereto, to employees under any scheme of employees' stock option subject to special resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under applicable law; or

ii. The Article 67(1)(C) be inserted after the above inserted Article 67(1)(B) as follows:

(C) to any person(s), if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder.

iii. The Article 67(3) be inserted after the renumbered Article 67(2) as follows:

Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company or to subscribe for Shares of the Company:

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a special resolution passed by the Company in a General Meeting.

iv. The Article 67(4) be inserted after the above inserted Article 67(3) as follows:

Notwithstanding anything contained in Article 67(4) hereof, where any debentures have been issued, or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into Shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the company, it may, within sixty days from the date of communication of such order, appeal to the National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

- v. After Article 172 following articles are added:

Dividend how remitted

172 A

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

172 B

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.

- vi. After Article 196 following articles are added:

GENERAL POWER

196A

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

196B

Further, where the Act or rules empowers the Board to exercise any powers for and on behalf of the Company, the Board shall be entitled to exercise the same, irrespective of whether the same is contained in this Articles or not.

196C

The provisions of the Act shall have effect notwithstanding anything to the contrary contained in these Articles. Any provision contained in these Articles shall, to the extent to which it is repugnant to the provisions of the Act, become or be void, and the same shall without affecting other provisions contained in these Articles.

196D

The provisions of these Articles must be read in conjunction with the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 as amended, and other rules, regulations, circulars, notifications, orders or directions issued by Securities and Exchange Board of India from time to time (each to the extent applicable).

V. Articles 161, 184, 187, 189 are omitted.

A draft copy of the duly amended articles of association of the Company is available for inspection to the shareholders of the Company at the Registered Office of the Company during business hours on any working day.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

As per Section 14 of the Companies Act, 2013, approval of the Shareholders is required for amendment of the Articles of Association of the Company. The Board of Directors recommends the resolution set out at Item No. IV of the accompanying Notice for the approval of the members of the Company by way of a special resolution.

ITEM NO. V: INITIAL PUBLIC OFFER OF EQUITY SHARES

The Company intends to list its equity shares on the relevant stock exchange to enable the shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the equity shares of the Company through an offer for sale by certain existing shareholders (the "Offer"). The Company intends to at the discretion of the Board, undertake the Offer and list its equity shares at an opportune time in consultation with the book running lead managers and other advisors and subject to applicable regulatory and statutory approvals, including SEBI.

Since the Offer comprises of only an offer for sale of its equity shares, the Company is not required to obtain an approval of its shareholders under the Companies Act. However, as a matter of good corporate governance, the approval of the shareholders of the Company is being sought through a ordinary resolution for undertaking the Offer.

The Company proposes to offer such number of equity shares of the Company (the "Equity Shares"), by way of an offer for sale by certain existing eligible shareholders, in the Offer as may be decided by the Board and on such terms and at such time as may be considered appropriate by the Board and at such price or prices as may be considered appropriate by the Board (in consultation with the selling shareholders and the lead managers) to the various categories of permitted eligible investors who may or may not be the shareholder(s) of the Company in the Offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"). The Equity Shares, if any, transferred pursuant to the Offer shall rank in all respects *pari passu* with the other Equity Shares of the Company.

No change in control of the Company or its management is intended or expected pursuant to the Offer.

The Board of Directors recommends the resolution set out at Item No. V of the accompanying Notice for the approval of the members of the Company.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said Resolution.

For National Stock Exchange of India Limited

Date: October 17, 2016

**J.Ravichandran
Group President & Company Secretary**

Place : Mumbai

Registered Office: Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai 400 051

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

(CIN: U67120MH1992PLC069769)

Regd. Office: Exchange Plaza, C-1, Block G, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051

FORM NO. MGT 11

PROXY FORM

**Pursuant to Section 105(6) of the Companies Act, 2013 & Rule 19(3) of Companies
(Management and Administration) Rules, 2014**

Name of the member (s)	
Registered address:	
E-mail Id:	
Folio No. /Client ID No./DP Id No.	

I/We being the member(s) ofshares of the above named Company hereby
appoint:

1. Name: Address:
.....
E-mail
Id:.....Signature:....., or
failing him/her;
2. Name: Address:
.....
E-mail
Id:.....Signature:....., or
failing him/her;
3. Name: Address:
.....
E-mail
Id:.....Signature:.....;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
Extraordinary General Meeting of the Company, to be held on **Thursday, November 10,
2016 at 10.00 A.M.** at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra
(East), Mumbai- 400 051 and at any adjournment thereof in respect of such resolutions as
are indicated below:

Sr. No.	Resolutions	Optional*
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		*For	*Against
I.	Issuance of Bonus Shares		
II.	Sub – division of Shares		
III.	Alterations to the Memorandum of Association		
IV.	Alterations to the Articles of Association of the Company		
V.	Initial Public Offer of Equity Shares		

Signed this.....day of..... 2016

Signature of shareholder:

Affix a Revenue Stamp of appropriate value
--

Signature of Proxy holder {s):

Note:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. The Proxy need not be a member of the Company.
3. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
4. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

(CIN: U67120MH1992PLC069769)

Regd. Office: Exchange Plaza, C-1, Block G, Bandra-Kurla Complex,

Bandra (East), Mumbai-400 051

**ATTENDANCE SLIP
EXTRA – ORDINARY GENERAL MEETING
Thursday, November 10, 2016 at 10.00 A.M.**

Folio No. /Client ID No./DP Id No.	
No. of shares	

I/we certify that I/we am/are a Registered Member/Authorised Representative of Registered Member under Section 113 of the Companies Act, 2013 /Proxy for Registered Member of National Stock Exchange of India Limited.

I/we hereby record my/our presence at the Extra – Ordinary General Meeting of the Company to be held on **Thursday, November 10, 2016 at 10.00 A.M.** at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 and at any adjournment thereof.

*Member's/ Authorised

Representative's/

Proxy's full name in

block letters

Member's/Authorised Representative/

Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

* Please strike off whichever is not applicable

Road Map for the venue of Extra - Ordinary General Meeting of NSE

