

Company Limited by Shares

**Articles of
Association**

Of

**NSE IFSC Clearing Corporation
Limited**

The Regulations contained in Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, but the regulations for the management of the Company and for the observances by the members thereof and their representatives, shall subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition to its regulations by Special Resolution, or as prescribed by the Companies Act, 2013 be such as are contained in these Articles.

INTERPRETATION:

1. In these presents, the following words and expressions shall have the following meaning unless excluded by the subject or the context,

(a) "The Act" or "the said Act" shall mean The Companies Act, 2013 and includes all rules made thereunder, 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being in force, and the relevant provisions of the Companies Act, 1956, to the extent such provisions have not been superseded by the Companies Act, 2013 or de-notified as the case may be.

(b) "Bye-laws", "Rules" and "Regulations" shall mean the Bye-Laws, Rules and Regulations of the Corporation, for the time being in force.

Explanation: 'Rules' shall include Memorandum and Articles of Association of the Company.

(c) "Company" shall mean "NSE IFSC Clearing Corporation Limited" and shall be a Public Company as defined under the provisions of Section 2(71) of the Companies Act, 2013.

(d) "Corporation" shall mean one or more undertakings of the Company wherein the business of the Company shall be conducted.

(e) "Board", "Board of Directors" or "the Directors" shall mean the Board of Directors of the Company or the Directors of the Company collectively.

(f) "Clearing Member of the Corporation" shall mean any person admitted to the clearing membership of the Corporation but does not denote the membership of the Company.

Explanation: There may be more than one class of clearing members of the Corporation as may be determined by the Board from time to time. A clearing member of the Corporation shall not have any rights as a member of the Company. A 'Clearing Member' of the Corporation is not necessarily required to be a member of the

Company.

- (g) “Members of the Company” or “Members shall mean the duly registered holders, from time to time, of the shares of the Company and include the subscribers to the Memorandum of Association of the Company.
 - (h) “The Office” shall mean the registered office for the time being of the Company.
 - (i) “Register” shall mean the register of the members to be kept pursuant to Section 88 of the Act.
 - (j) “SCR Act” shall mean the Securities Contracts (Regulation) Act, 1956 and include any statutory modification or re-enactment thereof for the time being in force.
 - (k) “Seal” shall mean the Common Seal for the time being of the Company.
 - (l) “SEBI Act” shall mean the securities and Exchange Board of India Act, 1992 and include any statutory modification or re-enactment thereof for the time being in force.
 - (m) “Writing” shall include printing, typewriting, lithography and any other usual substitutes for writing.
 - (n) “Year” shall mean “Financial Year of the Company”.
2. (a) Words importing persons shall include companies, corporations, firms, joint families or joint bodies, association of persons, societies, trusts, public financial institutions, subsidiaries of any of the public financial institutions or banks or companies;
- (b) Words importing the masculine gender shall include the feminine gender and vice versa and neutral gender in the case of companies, corporations, firms, etc.
- (c) Words importing the singular shall include the plural and vice versa.
- (d) Unless otherwise defined in these presents or unless the context requires or indicates a different meaning, any words or expression occurring in these presents shall bear the same meaning as in the Act and the SCR Act and the SEBI Act, or any modifications or re-enactments thereof or any Rules framed thereunder.
- (e) Marginal notes shall not affect the construction hereof.

SHARE CAPITAL

3. Authorised Share Capital

The Authorised Share Capital of the Company shall be of such amount and of such description as is stated for the time being or at any time, in the Memorandum of Association of the Company and the Company shall have power to increase or reduce the share capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this regard.

4. Register of Members and Debenture holders etc.

The Company shall cause to be kept a Register of Members, an Index of members, a Register of Debenture-holders and an Index of Debenture-holders in accordance with Section 88 of the Act.

5. Inspection of Register of Members and Debenture holders etc.

The Register of Members, the Index of Members, the Register and Index of Debenture-holders, copies of all returns prepared under the Act, together with the copies of certificate and documents required to be annexed thereto under the Act shall, except when the Register of Members or Debenture-holders is closed under the provisions of the Act or these presents, be open during business hours, (subject to such reasonable restriction as the Company may impose) to inspection of any Member or Debenture-holder gratis and to inspection of any other person on payment of such sum as may be prescribed by the Act for each inspection. Any such Member or person may take extracts therefrom on payment of such sum as may be prescribed by the Act.

6. The Company to send extracts of Register, etc.

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 seven days, or such other time as may be prescribed under the Act or rules made thereunder

7. Restriction on allotment

The Board shall observe the restriction as to allotment contained in Section 39 of the Act and shall cause to be made the returns as to allotment provided for in Section 39 of the Act.

8. Shares at the disposal of the Governing Board

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 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.

9. Board may allot shares as fully paid-up or partly paid-up

Subject to the provisions of the Act and these presents, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery supplied or for services rendered to the Company and any shares which may be so allotted may be issued as fully paid-up or partly paid-up and if so issued shall be deemed to be fully paid-up shares or partly paid-up shares.

10. Acceptance of shares

Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these presents; and any person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purpose of these presents be a Member.

11. Deposits and calls, etc. to be a debt payable immediately

The money, (if any), which the Board shall, on allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on insertion of the name of allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

12. Installments on shares

If, by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of such share or his legal representative.

13. Calls on shares of the same class to be on uniform basis

Where any calls for further share capital are made on shares, such call shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article, shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

14. Company not bound to recognise any interest in shares other than that of the registered holders.

Save as herein otherwise provided, the Company shall be entitled to treat

the person whose name appears on the Register of Members as the holder of any shares as the absolute owner thereof and accordingly shall not (except as ordered by a Court of Competent jurisdiction or as by law required) be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

15. Company's funds may not be applied in purchase of or lent on shares of the Company.

Except to the extent permitted by Section 67 of the Act, no part of the funds of the Company shall be employed in the purchase of or lent on the security of the shares of the Company

15A. Buy back of own shares or securities

Notwithstanding anything contained in these articles, the Company may, when and if thought fit, buy back such of the Company's own equity shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be required under the provisions of section 68, 69, 70 and other applicable provisions, if any, of the Act and rules framed thereunder.

16. Liability of Members

Every member shall pay to the Company the portion of the capital representation by his share or shares, which may for the time being remain unpaid thereon, in such amounts at such time or times and in such manner as the Board shall, from time to time, require or fix payment thereof.

17. Trusts not recognised

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.

UNDERWRITING COMMISSION

18. Commission for placing of shares

- (i) 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 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.

Brokerage

- (ii) The Company may also, on issue of such shares, pay such brokerage as may be permissible under the Act.

CERTIFICATES

19. Certificates how to be issued and limitation of time for issue of certificates

The certificate of title to securities shall be issued under the Seal of the Company in presence of and bearing the signature of two Directors or persons duly authorised by the Board or its committee, as the case may be and the secretary 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 56 of the Act be delivered in accordance with the procedure laid down in the Act within two months after the allotment in case of allotment of shares or within one month 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, 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 share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares 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, as amended, and any other applicable laws.

19A. Dematerialisation of equity shares

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.

20. Member's right to Certificates

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 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.

21. As to issue of new certificate in place of one defaced, lost or destroyed

- (1) 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 or 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.
- (2) 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 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).

CALLS

22. Calls

The Directors may, from time to time, make such calls as they think fit upon the Members in respect of all monies unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and each Member shall pay the amount of every call so made on him to the person and at the times and places appointed by the Directors. A call may be made payable by

installments.

23. Notice of call

A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may be made payable by Members on the Register of Members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Directors.

24. Not less than fourteen days' notice of every call shall be given specifying the time of payment provided that before the time for payment of such call the Directors may, be notice in writing to the Members, revoke the same.

25. Board may extend time

The Directors may from time to time, at their discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Members whom the Directors may deem entitled to such extension save as a matter of grace and favour.

26. Liability of Joint-holders

The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof

27. Amount payable at fixed time or by installments as calls

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 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.

28. When interest on call or installment payable

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.

29. Partial payment not to preclude forfeiture

Neither a judgment nor a decree in favour of the Company for calls or other monies due in respect of any shares nor any payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from the Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any money shall preclude the forfeiture of such shares as herein provided.

30. Payment in anticipation of calls may carry interest

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.

31. Members not entitled to privilege of membership until all calls are paid

No Member shall be entitled to receive any dividend or exercise any privilege as a Member until he shall have paid all calls from the time being due and payable on every share held by him, whether alone or jointly with any person, together with interest and expenses if any.

32. If call or installment not paid notice must be given

If any Member fails to pay the whole or any part of any call or installment of any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of same the directors may at any time thereafter during such time as the call or installment or any part thereof or other monies remain unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part serve a notice on such Member or on the person (if any) entitled to the share by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that have accrued and all expenses (legal or otherwise) that may have been paid or incurred by the Company by reason of such non-payment.

33. Form of Notice

The notice shall name a day not being less than fourteen days from the day of the notice and the place or places on and at which such call or installment or such part or other moneys as aforesaid and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the share in respect of which the call was made or installment is payable will be liable to be forfeited.

34. In default of payment, shares to be forfeited

If the requisitions of any such notice as aforesaid are not complied with, any of the shares in respect of which such notice has been given may

at any time thereafter before payment of all calls or installments, interest and expenses or the money due in respect thereof, be forfeited by resolution of the Directors to the effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture, subject to the provisions contained in the Act.

35. Entry of forfeiture on Register of Members

When any share shall have been so forfeited, an entry of the forfeiture with the date thereof shall be made in the Register of Members.

36. Forfeited shares to be property of the Company and may be sold etc

Any share so forfeited shall be deemed to be the property of the Company and may be sold, reallocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Directors shall think fit.

37. Power to annul forfeiture.

The Directors may at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.

38. Shareholders still liable to pay money owing at the time of forfeiture and interest

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.

39. Company's lien on shares/debentures.

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 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.

40. As to enforcing lien by sale

For the purpose of enforcing such lien, the Directors may sell the shares subject thereto in such manner as they think fit, but no sale be made unless certain sum in respect of which the lien exists is presently payable nor until notice in writing of the intention to sell shall have been served on such Member or the person (if any) entitled by transmission to the share and default shall have been made by him in payment of the sum presently payable for seven days after such notice.

41. Application of proceeds of sales

The net proceeds of any such sale after payment of the costs of such sale shall be applied in or towards the satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable and the residue (if any) paid to the Member or the person (if any) entitled to the transmission of the shares so sold.

42. Certificate of forfeiture

A certificate in writing under the hands of any Directors, Manager or the Secretary of the Company that the call in respect of a share was made, and that the forfeiture of the share was made, by a resolution of the Directors to that effect, shall be conclusive evidence of the fact stated therein as against all persons entitled to such share.

43. Title of purchaser and allottee of forfeited shares

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold re-allotted or disposed of may be registered as the holder of the share and such person shall not be bound to see the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, reallocation or other disposal of the share and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

44. Application of the forfeiture provisions

The provisions of these presents as to the forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share become payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.

TRANSFER AND TRANSMISSION OF SHARES

45. Form of Transfer

The instrument of transfer of any share shall be in writing in the form prescribed under Section 56 of the Act.

46. Execution of instrument of transfer

Every such instrument of transfer shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of members in respect thereof

47. The Company, the transferor and the transferee of the shares shall comply with provisions of Section 56 of the Act.

48. Transfer instrument to be presented with evidence of title

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.

49. Title of shares of deceased member

The executors or administrators or holders of a succession certificate or the legal representative of a deceased (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member and Company shall not be bound to recognise such executors or administrators or holders of succession certificate or the legal representatives unless they shall have first obtained Probate or Letters of Administration or Succession Certificate or other legal representation as the case may be, from a duly constituted court in the Union of India provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of probate or letters of Administration or Succession certificate, upon such terms as to indemnity or otherwise as the Board, in its absolute discretion may think necessary and under Article 51 register the name of any person who claims to be absolutely entitled to the shares standing in the name of the deceased member as a member.

50. Insolvency or liquidation of one or more joint holders of the shares

In the case of insolvency or liquidation of one or more of the persons named in the Register of Members as the joint-holders of any share, the remaining holder or holders shall be the only persons recognised by the Company as having any title to, or interest in, such share, but nothing herein contained shall be taken to release the estate of the

person under insolvency or liquidation from any liability on shares held by him jointly with any other person.

51. Registration of persons entitled to shares otherwise than by transfer

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.

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.

52. Fee on transfer or transmission

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.

53. Register of Transfers to be kept.

The Company shall keep a book, to be called the "Register of Transfer" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share.

54. Closure of transfer books

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 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.

55. Directors may refuse to register transfers

Subject to the provisions of the Act, these Articles, 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 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.

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.

56. Rights to shares through transmission by operation of law

Nothing contained in Article 48 shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

57. Transfer by legal representative

A transfer of shares or other interest in the Company of a deceased member thereof made by legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a Member at the time of the execution of the instrument of transfer.

58. Company's power to refuse transfer

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 and these Articles, as amended.

59. Transferor liable until the transferee entered on register

The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered into the Register of Members in respect thereof.

60. Custody of transfer

The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All the instruments of transfer which the Director may decline to register shall on demand be returned to the person depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.

61. The Company not liable for disregard of a notice

The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by the apparent legal owner thereof (as shown or appearing in the register of Members) to the prejudice of persons having or claiming any equitable right title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to them of any equitable title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred in some book of the company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.

62. Transfer Of Debentures

The provisions of these Articles shall mutatis mutandis, apply to the allotment and transfer of or the transmission by law of the right to Debentures of the Company.

63.(1) Issue, acquisition and holding of shares subject to SEBI Regulations

Notwithstanding anything to the contrary contained in these Articles, the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 or any modification thereto, as the case may be, shall apply in respect of issue, acquisition and holding of equity shares of the Company.

Restriction on the transfer

(2) As provided in the foregoing Articles and without prejudice to the provisions of Articles 55, a member shall be at liberty to transfer the share:

Provided however that the Board may refuse the transfer if in its opinion

—

- (a) the transfer is being made otherwise than in accordance with relevant SEBI circulars and directives beside the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 or any modification thereto, as the case may be; or
- (b) the transfer, if made, will not be in the interest of the Company.

CONVERSION OF SHARES INTO STOCK

64. Conversion of Shares into stock and reconversion

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.

65. Rights of stockholders

The stock shall confer on the holders thereof respectively the same privileges and advantages as regards voting at meeting of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock is converted but so that none of such privileges or advantages, except the participation in profits of the Company or in assets of the Company on winding up, shall be conferred by any such shares allotted part of stock as would not if existing in shares have conferred such privileges or advantages. Such conversion shall not affect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances shall admit, apply to stock as well to the shares.

66. Increase of Capital

The Company may from time to time in General Meeting increase its Authorised Share Capital by issuing further shares of such amount as it thinks expedient.

67. Further issue of capital

- (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 :-
 - (A) (i) 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 paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;
 - (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, shall be deemed to

have been declined;

(iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii) shall contain a statement of this right;

(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;

(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

(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.

(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 authorise 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.

(3) 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.

(4) Notwithstanding anything contained in Article 67(3) 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.

68. Shares under control of General Meeting

In addition to and without derogating from the powers for the purpose conferred on the Directors under Articles 8, the Company in the General Meeting may in accordance with the provisions of Section 62 of the Act determine that any shares (whether forming part of the original capital of the Company or not) shall be offered to such persons (whether Members or holders of Debentures of the company or not) in such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 53 of the Act) at a discount, as such General Meeting shall determine.

69. Same as original capital

Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by issue of further shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmissions, forfeiture, lien, surrender, voting and otherwise.

70. Reduction of capital

The Company from time to time by Special Resolution reduce its share capital (including the Capital Redemption Reserve Account if any) in any way authorised by law and in particular may pay off any paid up share capital upon the footing that it may be called up again or otherwise and if and so far as necessary alter its Memorandum by reducing the amount of its share capital and of its share accordingly.

71. Division and sub- division

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

- (a) Consolidate and divide all or any of its 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
- (b) Sub-divide shares or any of them into shares of smaller amount than originally fixed by the Memorandum subject nevertheless to the provisions of the Act in that behalf. Subject to these presents the resolution by which any shares are sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of such shares may be given any preference or advantage or otherwise over the others or any other such shares.
- (c) Cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of the shares so canceled.

JOINT HOLDERS

72. Joint Holders

Where two or more persons are registered as the holders of any share, the person first named in the Register of Members shall be deemed the sole holder for matters connected with the Company subject to the following and other provisions contained in the Articles:

- (a) The Company shall be entitled to decline to register more than four persons as the joint holders of any share.
- (b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- (c) on the death of any such joint holders, the survivor(s) shall be the only person(s) recognised by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person(s).
- (d) Any one of such joint holders may give effectual receipts for any dividends or other monies payable in respect of such share.
- (e) Only the person whose name stands first in Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive document (which expression shall be deemed to include

all documents mentioned in Article 188) from the Company and any notice given to or document served on such person shall be deemed service on all the joint holders.

- (f) Any one of two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holder shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holders present by attorney or proxy stands first or higher (as the case may be) in the Register in respect of such shares.

BORROWINGS POWERS

73. Conditions on which money may be borrowed

Subject to the provisions of the Act, the Board may from time to time, by a resolution passed at a Meeting of the Board accept deposits or borrow moneys from members, either in advance of calls or otherwise or accept deposits from public and may generally raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds perpetual or redeemable debentures or debentures or debenture stock, or any mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

74. Bond, Debentures, etc. to be subject to control of Directors

Any bonds, debentures, debentures stock or other securities issue or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

75. Securities may be assignable free from equities

Debenture, debenture stock, bonds or other securities may be assignable free any equities between the Company and the person to whom the same may be issued.

76. Issue at discount, etc. or with special privileges

Any bonds, debentures, debenture stocks or other debt securities may be issued at a discount, premium or 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, 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.

77. Mortgage of uncalled capital

If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may authorise the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the Members in respect of such uncalled capital and the provisions herein before contained in regard to call shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable, if expressed so to be.

78. Indemnity may be given

If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

79. Register of charges to be kept

The Board shall cause a proper Register to be kept in accordance with the provisions of the Act of all mortgages, debentures and charges specifically affecting the property of the Company, and shall duly comply with the requirements of the said Act in regard to registration of mortgages and charges and in regard to inspection to be given to creditors or Members of the Register of Charges and copies of instruments creating charges. Such sums as may be prescribed by the Act shall be payable by any person other than a creditor or Member of the Company for each inspection of the Register of Charges.

MEETINGS

80. Annual General Meeting

(a) (i) The Company shall, in addition to any other meeting hold a general meeting which shall be styled as "Annual General Meeting" at the intervals and in accordance with the provisions, specified below:

(ii) The Annual General Meeting of the Company, subsequent to the first Annual General Meeting shall be held by the Company within six months after the expiry of the financial year in which the first General Meeting was held; and thereafter an Annual General Meeting shall be held in each year by the Company within six months after the expiry of each financial year;

(iii) Not more than fifteen months shall elapse between the date of

one Annual General Meeting and that of the next;

- (b) 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 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.

81. Extra-Ordinary General Meeting

All general meetings other than Annual General Meeting shall be called Extra-Ordinary General Meetings.

82. Calling of Extra- Ordinary General Meeting

- (a) The Board may whenever they think fit, and shall, on the requisition of such number of Members of the Company as is hereinafter specified, forthwith proceed to call an Extra-ordinary General Meeting of the Company and in case of such requisition the following provision shall apply :
- (b) The requisition shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.
- (c) The requisition may consist of several documents in like form each signed by one or more requisitionists.
- (d) The number of Members of the Company entitled to requisition a meeting in regard to any matter shall be such number of them as hold at the date of deposit of the requisition, not less than one-tenth of such of the paid-up capital of the Company as at the date carries the right of voting in regard to that matter.
- (e) Where two or more distinct matters are specified in the requisition, the provisions of clause (d) shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that sub-article is fulfilled.
- (f) 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 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;

- (g) a meeting called under clause (f) by the requisitionists or any of them:
 - (i) shall be called in the same manner, as nearly as possible, as that in which the meetings are to be called by the Board, but
 - (ii) shall not be held after the expiration of three months from the date of the deposit of the requisition; Provided that nothing contained in this sub-clause (ii) shall be deemed to prevent a meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period;
- (h) Where two or more persons hold any shares or interest in the Company jointly, a requisition, or a notice calling a meeting, signed by one or some only of them shall, for the purpose of this Article have the same force and effect as if it had been signed by all of them.
- (i) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to call a meeting shall be reimbursed to the requisitionists by the Company, and any sum so reimbursed shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

83. Notice of meeting

- (a) A General Meeting of the Company may be called by giving not less than twenty one days' notice in writing;
- (b) 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;

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.

84. Consent and manner of service of notice and persons on whom it is to be served

- (a) Every Notice of a meeting of the Company shall specify the place and the day and the hour of the meeting, and shall contain a statement of business to be transacted thereat;

- (b) 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;
 - (ii) to every director of the Company; and
 - (iii) to the Auditor or Auditors for the time being of the Company in any manner authorised by Section 20 of the Act in the case of any Member or Members of the Company;

Omission to give notice not to invalidate proceedings at the meeting

- (c) The accidental omission to give notice to or the non-receipt of notice by, any Member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

85. Business at General Meeting

- (a) 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:
- i. the consideration of financial statements and reports of the Board of Directors and Auditors;
 - ii. the declaration of dividend;
 - iii. the appointment of Directors in the place of those retiring;
 - iv. the appointment of and fixing the remuneration of the Auditors.
- (b) In the case of any other meeting all business shall be deemed special.
- (c) 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, 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 two percent of the paid-up capital of that other Company.

- (d) Where any item of business consist of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement

aforesaid.

86. ORDINARY AND SPECIAL RESOLUTION

(1) A resolution shall be an Ordinary Resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or on a poll, as the case may be), in favour of the resolution (including the casting vote, if any, of the Chairman) by Members who, being entitled to do so, vote in person or where proxies are allowed, by proxy exceed the votes, if any, cast against the resolution by Members entitled and voting.

(2) A resolution shall be a Special Resolution when:-

- i. the intention to propose the resolution as a Special Resolution has been duly specified in the notice calling the General Meeting or other intimation given to the Members of the resolution.
- ii. The notice required under the Act has been duly given of the General Meeting;
- iii. The votes cast in favour of the resolution (whether on show of hands, or on a poll as the case may be), by Members who, being eligible so to do vote in person, or where proxies are allowed, by proxy, are not less than three times the number of votes, if any, cast against the resolution by Members so entitled and voting.

87. Resolution requiring Special Notice

- (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 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 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.

PROCEEDINGS AT GENERAL MEETING

88. Quorum at General Meeting

Subject to the provisions of Section 103 of the Act, 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.

89. Business confined to election of Chairman whilst chair vacant

No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.

- 90.** The Chairman of the Board shall be entitled to take the Chair at every General Meeting. If there be no Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act as Chairman of the meeting and on default of their doing so, the Members present shall choose one of the Directors to take the Chair and if no Director present be willing to take the Chair, the Members present shall choose one of their number to be the Chairman of the Meeting.

91. Proceedings when quorum not present

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.

92. Adjourned Meeting

The Chairman with the consent of meeting may adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business might have been transacted at the meeting from which the adjournment took place. No notice of adjourned meeting shall be necessary to be given unless the meeting is adjourned for more than thirty days.

93. What is to be evidence of the passing or resolution where poll not demanded

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 in 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 be conclusive evidence of the fact or against such resolution.

94. Demand for poll

(a) Before or on the declaration of the result or the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion, and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company:-

- i. which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution; or
- ii. on which an aggregate sum of not less than five lakh rupees has been paid-up.

(b) The demand for a poll, may be withdrawn at any time by the person who made the demand.

95. Time of taking poll

(a) If a poll is demanded on the election of a Chairman or on a question of adjournment, it shall be taken forthwith and without adjournment.

(b) A poll is demanded on any other question shall be taken at such time not being later than forty eight hours from the time when the demand was made, as the Chairman may direct.

96. Rights of Members to use his votes differently

On a poll taken at a meeting of the Company, a Member entitled to more than one vote, or his proxy or other persons entitled to vote for him as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

97. Scrutinisers at poll

(a) 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;

(b) The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill vacancies in the office of the scrutineer arising from such removal

(c) Of the two scrutineers appointed under this Article, one shall always be a member (not being an Officer or employee of the Company) present at the Meeting, provided that such a member is available and willing to be appointed.

98. Manner of taking poll and result thereof

- (a) Subject to the provisions of the Act, the Chairman of the meeting shall have the power to regulate the manner in which a poll shall be taken,
- (b) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken

99. Motion how decided in case of equality of votes

In the case of equality of votes, whether in show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

100. Demand of poll not to prevent transaction of other business

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

101. Minutes of General Meeting

The Company shall cause minutes of all proceedings of General Meetings to be entered in the books kept for that purpose. The Minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat. All the appointment of officers made at any of the Meetings shall be included in the minutes of the meeting. Any such meetings, if purported to be signed by the Chairman of the Meeting at which the proceedings took place or in the event of the death or inability of that Chairman by a Director duly authorised by the Board for the purpose, shall be evidence of the proceedings.

102. Inspection of Minutes books

The books containing minutes of proceedings of General Meetings of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of any member without charges between 11 a.m. and 2.00 p.m. on all working days.

103. Copies of Minutes

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.

VOTES OF MEMBERS

- 104.** (a) Upon a show of hands, every Member of the Company entitled to vote and present in person or by attorney or proxy shall have one vote.
- (b) Upon a poll every Member of the Company who being an individual is present in person or by attorney or by Proxy or being a

Corporation is present by a representative or proxy shall have a voting right in proportion to his share of the Paid-up Capital of the Company

105. Voting by Corporation

Any Member who is a Corporation present by a representative duly authorised by resolution of the Directors or other governing body of such corporation in accordance with the provisions of Section 113 of the Act may vote on a show of hands as if he was a Member of the Company. The Production at the Meeting of such resolution duly signed by one director of such Corporation or by a member of its governing body and certified by him as being a true copy of the resolution shall on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.

106. No Member to vote unless calls are paid up

Subject to the provision of the Act, no Member shall be entitled to be present or to vote at any General Meeting either personally or by proxy or attorney or as a proxy or as attorney in respect of shares registered in his name, on which calls or other sum shall be overdue and payable to the company in respect of any of the shares of such Members for more than one month

107. Qualification of Proxy

(a) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself but a proxy so appointed shall not have any right to speak at the meeting.

(b) In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself and that a proxy need not be a member.

108. Votes may be given by proxy or attorney

Votes may be given either personally or by attorney or by proxy or in case of a corporation also by a representative duly authorised as aforesaid.

109. Execution of instrument of proxy

The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney or if such appointer is a company or corporation under its common seal or under the hand of a person duly authorised by such company or corporation in that behalf or under the hand of its attorney who may be the appointer.

110. Deposit of instrument of appointment and inspection

- (i) No person shall act as proxy unless the instrument of his appointment and the power of attorney or other authority if any under which it is signed of a notarially certified copy of that power of authority shall be deposited at the Office at least forty eight hours before the time of holding the meeting at which the person named in the instrument of proxy proposes to vote and in default the instrument appointing the proxy shall not be treated as valid. No attorney shall be entitled to vote unless the Power of Attorney or other instrument appointing him as attorney or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty eight hours before the time of the meeting at which the attorney proposes to vote or is deposited at the office not less than forty eight hours before the time of same meeting as aforesaid
- (ii) Notwithstanding that a power of Attorney or other authority has been registered in the records of the company, the company may by notice in writing addressed to the Member of that attorney at least seven days before the date of a meeting require him to produce the original Power of Attorney of authority and unless the same is thereupon deposited with the Company not less than forty eight hours before the time fixed for the meeting the attorney shall not be entitled to vote at such meeting unless the Directors in their absolute discretion excuse such non production and deposit.
- (iii) Every member entitled to vote at a meeting of the Company or any resolution to be moved thereat shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the ending with the conclusion of the meeting to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

111. Custody of the Instrument.

If any such instrument of appointment be confined to the object of appointing a proxy or substitute for voting at meeting of the Company it shall remain permanently or for such time as the Director may determine, in the custody of the Company, and if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in custody of the Company

112. Instrument appointing Proxy

Every instrument of proxy whether for a specified meeting or otherwise shall be in writing under the hand of the appointee or his attorney authorised in writing or if such appointer is a Corporation, under its Common Seal, if any, or the hand of an officer or an attorney duly authorised by it and shall as nearly as circumstances will admit be in the form specified in Section 105 of the Act.

113. Validity of votes given by proxy notwithstanding death of Member,

etc.

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the Proxy or of any power of attorney under which such proxy was signed to the transfer of the shares in respect of which the vote is given provided that no intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.

114. Time for objections to votes

No Objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever

115. Chairman of any meeting to be the judge of validity of any vote.

The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

DIRECTORS

116 Number of Directors

Unless otherwise determined by a General Meeting of the members of the Company, the number of Directors shall not be less than three or more than fifteen including Public Interest Directors, Shareholder Directors (including employee Directors) and the Managing Director and the number of Directors may be increased beyond fifteen with the approval of the Central Government.

116A 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, to the extent applicable, shall be complied with.

117. The present hereinafter named are the first Directors of the Company

1. Mr. Natarajan Ramasamy
2. Ms. Supriya Dutta
3. Mr. Ravindra Mohan Bathula

118. (A) SEBI Nominee Directors

The Securities and Exchange Board of India (SEBI) may from time to time nominate not more than three person as Directors on the Board of the Company. The Directors appointed under this Article are herein referred to as "SEBI Nominee Directors". The SEBI Nominee Directors shall not be subject to retirement by rotation or be removed from office except by the SEBI. Subject as aforesaid,

the SEBI Nominee Directors shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

118(AA) Public Interest Directors

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.

The Public Interest Directors shall continue till the time new Public Interest Directors are appointed in their place.

Subject to as aforesaid, the Public Interest Directors shall be entitled to the same rights & privileges and be subject to the same obligations as any other Director of the company. Any vacancy caused by the resignation, removal, death or otherwise of such nominated Public Interest Directors shall be filled in, by a similarly nominated person.

(B) Debenture Director

Any Trust Deed or Loan Agreement covering the issue of debentures of the Company, or loans advanced to the Company, may provide for the appointment of a Director (in these present referred to as the Debenture Director) for and on behalf of the Debenture- Holder/ Lender for such period as therein provided, not exceeding the period for which the Debentures or any of them shall remain outstanding or the loan remains unpaid, and for the removal from office of such Debenture Directors, and on vacancy being caused, whether by resignation, death, removal or otherwise for appointment, of a Debenture Director in the vacant place. The Debenture Director shall not be liable to retire by rotation

119. Managing Director /Whole-time Director

- (i) Subject to the provisions of the Act and the approval of Securities and Exchange Board of India, the Board may, from time to time, appoint or re-appoint one or more of their body to be Managing Director or Managing Directors or Whole-time Director or Whole-time Directors, by whatever name he or they may be called, of the Company, on such conditions and for such term not exceeding

five years at a time and subject to such terms and conditions as they may think fit.

- (ii) Subject to the provisions of the Act, the Managing Director or Whole-time Director shall not, whilst he continues to hold that office, be subject to retirement by rotation under Article 131 but shall be subject to the same provisions as to the resignation and removal as the other Directors of the Company and shall, ipso facto, and immediately cease to be a Managing Director or Whole-time Director if he ceases to hold the office of a Director from any cause.

Subject to the provisions of the Act, Directors may, from time to time, entrust and confer upon the Managing /Whole-time Director(s) for the time being such of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit either collaterally with, or to the exclusion of their power and from time to time revoke, withdraw, alter or vary all or any of such powers.

120. Alternate Director

- (i) Subject to Section 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 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 India.
- (iii) If the term of office of the original Director is determined before he so returns to 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.

121. Qualification of Directors

No Director shall be required to hold any share or qualification shares of the Company.

122. (i) Remuneration of Directors

The remuneration payable to Directors, including the Managing Director/Whole-time Director shall, subject to the applicable provisions of the Act and of these presents and of any contract between him and the Company, be fixed by the Company in General Meeting from time to time, and may be by way of fixed salary and /or perquisites or commission on profits of the Company or participation in such profits, or by any or all these modes not expressly prohibited by the Act.

(ii) Sitting Fee to Directors attending meeting

A Directors may receive remuneration by way of a fee for each meeting of the Board or a Committee thereof attended by him, subject to the maximum prescribed under the Act.

123. Director's not bona fide residents of place where a meeting is held may receive extra compensation.

The Board of Directors may allow and pay to any Director who is not a bona fide resident of the place where a meeting of the Board is held and who shall come to such place for the purpose of attending a meeting or for attending its business at the request of the Company, such sum as the Directors may consider fair compensation for traveling, hotel and other expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

124. Special remuneration to Director performing extra services.

If any Director, be called upon to perform extra services or special exertions or efforts (which expression shall include work done by Directors as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such special services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board and subject to the provisions of the Act.

125. Additional Directors

The Directors shall have power at any time and from time to time appoint subject to the provisions of these presents any person as a Director either to fill a casual vacancy or as an additional Director to the Board but so that the total number shall not at any time exceed the maximum number fixed as above; but any Director so appointed as an additional Director shall hold office only up to the date of the next following Annual General Meeting of the Company and the shall then be entitled for re-election and any Director so appointed to fill a causal vacancy shall hold office only up to the date up to which the Director in whose place he is appointed would have held office had it not been vacated.

126. Directors may act notwithstanding.

Subject to the provisions of the Act, the continuing Directors may act notwithstanding any vacancy in their body; but so that if the number falls below the minimum number fixed the Directors shall not except in emergencies or for the purpose of filling up vacancies or for summoning a General Meeting of the Company act so long as the number is below the minimum and they may so act notwithstanding the absence of a necessary quorum under the provisions of Article 145.

127. Directors vacating.

(1) Subject to the provision of Section 164 of the Act, the office of a Director shall become vacant if:

(a) he is unsound mind and stands so declared by a Court of competent jurisdiction;

- (b) he has applied to be adjudicated an insolvent and his application is pending;
- (c) he is an undischarged insolvent;
- (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) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
- (f) he has not paid any calls in respect of shares of the Company held by him, whether alone or jointly with others, and six months has elapsed from the last date fixed for the payment of such calls;
- (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.

(2) Notwithstanding anything contained in clauses (d), (e) and (g) of sub-article (1), the disqualification referred to in those clauses shall not take effect:

- (a) For thirty days from the date of conviction or order of disqualification;
- (b) Where any appeal or petition is preferred within thirty days as aforesaid against the 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
- (c) Where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed off.

128. Disclosure of interest

(a) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors.

(b) (i) In the case of proposed contract or arrangement, the disclosure required to be made by a Director under Clause (a) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting, concerned or interested in the proposed contract or arrangement at the first meeting of the Board held after he becomes so concerned or interested

(ii) In the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held

after the Director becomes concerned or interested in the contract or arrangement.

(c) (i) For the purpose of Clause (a) and (b), a general notice given to the Board of a Director to the effect that he is a Director or a Member of a specified body corporate or is a Members of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest to any contract or arrangement so made.

(ii) Any such general notice shall expire at the end of the financial year in which it is given, but may be renewed for further periods of one financial year at a time, by a fresh notice given in the last month of the financial year in which it would otherwise expire.

(iii) No such general notice and no renewals thereof shall be of effect unless either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

(d) Nothing in this Article shall be taken to prejudice the operation of any rule of law restricting a Director of the Company from having any concern or interest in any contracts or arrangements with the Company.

(e) Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between the Company and any other company where any of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in the other company.

(f) The provisions of this Article shall mutatis mutandis apply to a member of the Executive Committee who shall disclose the nature of his interest at a meeting of the Executive Committee.

129. Interested Directors not to participate or vote in Board Proceedings

(1) No Director of the Company shall as a Director take any part in the discussion of, or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in anyway whether directly or indirectly, concerned or interested in the contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote his vote shall be void.

(2) This Article shall not apply to

(a) any contract of indemnity against any loss which the Directors or

any one or more of them may suffer by reason of becoming or being surety or sureties for the Company;

- (b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company, in which the interest of the Director aforesaid consists solely –
 - (i) in his being a Director, of such company and the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by the Company, or
 - (ii) in his being a member holding not more than 2 % (two percent) of the paid up share capital of such other company.

130. Directors may be Directors of companies promoted by the Company

A Director may be or become a Director of any company promoted by the Company, or in which the Company may be interested as a vendor, member or otherwise and subject to the provisions of the Act and these presents no such Director shall be accountable for any benefits received as a Director or member of such company

ROTATION OF DIRECTORS

131. Directors to retire Annually by rotation

At every Annual General Meeting of the Company other than the first Annual General Meeting, one-third of such of the directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.

132. Which Directors to retire

The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day those who are to retire shall in default of and subject to any agreement among themselves, be determined by lot.

133. Retiring Director eligible for re-election

A retiring Director shall be eligible for re-election

134. Company to fill up vacancy

The Company at the Annual General Meeting at which a Director retires in manner aforesaid may fill up the vacancy, by appointing the retiring Director or some other person in that vacancy.

135. Retiring Directors to remain in office until successors appointed

If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place and if at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have re- appointed at the adjourned meeting unless –

- (i) at that meeting or at the previous meeting a resolution for the re- appointment of such Director has to be put to the meeting and lost.
- (ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so reappointed.
- (iii) he is not qualified or is disqualified for appointment
- (iv) a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or
- (v) the proviso to sub-article (2) of Article 136 is applicable to the case.

136. Appointment of Directors to be voted on individually

(1) At every Annual General Meeting of the Company, a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

(2) A resolution moved in contravention of sub-article (1) of this Article shall be void whether or not objection was taken at the time to this being so moved; provided that where a resolution so moved is passed, no provision for the automatic re-appointment of the retiring Director in default of another appointment shall apply.

(3) For the purpose of this Article, a motion for approving a person's appointment or for nominating a person for appointment shall be treated as motion for his appointment.

137. Rights of persons other than retiring Directors to stand for Directorship

(1) 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 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.

- (2) 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 vernacular language of that place.

138. Removal of Directors

- (a) 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.
- (b) Special Notice shall be required of any resolution to remove a Director under this Article or to appoint somebody instead of a Director so removed at the meeting at which he is removed.
- (c) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned, and the Director (whether or not he is a Member of the Company) shall be entitled to be heard on the resolution at the meeting.
- (d) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect to thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to Members of the Company, the Company shall unless the representations are

received by it too late for it to do so :-

- (i) in any notice of the resolution given to Members of the Company, state the fact of the representation having been made, and
 - (ii) send a copy of the representation to every Member of the Company to whom notice of the meeting is sent (whether before or after receipt of the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting provided that copies of the representations need not be sent out and the representations need not be read out at the meeting, if on the application either of the Company or any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this clause are being abused to secure needless publicity for defamatory matter.
- (e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in the General Meeting or by the Board, be filled by the appointment of another Director in his stead, by the meeting at which he is removed, provided special notice of the intended appointment has been given under clause (b) of this Article. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.
- (f) If the vacancy is not filled under sub-article (c) of this Article, it may be filled as a casual vacancy in accordance with the provisions so far as they may be applicable of Article 125 and all the provisions shall apply accordingly; provided that the Director who was removed from office shall not be reappointed as a Director by the Board.
- 139.** (i) Each member shall annually intimate to the Board in writing by such date as may be fixed from time to time by the Board for the time being, the name of its candidate for being elected to the Board at the next Annual General Meeting.
- (ii) A writing or notice under this Article shall be deemed to have been only given if it is signed by a Director of such member and accompanied by a certified copy of the resolution passed by the Board of such member giving effect to any removal or appointment
 - (iii) The provisions of Article 136 to 138 (both inclusive) shall be read subject to and in accordance with the provisions of this Article 139

PROCEEDINGS OF THE DIRECTORS

140. Meeting of Directors

The Board of Directors may meet for conduct of business, adjourn and otherwise regulate their meetings and proceedings as they think fit provided however that there shall be a minimum of four such meetings of the Board 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.

141. When meeting to be convened

The Chairman at any time and the Manager or such other Officer of the Company as may be authorized by the Directors shall upon the request of a Director convene a meeting of the Directors.

142. Notice of Meeting

Notice of every meeting of the Board of the Company shall be given in writing to every Director at his address registered with the Company by giving not less than seven days notice.

143 Chairman of the Board

The Directors may elect their Chairman and determine the period for which he is to hold office. All meetings of the Board shall be presided over by such Chairman if present, but if at any meetings of Directors the Chairman be not present, at the time appointed for holding the same, then and in that case the Directors shall choose one of the Public Interest Directors then present to preside at the meeting.

144. Questions at a meeting of the Governing Board, how decided

Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes, the Chairman of the meeting (whether the Chairman appointed by virtue of these presents or the Director presiding at such meeting) shall have a second or casting vote.

145. Quorum and its competence to exercise powers

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 or 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) of the Act for the purpose of this article.

146. Procedure where meeting adjourned for want of quorum.

(a) 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 national holiday till the next succeeding day which is not a national holiday at the same time and place.

(b) the provisions of Article 141 shall not be deemed to have been contravened merely by reason of the fact that a meeting of the board which had been called in compliance with the terms of that Article could not be held for want of quorum.

147. Board may appoint Committee

The Directors may subject to the provisions of the Act delegate any of their powers to committees consisting of such member or members of their body or person or persons as they think fit, and they may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors. The Executive Committee of the Corporation shall be considered as a Committee of the Company, where the context so admits.

148. Meeting of Committees how to be governed

The meetings and proceeding of any such Committee shall be governed by the provisions of these presents for regulating the meeting and proceeding of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

149. Acts of the Board or Committee valid notwithstanding defect of appointment.

All acts done at any meeting of the Board or a Committee thereof or by any person acting as a Director, shall be valid notwithstanding that it may be afterwards discovered that the appointment of any one or more of such Directors or of any person acting as aforesaid was invalid by reason of defect or disqualification or had terminated by virtue of any provision contained in the Act of these presents provided that nothing

in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the company to be invalid or to have been terminated.

150. Resolution by Circulation

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 than 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.

151. Minutes of proceedings of Directors and Committees

The Company shall cause minutes of Meetings of the Board of Directors and all Committees of the Board to be duly entered in a book or books provided for this purpose. The minutes shall contain:-

- (a) a fair correct summary of the proceedings at the Meeting.
- (b) The names of the Directors present at the Meeting of the Board of Directors or any Committee of the Board
- (c) all orders made by the Board and Committee of the Board and all appointments of Officers and Committees of Directors
- (d) all resolutions and proceedings of meetings of the Board and the Committees of the Board : and
- (e) in the case of each resolution passed at a Meeting of the Board or Committee of the Board the names of the Directors if any dissenting from, or not concurring in the resolution.

152. By whom Minutes to be signed and the effect of such Minutes

Any minutes of any Meeting of the Board or any Committees of the Board if purporting to be dated and signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting in accordance with the provisions of Section 118 of the Act, shall for all purposes whatsoever be evidence of the actual passing of the resolutions and the actual and regular transaction or occurrence of the proceeding so recorded and of the regularity of the meeting at which the same shall appear to have taken place.

153. Provisions of the Act

The Directors shall comply with the provisions of Section 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.

POWERS OF DIRECTORS

154. General powers of the Company vested in Directors.

Subject to the provisions of the Act and these presents the business of the Company shall be managed by the Directors who may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorized to exercise and do and are not by these presents or by statute directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and of the Memorandum of Association and these presents and to any regulations not being inconsistent with the Memorandum from time to time made by the Company in General Meeting provided that no such regulation shall invalidate any prior act of Directors which have been valid if such regulation had not been made.

155. Certain powers to be exercised by the Board meeting only

The Board shall exercise the powers in respect of the matters covered in the Section 179(3) of the Act and the rules made thereunder, only by means of resolution passed at its Meetings.

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 Section 179(3) (d) to (f) of the Act on such conditions as the Board may prescribe.

156. Consent of the Company necessary for exercise of certain powers

The Board shall exercise the following powers 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 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.
- (d) To 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.
- (e) To Contribute to charitable and other funds in case any amounts the aggregate of which all, in any financial year, exceed five percent of

its average net profits for three immediately preceding financial year.

157. Special powers given to Directors

Without prejudice to the general powers conferred by Article 154 and the other powers conferred by these presents but subject to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers :-

- (1) To pay the costs, charges and expenses, preliminary and incidental to the promotions, formation, establishment and registration of the Company.
- (2) To have an Official Seal for use abroad
- (3) To keep Foreign Register in accordance with the provisions of the Act.
- (4) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit.
- (5) **To pay for property**
At their discretion to pay for any property or rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash, or in shares, bonds, debentures stock or other securities of the Company, and any shares may be issued whether as fully paid up or with such amount credited as paid up thereon as may be agreed upon; any such bonds, debentures, debenture stock or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (6) **To Insure properties**
To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores. Produce and other moveable property of the Company either separately or jointly; also to insure all or any portion of the goods. Produce machinery and other articles imported or exported by the Company and to sell assign surrender or discontinue any policies of assurance effected in pursuance of this power.
- (7) **To open bank accounts**
To open accounts with any bank or bankers or with any company. Firm or individual and to pay money into and draw money from any such account from time to time as the Directors may think fit.
- (8) **To secure contracts**

To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being in such other manner as they think fit.

(9) To attach conditions

To attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions as to transfer thereof as they think fit.

(10) To accept surrender of Shares

To accept from any Member on such terms and conditions as shall be agreed a surrender of his shares or stocks or any part thereof.

(11) To appoint Trustees.

To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purposes and to execute and do all such acts and things as maybe requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.

(12) To institute and defend legal proceedings.

To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment of satisfaction of any debt due or of any claims or demands by or against the Company.

(13) To refer to arbitration

To refer any claim or demand by or against the Company to arbitration and observe and perform the awards.

(14) To act in matters of bankruptcy

To act on behalf of the Company in all matters relating to bankruptcy and insolvency.

(15) To give receipts

To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company.

(16) To authorize enquiry of bills

To determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, divided warrants, releases, contracts and documents.

(17)To invest monies

To invest and deal with any of the monies of the Company not immediately required for the purposes thereof, in such securities and in such manner as they may think fit and from time to time to vary or realize such investments.

(18)To provide for the welfare of employees etc.

To provide for the welfare of employees or ex-employees of the Company and their wives, and families or the dependents or connections of such persons, by building or contributing to the building of houses or dwellings or by grants or money pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit. To subscribe for Charitable fund etc.

(19)To subscribe for Charitable Fund etc.

Subject to the provisions of Section 181 of the Act to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or any institution, club, society or fund.

(20)To establish Reserve Fund.

The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they may think proper for Depreciation or to a Depreciation Fund or as Reserve or to a Reserve Fund or Sinking Fund or any Special Fund to meet contingencies or to repay redeemable preference shares or Debentures or for payment of dividends or for equalising dividends or for repairing, improving, extending and maintaining any part of the property of the Company, or for such other purposes as the Directors may in their absolute discretion think conducive to the interests of the Company, and the Directors may invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Directors may think fit and from time to time deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Directors, apply or upon which they expend the same or any part thereof may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and the Directors may divide the reserve or any fund into such special fund and transfer any sum from one fund to another as a Directors may think fit and may employ the assets constituting all or any of the

above funds including the Depreciation Fund, in the business of the Company or in the Purchase or repayment of redeemable preference shares and Debentures and that without being bound to keep the same separate from the other assets, and without being bound to pay interest on the same, with power however, to the Directors at their discretion to pay or allow to the credit to such fund interest at such rate as the Directors may think proper.

(21) To appoint officers etc.

To appoint and at their discretions remove or suspend such committee or committees of experts, technicians and advisers or such Managers, officers, clerks employees and agent for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries and emoluments and require security in such instances and to such amounts as they may think fit, and also without prejudice as aforesaid, from time to time to provide for the management and transaction of the affairs of the company in any specified locality in India in such manner as they think fit and the provisions contained in sub-articles 22 and 23 following shall be without prejudice to the general powers conferred by this sub-article.

(22) To ensure compliances of local laws.

To comply with the requirements of any local law which in their opinion it shall in the interest of the company be necessary or expedient to comply with.

(23) To establish local Boards.

From time to time and at any time, to establish any Local Board for managing any of the affairs of the company in any specified locality in India or elsewhere and to appoint any persons to be members of any Local Boards and to fix their remuneration. And from time to time and at any time, but subject to provisions of the Act and of these presents, to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors, and to authorize the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any persons so appointed and may annul or vary any such delegation. Any such delegates may be authorized by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

(24) At any time and from time to time but subject to the provisions of the Act and Article 147 by power of Attorney to appoint any person or persons to be the attorney or attorneys of the company for such purposes and with such powers, authorities

and discretion (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time think fit, and any such appointment (if the Directors think fit) may be made in favour of the members, or any of the members of any Local Board established as aforesaid or in favour of any company or members, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating Body of persons whether nominated directly or indirectly by the Directors, and any such power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors may think fit.

(25) Delegation of powers.

Generally subject to the provisions of the Act and these Articles to delegate the powers, authorities and discretion vested in the Directors to any person, firm, company or fluctuating body or persons.

(26) Such Delegation of powers by Delegates.

Any such delegate or attorney as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretion for the time being vested in him.

(27) To enter into contracts.

To enter into all such negotiations and contracts and reassign and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purpose of the company.

(28) To frame, amend, alter, modify and enforce rules, regulations, bye-laws and codes of conduct for the clearing members of the Corporation, companies seeking enlistment and other participants in such dealings in securities on the Corporation by whatsoever name called provided that the power under this clause shall be exercised only by a three-fourths majority of the Directors present and voting at a duly convened meeting of the Board.

158. Powers of the Board.

- (1) The Board shall have power to organize, maintain, control, manage, regulate and facilitate the operations of the Corporation subject to the provisions of these Articles and any other applicable legal provisions.
- (2) Subject to the provisions of these Articles and any other applicable legal provisions, the Board shall have power and wide authority to make Rules, Bye-laws and Regulations from time to time for any or all matters relating to the conduct of the business of the Corporation and to control, define and regulate all such transactions and to do such acts and things which are necessary

for the purposes of the Corporation or of the company.

- (3) Without prejudice to the generality of the foregoing, the Board shall have power to make rules, bye-laws and regulations, amongst other purposes, for all or any of the following matters:-
- (a) Conditions for admission to clearing membership of the Corporation.
 - (b) Conduct of business of the Corporation.
 - (c) Conduct of clearing members of the Corporation with regard to the business of the Corporation subject to Rules, Bye-Laws, Regulations or Usage of the Corporation.
 - (d) Time, place and manner for transacting business on the Corporation.
 - (e) Penalties for disobedience or contravention of the Rules, Bye-Laws and Regulations or of general discipline of Corporation, including expulsion or suspension of the clearing members of Clearing Corporation.
 - (f) Declaration of any clearing member of the Corporation as defaulter or suspension, or resignation or exclusion from clearing membership of the Corporation and of consequences thereof;
 - (i) Scale of commission or brokerage which clearing members of the Corporation can charge;
 - (j) Conditions, levy for admission or subscription for admission to or continuance of clearing membership of Corporation.
 - (k) Charge payable by clearing members of the Corporation for transactions as may be laid down from time to time.
 - (l) Investigations of the financial conditions, business conduct and dealings of clearing members of Corporation
 - (m) Settlements of disputes, complaints, claims arising between clearing members of the Corporation and persons who are not clearing members inter se as well as between clearing members of the Corporation and persons who are not clearing members of the Corporation relating to any transaction in securities made subject to the Rules, Byelaws and regulations and usage of the Corporation including settlement by arbitration in accordance with the Rules, Bye-laws and regulations and usage of the Corporation in force from time to time.
 - (n) Establishment and functioning of Clearing Houses(s) or other

arrangements for clearing;

(o) Appointment of Committee or Committees for any purposes of the Corporation.

(4) The Board shall be empowered to delegate to Executive Committee(s) or to any person, all or any of the powers vested in it, to manage all or any of the affairs of the Corporation.

(5) Subject to the provisions of these presents and the SCR Act and the Rules framed thereunder and the SEBI Act and Rules thereunder or any SEBI directives, the Board shall be empowered to vary, amend or repeal or add to Rules, Byelaws and Regulations, framed by it.

THE SEAL

159. The Seal, its custody and use

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 in the presence of one Director, or of the secretary or any other person who may have been 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 (Share Capital and Debentures) Rules, 2014 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.

DIVIDENDS

160. Division of profits

The profit of the Company, subject to any special rights relating thereto created or authorised to be created by the Memorandum of Association or these presents and subject to the provisions of the Act, and these presents shall be divisible among the Members in proportion to the amount of capital paid up in the shares held by them respectively.

161. Capital paid up in advance at interest not to earn dividend

Where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right (to dividend) to participate in profits.

162. Dividends in proportion to amount paid up

The Company may pay Dividends in proportion to the amounts paid up or credited as paid up on each share, where a large amount is paid up or credited as paid up on some shares then on others.

163. The Company in General Meeting may declare a dividend

The Company in General Meeting may declare a dividend to be paid to the Members according to their respective rights and interests in the profits and may fix the time for payment.

164. No larger dividend than recommended by Directors

No larger dividend shall be declared than is recommended by the Directors but the Company in General Meeting may declare a smaller dividend, subject to the provisions of Section 123 of the Act, and no dividend shall carry interest as against the Company. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

165. Interim dividend

The Directors may from time to time, pay to the Members such interim dividends as in their judgment the position of the Company justifies.

166. Retention of Dividends until completion of transfer under Article 58

The Directors may retain the dividends payable upon shares in respect of which any person is under Article 57 hereof, entitled to transfer until such person shall become a Member in respect of such shares.

167. No member to receive dividend while indebted to the Company and Company's right to reimbursement thereof

Subject to Section 123 of the Act, no Member shall be entitled to received payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever either alone or jointly with any other person or persons and the Directors may deduct from the interest or dividend payable to any Member all sums of money so due from him to the Company.

168. Right to Dividend pending registration of transfer of shares

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.

169. Special provision with reference to dividend

No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by the Members of the Company.

170. Dividend how remitted

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.

170A. 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.

170B. 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.

171. Unclaimed or unpaid dividends whom the money is due

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 NSE IFSC Clearing Corporation 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.

172. Dividends and call together

Subject to the Act, any General Meeting declaring a dividend may make a call on the Members in respect of moneys unpaid on shares for such amount as the meeting fixes but so that the call on each Member shall not exceed the dividend payable to him and so that the call made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members be set off against the call.

CAPITALISATION

173. Capitalisation

(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;

ACCOUNTS

174. Accounts

The Board shall cause to be kept in accordance with Section 128 of the Act proper books of account (with respect to: (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 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 Act 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.

175. Inspection of Members of account and books of the Company

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right to inspecting and Account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in the General Meeting.

176. Financial Statements and Report 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 shall as required by Section 134 of the Act, be accompanied by a Report (to be attached hereto) of the Directors as to the state and condition of the Company

177. Form and contents of financial statements

Every financial statements 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 129 and 133 of the Act, be in the Forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

178. Authentication of financial statements and other documents; Copies thereof to be sent to Members

(i) The 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. The 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 or there shall be inserted at the foot of the financial statements a reference to the Report.

(ii) A copy of such financial statements 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 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.

179. Copies of financial statements and Auditor's Report to be filed.

After the financial statements have been laid before the Company at a General Meeting, three copies thereof signed by the Manager or Secretary or as required by Section 137 of the Act shall together with the requisite Returns in accordance with the requirements of Section 92 of the Act be filed with the Registrar of Companies within the time specified in Section 137 of the Act.

AUDIT

180. Accounts to be audited

Once at least in every year the accounts of the Company shall be balanced and audited and the correctness of the financial statements ascertained by one or more Auditor or Auditors.

181. Appointment, 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.

182. Auditors : their powers and duties

(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 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.

183. Auditors' right to attend Meetings

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.

NOTICE

184. Notice

(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) 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.

185. Persons entitled to notice of General Meetings

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 to (c) the Auditor or Auditors of the company and also to (d) every Director of the Company.

186. Notice by company and signature thereto.

Any notice to be given by the company shall be signed by the secretary (if any) or by such officer as the Directors may appoint, such signature may be written, printed or lithographed.

187. Transfers etc. bound by prior notice.

Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which previously to his name and address and title to the share being notified to the company, shall have been duly given to the person from whom he derives his title to such share.

188. Notice valid though Member deceased

Subject to the provisions of the Act, any notice given in pursuance of these presents or documents delivered or sent by post to or left at the registered address of any Member or at the address given by him under Article 185 in pursuance of these presents, shall notwithstanding such Member be then deceased and whether or not the company have notice of his decease be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such Member until some other persons be registered in his stead as the holder or the joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heir executors or administrators and all persons, if any jointly interested with him or her in any such share.

SECRECY CLAUSE

189. Secrecy Clauses

No member shall be entitled to require discovery of or any information respecting any detail of the company's trading (or of the exchange.) or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the company and which in the opinion of the Directors, will be inexpedient in the interest of the Members of the company to communicate to the public.

INDEMNITY AND RESPONSIBILITY

190. Directors and Other's right to indemnity

- (1) Subject to the provisions 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 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 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 of 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 Directors and other's right to indemnity 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.

WINDING UP

191. Distribution of assets on winding up

(1) If the company shall be wound up and assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly may be, the losses shall be borne by the Members in proportion to the capital paid-up or which ought to have been paid up at all commencement of the winding up on the shares held by them respectively and if in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital at the commencement of the winding up paid up or which ought to have been paid up on the shares held by them respectively.

(2) Manner of distribution of assets

If the company shall be wound up, whether voluntarily or otherwise, the Liquidator may with the sanction of special resolution divide among the contributors, in specie or in kind, the whole or any part of the assets of the company and may, with like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributors or any of them, as the Liquidator, with the like sanction shall think fit, but so that no contributor shall be compelled to accept any shares or other securities whereon there is any liability.

GENERAL POWER

192A. 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.

192B. 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.

192C. 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.

192D. 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).