[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013)] FORM NO. INC-34

SPICe AOA

(e-Articles of Association)

AOA language ◉ English ○ Hindi

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*Table [F] as notified under schedule I of the companies Act, 2013 is applicable to the company

RIYANSH MULTI TRADE PRIVATE LIMITED

A COMPANY LIMITED BY SHARES

		Article No	Description
			Interpretation
☐	☒		1.1. Definitions In these Articles, the following words and expressions shall have the following meanings: (a) "Articles" shall mean these Articles of Association of the Company, as from time to time altered. (b) "Board" or "Board of Directors" shall mean the board of directors of the Company. (c) "Company" shall mean RIYANSH MULTI TRADE PRIVATE LIMITED. (d) "Companies Act" shall mean Companies Act, 2013 (e) "Director" shall mean a director for the time being of the Company. (f) "Dividend" includes a bonus paid in cash by the Company to its Shareholders, but does not include any Shares issued in satisfaction of capitalization of undistributed profits or Share Premium Account. (g) "General Meeting" shall mean a meeting, which is held by the Shareholders of the Company. (h) "INR" shall mean Indian Rupees. (i) "Members" or "Shareholders" shall have the meaning set forth in the Companies Act. (j) "Person" shall include any corporation as well as individual. (k) "Proxy" includes attorney duly constituted under a power of attorney. (l) "Register of Members" shall mean the register of members of the Company required to be kept as under the Companies Act. (m) "Secretary" shall mean the secretary of the Company. (n) "Shares" shall mean the shares into which the capital of the Company is divided and includes the interests corresponding to such shares. (o) "Share Capital" shall mean the capital for the time being raised or authorized to be raised for the purposes of the Company. 1.2. Interpretation (a) Unless expressly defined in these Articles, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act or any statutory modification thereof in force on the date on which these Articles become binding on the Company. (b) "Writing" means written, printing or lithographed or in any other mode of representing or reproducing words in visible form.

		I	(c) Words importing the singular number include the plural number and vice-versa. (d) Words importing masculine gender include the feminine gender. (e) The marginal notes are inserted for convenience and shall not affect the construction of these Articles. 1.3 The Company is a private company within the meaning of Section 2(68) of the Companies Act, 2013 and shall have a minimum paid-up Share Capital as may be prescribed, and accordingly: (a) restricts the right to transfer its Shares; (b) limits the number of its Members to two hundred: Provided that where two or more Persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Article, be treated as a single Member: Provided further that— (A) persons who are in the employment of the Company; and (B) persons who, having been formerly in the employment of the Company, were Members of the Company while in that employment and have continued to be Members after the employment ceased, shall not be included in the number of Members; and (c) Words importing the singular number include the plural number and vice-versa. (d) Words importing masculine gender include the feminine gender. (e) The marginal notes are inserted for convenience and shall not affect the construction of these Articles. 1.3 The Company is a private company within the meaning of Section 2(68) of the Companies Act, 2013 and shall have a minimum paid-up Share Capital as may be prescribed, and accordingly: (a) restricts the right to transfer its Shares; (b) limits the number of its Members to two hundred: Provided that where two or more Persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Article, be treated as a single Member: Provided further that— (A) persons who are in the employment of the Company; and (B) persons who, having been formerly in the employment of the Company, were Members of the Company while in that employment and have continued to be Members after the employment ceased, shall not be included in the number of Members; and (c) Prohibits any invitation to the public to subscribe for any securities of the Company.
			Share capital and variation of rights
☐	☒	II 1	(i) The authorized Share Capital of the Company will be as stated, from time to time, in Clause 5th of the Memorandum of Association of the Company. (ii) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
☐	☐		(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, -- (a) one certificate for all his shares without payment of any charges; or

		2	(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
☐	☐	3	(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
☐	☒	4	(i) Subject to the provisions of the Companies Act and these Articles, the Shares shall be under the control of the Board who may issue, allot or otherwise dispose of the same to such Persons, on such terms and conditions, at such times, either at par or at a premium or (subject to compliance with the provision of the Companies Act) at a discount, for such consideration as the Board thinks fit. The Board may allot and issue Shares in the Share Capital of the Company in payment or part payment for any property sold and transferred or for services rendered to the Company or the conduct of its business or for any other consideration and any Shares so allotted may be issued as fully paid up and/or partly paid up Shares. (ii) 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.
☐	☐	5	(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
☐	☐	6	(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
☐	☐	7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
☐	☐	8	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
			Lien
☐	☐	9	(i) The company shall have a first and paramount lien -- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
☐	☐		The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made --

		10	(a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
☐	☐	11	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
☐	☐	12	(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
			Calls on shares
☐	☐	13	(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. (iii) A call may be revoked or postponed at the discretion of the Board.
☐	☐	14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
☐	☐	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
☐	☐	16	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
☐	☐	17	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
☐	☐	18	The Board -- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
			Transfer of shares
☐	☒	19	(i) Subject to the provisions of the Companies Act and these Articles, no transfer of Shares shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee shall have been delivered to the Company together with the certificate. Such instrument of transfer shall specify the name, address and occupation (if any) both of the transferor and of the transferee, and the transferor shall be deemed to remain the Member in respect of such Shares until the name of the transferee shall have been entered in the Register of Members in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add thereto his address and occupation. (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in

			the register of members in respect thereof. (iii) Every instrument of transfer of Shares shall be in the prescribed form and in accordance with the Companies Act.
☐	☐	20	The Board may, subject to the right of appeal conferred by section 58 decline to register -- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.
☐	☐	21	The Board may decline to recognise any instrument of transfer unless -- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
☐	☐	22	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
			Transmission of shares
☐	☐	23	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
☐	☐	24	(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either -- (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board 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.
☐	☐	25	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
☐	☐	26	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
			Forfeiture of shares
☐	☐	27	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
☐	☐	28	The notice aforesaid shall -- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

			(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
☐	☐	29	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
☐	☐	30	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
☐	☐	31	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
☐	☐	32	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the share; and (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
☐	☐	33	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
			Alteration of capital
☐	☒	34	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. The rights conferred upon the holders of the Shares of any class issued with preferential or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking pari passu therewith.
☐	☐	35	Subject to the provisions of section 61, the company may, by ordinary resolution, -- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
☐	☐	36	Where shares are converted into stock, -- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

			(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
☐	☒	37	The company may, subject to the provisions of the Companies Act, in a General Meeting from time to time, may reduce in any manner and with, and subject to, any incident authorised and consent required by law, -- (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.
			Capitalisation of profits
☐	☐	38	(i) The company in general meeting may, upon the recommendation of the Board, resolve -- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards -- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
☐	☐	39	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall -- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power -- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; (iii) Any agreement made under such authority shall be effective and binding on such members.
			Buy-back of shares
☐	☐	40	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
			General meetings
☐	☐	41	All general meetings other than annual general meeting shall be called extraordinary general meeting.
☐	☒	42	(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. (iii) Subject to the provisions of the Companies Act, 21 clear days' notice specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be given to such Persons as are entitled to receive such notices from the Company. The Members may participate in the

			General Meetings through video-conference facility or any other permissible electronic mode, to the extent permitted, and in the manner prescribed, by law time to time.
			Proceedings at general meetings
☐	☒	43	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 viz. two (2) Members present in person (including corporate members) shall form a quorum. For the purposes of this Article, a "Member" includes a Person attending as a Proxy or acting as a representative of a corporation/ body corporate pursuant to the provisions of the Companies Act. (iii) All business shall be deemed special that is transacted at an Extra Ordinary General Meeting and also that is transacted at an annual General Meeting with the exception of the consideration of the accounts, balance sheets and reports of the Directors and auditors, the election of Directors in the place of those retiring, the declaration of Dividends and the appointment and fixing of the remuneration of the auditors. (iv) If within half an hour from the time appointed for holding a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall stand dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, it shall stand adjourned to the same day in the next week at the same time and place till quorum is present in compliance with the provisions of the Companies Act.
☐	☐	44	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
☐	☐	45	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
☐	☐	46	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
			Adjournment of meeting
☐	☐	47	(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
☐	☒	48	(i) A resolution put to vote at any General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by; (a) any one (1) Member having the right to vote on the resolution and present in person or by Proxy if not more than seven (7) such Members are personally present and; (b) two (2) such Members present in person or by Proxy if more than seven (7) such Members are personally present; and unless a poll is so demanded, a declaration by the Chairman that a resolution on a show of hands has or has not been carried, or has not been carried either unanimously or by a particular majority and an entry to the effect in the minute book of the Company shall be conclusive evidence of the votes recorded in favour of or against that resolution. On a poll being demanded, every Member present in person or by Proxy shall have one (1) vote for every Share of any class held. (ii) If a poll is duly demanded, it shall be taken in such manner and either at one or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
☐	☐	49	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

☐	☐	50	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
☐	☐	51	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
☐	☐	52	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
☐	☐	53	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
☐	☐	54	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
			Proxy
☐	☐	55	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
☐	☐	56	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
☐	☐	57	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
			Board of Directors
☐	☒	58	The following shall be the first Directors of the Company: (a) MR. MADHUKAR VASANT JADHAV (b) MS. POOJA MADHUKAR JADHAV
☐	☐	59	(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them -- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.
☐	☐	60	The Board may pay all expenses incurred in getting up and registering the company.
☐	☒	61	(i) The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register. (ii) Subject to the provisions of the Companies Act and these Articles, the control of the Company shall vest in the Board of Directors who may exercise all powers of the Company, subject nevertheless to such regulations or directions not inconsistent with the provisions as may be prescribed by the Company in a General Meeting, but no such regulation or direction shall invalidate any prior act of the Board if otherwise valid.
☐	☐	62	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine

☐	☐	63	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
☐	☒	64	(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act. (iii) A Director shall not be required to hold any Shares in the Company as his qualification. (iv) The Directors shall not be liable to retire by rotation. (v) Subject to the provisions of the Companies Act and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two (2) or more than the maximum number as may be prescribed under the Companies Act. (vi) Subject to the provisions of the Companies Act, the Board of Directors may appoint an alternate director to act for a Director during his absence. (vii) Members may expel or remove any Director by passing a resolution at the General Meeting.
			Proceedings of the Board
☐	☒	65	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. The Directors may participate in meetings of the Board through video-conference facility or any other permissible electronic mode to the extent permitted and in the manner prescribed under the Companies Act from time to time. (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board. (iii) The quorum necessary for the transaction of the business of the Board of Directors shall be one-third (1/3) of the total number of Directors of the Company (any fraction contained in that one-third (1/3) being rounded off as one) or two (2) Directors, whichever number is higher. (iv) Subject to the provisions of the Companies Act and unless a majority of the Directors agree in writing to a shorter notice, seven (7) days' notice of every meeting of the Board of Directors shall be given in writing to every Director, whether absentee or alternate director, at his usual address, whether in India or abroad. Where a notice of meeting is required to be given to a Director abroad, the notice shall be given simultaneously by a registered air mail letter and by email or telefax, if any, provided by such Director. The length of notice shall be computed with reference to receipt of such email/telefax or registered airmail letter, whichever of the two shall occur first. The registered airmail letter shall be deemed to take in transit four (4) days from the date of posting (excluding the dates of posting and receipt). (v) Every notice convening a meeting of the Board shall set out the agenda of the business to be transacted at such meeting. The Board shall not, without the consent of all the Directors present at the meeting, consider any item of business, which has not been stated, in the notice convening the meeting.
☐	☐	66	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
☐	☐	67	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
☐	☒		(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. The Directors may participate in meetings of the Board through video-conference facility or any other permissible electronic mode to the extent permitted and in the manner prescribed under the Companies Act from time to time. (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board. (iii) The quorum necessary for the transaction of the business of the Board of Directors shall be one-third (1/3)

		68	of the total number of Directors of the Company (any fraction contained in that one-third (1/3) being rounded off as one) or two (2) Directors, whichever number is higher. (iv) Subject to the provisions of the Companies Act and unless a majority of the Directors agree in writing to a shorter notice, seven (7) days' notice of every meeting of the Board of Directors shall be given in writing to every Director, whether absentee or alternate director, at his usual address, whether in India or abroad. Where a notice of meeting is required to be given to a Director abroad, the notice shall be given simultaneously by a registered air mail letter and by email or telefax, if any, provided by such Director. The length of notice shall be computed with reference to receipt of such email/telefax or registered airmail letter, whichever of the two shall occur first. The registered airmail letter shall be deemed to take in transit four (4) days from the date of posting (excluding the dates of posting and receipt). (v) Every notice convening a meeting of the Board shall set out the agenda of the business to be transacted at such meeting. The Board shall not, without the consent of all the Directors present at the meeting, consider any item of business, which has not been stated, in the notice convening the meeting.
☐	☐	69	(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
☐	☐	70	(i) A committee may elect a Chairperson of its meetings. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
☐	☐	71	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
☐	☐	72	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
☐	☒	73	(i) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held. (ii) A circular resolution shall be as valid and effectual as a resolution duly passed at a meeting of the Board of Directors called and held in accordance with the provisions of the Companies Act and the Articles, provided it has been circulated in draft form, together with the relevant papers, if any, to all the Directors (including the alternate directors) and has been approved by all the Directors entitled to vote thereon.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
☐	☐	74	Subject to the provisions of the Act, -- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
☐	☐	75	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
			The Seal
☐	☐	76	(i) The Board shall provide for the safe custody of the seal. (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two

			directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			Dividends and Reserve
☐	☐	77	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
☐	☒	78	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve (iii) No Dividend shall be paid otherwise than out of profits or shall bear interest against the Company. (iv) Any General Meeting declaring a Dividend or bonus may direct payment of such Dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the Board shall give effect to such resolution and where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board.
☐	☐	79	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve
☐	☐	80	(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
☐	☐	81	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
☐	☒	82	(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two (2) or more joint holders may give effectual receipts for any Dividends, bonuses, or other money payable in respect of the Shares held by them as joint holders.
☐	☐	83	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.
☐	☐	84	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
☐	☐	85	No dividend shall bear interest against the company.

			Accounts
☐	☒	86	(i) The Board shall cause proper books of account to be maintained as per the provisions of the Companies Act. (ii) 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. (iii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting. (iv) The balance sheet and profit & loss account of the Company will be audited once in a year by a qualified auditor for correctness as per provisions of the Companies Act. (v) The first auditors of the Company shall be appointed by the Board of Directors within one (1) month after its incorporation who shall hold office until the conclusion of the first annual General Meeting. (vi) The Board may fill up a casual vacancy in the office of the auditors. If, however, the vacancy is caused by the resignation of the auditors, it shall only be filled by the Company in a General Meeting. (vii) The remuneration of the auditors shall be fixed by the Company in a General Meeting except that remuneration of the first or any auditors appointed by the Board may be fixed by the Board.
			Winding up
☐	☐	87	Subject to the provisions of Chapter XX of the Act and rules made thereunder -- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
			Indemnity
☐	☒	88	The Company may, in its discretion and to the fullest extent permitted under law, rule or regulation, indemnify any Director or officer or Secretary of the Company or any Person employed by the Company or auditor against any liability incurred by him by reason of any contract entered into or act or thing done by him as an officer, Director or Secretary or in any way in the discharge of his duties, or in defending any bona fide proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under the Companies Act in which relief is granted to him by the Court. Such indemnity shall immediately attach as a lien on the property of the Company and have priority as between the Members over all other claims.
☒			Others
		89	(i) Every Director, manager, trustee, officer, servant, agent, accountant or other Person employed in the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe strict secrecy in respect of all transactions of the Company and shall by such declaration pledge himself not to reveal any of the matters which come to his knowledge in the discharge of his duties except when required to do so by the Board or by a court of law except so far as may be necessary in order to comply with any of the provisions in these Articles. (ii) BORROWING POWERS The Board may borrow funds for the purpose of the Company by deposit (except public deposit), loans or issue of bonds, debentures, convertible bonds or in any other form either unsecured or on such security and on such terms and conditions as they may deem fit. (iii) GENERAL AUTHORITY

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

	Subscriber Details				
S. NO	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated
1	NAME- MR. MADHUKAR VASANT JADHAV S/O- MR. VASANT KESHAV JADHAV ADDRESS- A/P- RAJAPUR, TAL- SANGAMNER KHURD, DIST- AHMEDNAGAR, PIN- 422605, MAHARASHTRA,INDIA OCCUPATION- BUSINESS	BDAPJ0346N	PUNE	JADHAV MADHUKAR VASANT Digitally signed by JADHAV MADHUKAR VASANT Date: 2019.09.03 17:33:23 +05'30'	03/09/2019
2	NAME- MS. POOJA MADHUKAR JADHAV D/O- MR. MADHUKAR VASANT JADHAV ADDRESS - A/P- RAJAPUR, TAL- SANGAMNER KHURD, DIST- AHMEDNAGAR PIN-422605, MAHARASHTRA,INDIA OCCUPATION- BUSINESS	BBEPJ3591D	PUNE	JADHAV POOJA MADHUKAR Digitally signed by JADHAV POOJA MADHUKAR Date: 2019.09.03 17:33:49 +05'30'	03/09/2019

Signed Before Me						
Name		Address, Description and Occupation	DIN/PAN/ Passport Number/ Membership Number	Place	DSC	Dated
ACS	SUNIL BALASAHEB DHOKCHAULE	OFFICE NO: - 502, 5TH FLOOR, "VRUNDAVAN SOCIETY", BEHIND PDCC BANK, DANDEKAR BRIDGE, SINHAGAD ROAD, PUNE-411030, OCC- PCS.	39392	PUNE	SUNIL BALASAHEB DHOKCHAULE Digitally signed by SUNIL BALASAHEB DHOKCHAULE Date: 2019.09.03 17:34:22 +05'30'	03/09/2019

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SUNIL DHOKCHAULE & ASSOCIATES COMPANY SECRETARIES M. No. F11657 C.P No. 14656

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