

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
NITIRAJ ENGINEERS LIMITED¹

1. Application of Table "F"

Regulations in Table F in the schedule I to the Companies Act, 2013 shall apply to this company except in so far as they are inconsistent with any of the provisions contained in these Regulations and except in so far as they are hereinafter expressly or impliedly excluded or modified.

2. INTERPRETATION

"The Company or This Company"

"The Company" or "This Company" means **NITIRAJ ENGINEERS LIMITED**.

"The Act"

"The Act" means Companies Act 2013 or any statutory modifications or re-enactment thereof for the time being in force including the rules made there under.

"Board of directors" or "Board"

In relation to a company, means collective body of directors of the company.

"Singular Member"

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

"Headings"

The headings hereto shall not affect the construction thereof save as aforesaid, any words or expressions used in these Articles, shall bear the same meaning and as defined in the Act or General Clause, if not inconsistent with the subject or context of these Articles.

* Altered vide Special resolution passed by the members of the Company in Extra Ordinary General meeting held on 08.06.2015.



"Member"

Pursuant to section 2(55) of Companies Act, 2013, member in relation to the company means –

- i) the subscriber to the memorandum of the company who shall be deemed to have agreed to become the member of the company, and on its registration shall be entered as member in its register of members.
- ii) every other person who agreed in writing to become the member of the company and whose name is entered as member of the company.
- iii) every person holding shares of the company and whose name is entered as beneficial owner in the record of depository;

"Seal"

"The Seal" means the Common Seal of the Company.

"Securities" means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act 1956;

"Sweat Equity Shares" means equity shares issued by the Company to its directors or employees at a Discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.

"Beneficial Owner" means the beneficial owner as defined in the Depositories Act, 1996.

"Depository" means a depository as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996.

"Depositories Act" means the Depositories Act, 1996 and any statutory modification and reenactment thereof.

"Shares may be held in Depository" The Company may dematerialize / rematerialize its shares pursuant to Depositories Act and offer its shares as subscription / allotment in a dematerialized form the provisions of the Articles of Association of the Company shall not apply to the shares held with the depository in dematerialized form.

"Issue, transfer, transmission of shares under the Depositories Act" The provisions of the Depositories Act shall apply in respect of the issue, transfer and transmission held by member with the Depository.

PUBLIC COMPANY

3. Pursuant to Sec. 2 (71) of the Act, Public Company means a company which-

(a) is not a private company;

(b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed;

Provided that a company which is a subsidiary of a company, not being a private Company,



shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;

4. ALTERATION TO MEMORANDUM

The Company by passing special resolution in the General meeting of member's of the company shall have power to alter the provisions of the Memorandum of Association as per Section 13 of the Companies Act, 2013 except for increase in capital. For increase in capital, company can pass ordinary resolution as per provisions of Section 61 of the Act.

5. AMOUNT OF CAPITAL

A) Present authorized capital of the company shall be as per "Capital Clause" of the Memorandum of Association of the company.

B) ALTERATION OF CAPITAL

- i) The company may, from time to time by passing an ordinary resolution increase the share capital by as may be specified in the resolution. And Subject to the provisions of Section 61 of the Act,
- ii) The company may, by ordinary resolution in general meeting of the members of the company –
 - a) Consolidate or 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 passing of the resolution, have not been taken or agreed to be taken by any person.
- iii) The company may, by special resolution in general meeting of members of the company can reduce in any manner and with, and subject to, any incident authorized and consent required by law - (a) its share capital (b) any capital redemption reserve account; or (c) any share premium account.

6. PREFERENCE SHARES

- i) Subject to the provisions of Section 55 of the companies Act, 2013 preference shares may, 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 preference shares by special resolution determine in that behalf.
- ii) Redemption of preference shares shall be done as per provisions of section 55 of the Act.

SHARES AND CERTIFICATES

7.

- 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
 - (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 under the common seal and shall specify the shares to it relates and the amount paid-up thereon. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a one of several joint holders shall be sufficient delivery to all such holders.
- iii) 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. Then a new certificate may be issued in lieu thereof.
- iv) 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.
- v) The provision of Articles (b) and (c) shall *mutatis mutandis* apply to debenture certificate of the company.

DEMATERIALISATION OF SECURITIES

8. Option to dematerialise Securities:

Notwithstanding anything contained in these Articles, the Company shall in accordance with the provisions of the Depositories Act, 1996; be entitled to dematerialise its securities and to offer the same for subscription in a dematerialised form and on the same being done, the Company shall maintain a Register of Members / Debenture holders holding shares / debentures both in material and dematerialised form in any media as permitted by law including any form of electronic media, either in respect of existing shares or any future issue.


In case of allotment of securities, if a person opts to hold his security with a Depository, the Company shall intimate such Depository details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the Security.

9. Option for Investors:

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of depository, in respect of any security in the manner provided by the Depositories Act, 1996; and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities.

10. Securities in Depositories to be in fungible form:

All securities held by a Depository shall be dematerialised and be in fungible form.



11. Rights of Depositories and Beneficial Owners:

- (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his / her securities which are held by a Depository.

12. Service of documents:

Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in Depository, the records of the beneficial ownership may be served by such Depository on the Company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

13. Transfer of Securities:

Nothing contained in the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.

14. Allotment of Securities dealt with in a Depository:

Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

15. Distinctive numbers of securities held in a Depository:

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.

16. Register and index of beneficial owners:

The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996; shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

POWER TO NOMINATE

17. As per section 72 of the Act & Rules made there under, every holder of securities of a



company may, at any time, nominate any person to whom his securities shall vest in the event of his death.

LIEN

18.

a) The company shall have a first and paramount lien on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and on all shares (not being fully paid shares) standing registered in the name of 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. 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.

b) The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: -Provided that no sale shall be made--(a) unless a sum in respect of which the lien exists is presently payable; or 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.

19. i) To give effect to any such sale, the Board may authorize 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.

20. 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

21. WHEN CALL IS TO BE MADE AND TO WHOM: -

(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).

(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.

iv) 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 installments.

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

(vi) 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 two per cent per annum.

vii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

22. REVOCATION/ POSTPONEMENT OF CALL

The Board may at its discretion revoke or postpone the call or may extend the date of payment thereof, or may change such interest as they may think fit.

23. CALLS IN ADVANCE

The Board may, if decided, receive call in advance without any extra privilege about voting, and the advance call shall carry or not interest rate as may be decided by the Board.

24. RIGHTS CONNECTED TO SHARE CAPITAL

Subject to the provision 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.

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.

Company can issue the shares with differential voting rights subject to compliance of the rules made therefore.

TRANSFER AND TRANSMISSION OF SHARES

TRANSFER OF SHARES

25. INSTRUMENT OF TRANSFER

(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(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.



26. RIGHT TO REFUSE TRANSFER

- a) The Board may, subject to the right of appeal conferred by section 58 decline to register-
- (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve;
or
 - (ii) any transfer of share on which the company has a lien.
- b) The Board may decline to recognize any instrument of transfer unless-----
- (i) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (ii) 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
 - (iii) The instrument of transfer is in respect of only one class of shares.

27. CLOSURE OF REGISTER OF MEMBERS:-

On giving not less than Seven days' previous notice in accordance with section 91 and rules made there under, 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.

28. TRANSMISSION OF SHARES

- (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 recognized 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.
29. (i) Any person becoming entitled to a share in consequences 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.
30. (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 transfer 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.

31. 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 shares, 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

32. If a member fails to pay any call, or installment 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 installment remains unpaid, together with any interest which may have occurred. The Notice of giving time limit of at least 14 days is to be given to person who is liable to pay the call stating 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. The forfeiture shall be done by a resolution of the board to that effect.
33. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit AND At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
34. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently 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.

GENERAL MEETINGS

35. All general meetings other than annual general meeting shall be called extraordinary general meeting. Notice of general meeting shall not be less than clear 21 days in writing or in electronic mode to the shareholder of the company.

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.



36. (i) 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.

PROCEEDINGS AT GENERAL MEETINGS

37. BUSINESS TO BE TRANSACTED: -

No business shall be transacted at any general meeting unless a quorum of members in present at the time when the meeting proceeds to business. The quorum for the general meetings shall be as provided in Section 103 of the Act.

38. CHAIRMAN OF GENERAL MEETING

The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the company. 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.

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.

39. ADJOURNMENT OF MEETING

- (i) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourned 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 tookplace.
- (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

40. Subject to any rights or restrictions of the time being attached to any class or classes of share

- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

41. (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 execution of the votes of the other joint holders and

seniority shall be determined by the order in which the names stand in the register of members.

42. 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.
43. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
44. 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.
45. No member shall be entitled to vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is related party.

PROXY

46. The instrument appointing a proxy in a prescribed form or a copy of duly notarized power of attorney 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.
47. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
48. 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.

QUORUM

49. **For General meeting:** - Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103, if proper quorum is not present within Half - an -hour from the time appointed for holding a meeting of the company -
 - (a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
 - (b) the meeting, if called by requisitionists under section 100, shall stand cancelled:
- For Board meeting :-** one-third of its total strength 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 under this sub-section.

BUSINESS TO BE TRANSACTIONED

50. At the General Meeting no business other than stated in the Notice calling the said meeting be transacted and such business shall subject to the provisions of the Act, be decided by resolution by show of hands or by poll if demanded and the Chairman's decision shall be conclusive.

MEETING OF SEPARATE CLASS

- 51.
- 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 holdings at least one-third of the issued shares of the class in question.

BOARD OF DIRECTORS

52. NUMBER OF DIRECTORS

The number of Directors shall not be less than three and shall not be more than fifteen.

53. FIRST DIRECTORS

The First Directors of the Company are :-

- 1) MR. RAJESH RAGHUNATH BHATWAL
- 2) MRS. SHAKUNTALA RAJESH BHATWAL
- 3) MR. RAGHUNATH RAMESHWAR BHATWAL

54. MONETARY ENTITLEMENT TO DIRECTORS

- (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:
 - (b) in connection with the business of the company.

iii) The Board may pay all expenses incurred in getting up and registering the company.

iv) 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.

55. SIGNING OF ATTENDANCE: -

Every directors 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.

56. APPOINTMENT OF DIRECTORS: -

(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.

57. APPOINTMENT OF MANAGING AND OTHER DIRECTOR

The Board shall be entitled to appoint any person as alternative/ additional/ Technical/ Financial/ Managing/ Special/ Executive/ Whole time Director/ such other designated directors whose terms of appointment shall be decided by the Board, subject to the provisions of the Act. The Board has power to appoint any other qualified person to be the additional or casual vacancy Director.

MANAGING DIRECTOR, WHOLE TIME DIRECTOR & MANAGER

58. MANAGING DIRECTOR, WHOLE TIME DIRECTOR & MANAGER

The Director may, from time to time, appoint one or more directors as Managing Director, or Whole time Director or Manager or Chief Executive Officer or Chief Financial Officer or Company Secretary as the case may be for a fixed term not exceeding 5 years at a time for which he or they, is or are to hold office and may from time to time (Subject to the provisions of any contract between him and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. A retiring Managing Director or Whole time Director or Manager or Chief Executive Officer or Chief Financial Officer or Company Secretary may be reappointed subject to the provisions of the Act. Managing Director or Whole time Director or Manager or Chief Executive Officer or Chief Financial Officer or Company Secretary as the case may be, shall not while he or they continues or continue to hold that office, be subject to retirement by rotation and shall not be reckoned as Director/s for the purpose of determining the number of Directors to retire by rotation. But he or they shall *ipso-facto* cease to be Managing Director, or Whole time Director or Manager or Chief Executive Officer or Chief Financial Officer or Company Secretary as the case may be, if he or they cease to hold office of Director/s for any cause.



59. SITTING FEES

The Directors may be paid a sum not exceeding such sum as may be prescribed under Section 197 of the Companies Act, 2013 from time to time, for attending the meetings of the Board or of the sub-committee thereof in addition to the actual expenses incurred for attending the meetings.

60. SPECIAL REMUNERATION

Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of the Director, may be paid such extra remuneration by way of salary, commission, percentages of profit or otherwise as the Directors may determine.

61. RETIREMENT

All the directors of the company will be liable to retire by rotation at every annual general meeting according to length of term of directorship they are holding in the company.

POWERS OF DIRECTORS

62. DIRECTORS TO MANAGE THE AFFAIRS OF THE COMPANY

The Director shall have the power of complete management of the Company's affairs *inter alia* regarding shares, loans, investment and to exercise all such powers and to do all things and acts, as the Company is authorized to do by its Memorandum of Association or required to be exercised under statute or Articles for the benefit of Company's business but subject to the provisions of the Act, these Articles or any direction given by the members in the General Meeting.

63. PARTNERSHIP

Whenever it is decided in the interest of the Company to enter into partnership or to amalgamate or merge with or to take over any individual, firm, limited liability partnership, undertaking organization or Company, the Board can authorize any of its directors to sign and execute partnership deed, amalgamation agreement, merger agreement, or take over agreement, or limited liability partnership agreement and other documents and accept all rights and obligations of the other party on behalf of the Company.

BORROWING POWERS

64. BORROWINGS

The Board may borrow funds for the purpose of the Company by deposit, loans or issue of debentures, convertible debentures, or in any other form either unsecured or on such security and on such terms and conditions as may be decided by the Board subject to provisions of section 71, section 73, section 179, section 180 and section 186 of the Act read with rules made there under.

PROCEEDINGS OF THE BOARD OF DIRECTORS

65. BOARD MEETINGS

- i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

Subject to directors shall meet at least 4 (Four) times in a year provided the gap between two such board meeting shall not be more than for 120 days.

- 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.
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 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.
68. (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.
(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 directors present may choose one of their number to be Chairperson of the meeting.
69. (i) The Board may, subject to the provision 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. Save as otherwise expressly provided in the Act, a resolution in writing signed 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, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

71. CHAIRMAN

Every Board meeting duly constituted, if not adjourned for want of quorum, shall be chaired by the Chairman or other Directors as may be agreed upon and shall decide any business by simple majority.

72. CIRCULAR BOARD RESOLUTION

The Board can pass resolutions by circulation provided it is duly circulated along with papers and is approved by majority and by such number of Directors as are required for quorum. And if not less than one third (1/3) of total number of board of directors of the company for time being require that any resolution under circulation must be decided at a meeting then the particular resolution is to be decided by board meeting only.

73. DELEGATION OF POWERS

The Board may delegate any of its powers to a committee of the Board constituted or to any other person as may be decided and such committee meetings shall be governed in the same manner as that of the Board Meetings.

74. DIRECTORS MAY CONTRACT WITH THE COMPANY

The Directors may directly or indirectly, enter into contract with the Company and even being interested in the business after disclosing the facts, but such interested director shall not participate and vote in the meeting in which the matter of contract or arrangement is discussed and resolved.

75. GENERAL AUTHORITY

Where it has been provided in the Act that the company shall have any right, privilege or authority or that the Company could carry out any transactions only if the Company is so authorized by its Articles, then and in that case this Regulation 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 Act without there being any specific Regulation in that behalf herein provided. Few illustrations of such rights, privilege, authorities and transactions the following are set out with relevant Sections.

Section 55 to issue Redeemable Preference Shares.

Section 50 to accept unpaid share capital although not called up and to pay interest on such amount at a rate, which may be determined by the Board.

Section 51 to pay dividend in proportion to amount paid-

up. Section 61 to alter the share capital of the Company.

Section 66 to reduce the share capital.

Section 48 to alter rights of the holders if special class of shares.

Section 88 to keep foreign register of Members and debenture

holders. Section 161 to appoint additional Directors.

Section 163 to adopt proportional representation for the appointment of

Directors. Section 161 authorizing the Board to appoint alternate Directors,

etc.

Section 286 to make liability of its Directors or any Director or Manager unlimited.

SEAL

76. (i) The Board shall provide for the safe custody of the seal.

(iii) 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 authorized by it in that behalf, and except in the presence of at least two directors or any other person as the board may appoint for the purpose; and those two directors and or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDEND

77. DIVIDEND PAYMENT AND RATE.

1) Subject to the provisions of section 123 the Act, the dividend can be paid either out of the profits of the company for the that financial year or out of profits of the company for any previous financial year or years at the rate declared at the General Meeting but not exceeding as recommended by the Board in proportion to the capital paid up on shares after providing for depreciation and reserves in compliance with section 123 of the Act.

2) If dividend is declared by the company out of the profits for previous financial years due to inadequacy or no profit in a year in which dividend is declared then it shall not exceed the rates at which dividend was declared by it in three years immediately preceding that year.

3) Interim dividend can be recommended and declared by the board out of the surplus in the profit and loss account and out of profits in the financial year in which such interim dividend is sought to be declared.

78. CREATION OF RESERVE AFTER DIVIDEND DECLARATION.

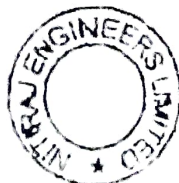
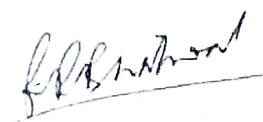
Before recommending any dividend the Board may set aside certain amount of profits as Reserves, which shall be applied in the manner as may be from time to time decided by the Board. The Board can carry forward the profits without declaring dividend or can declare interim dividend without general meeting resolution.

79. MODE OF PAYMENT OF DIVIDEND

Dividend shall be paid by cheque or warrant payable to the member whose name appears on the Register of Members in a particular day as may be decided by the Board.

CAPITALIZATION

80. To distribute as bonus Shares among the members or to place to reserve or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on debentures or other securities issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares, subject to the provisions of the Companies Act, 2013 ²



* Altered vide Special resolution passed by the members of the Company in Annual General held on 31.08.2019



ACCOUNTS

PROPER BOOKS OF ACCOUNTS

77. The Company shall keep at its Registered Office or such other place as may be decided by the Board, books of accounts giving true and fair view of the state of affairs of the Company.

78. ANNUAL ACCOUNTS

Board shall cause to be prepared and placed before the Company in Annual General Meeting audited Balance Sheet and Profit and Loss Account, copy of which should be sent to all the members entitled thereto along with the notice of the meeting.

Accounts once adopted may be amended at a later meeting of the shareholders by ordinary resolutions subject to provisions of section 130 or 131 of the act.

AUDIT

79. AUDIT OF ACCOUNTS

The Auditors appointed as per the provisions of the Act shall audit the Accounts of the Company. Subject to provisions of section 130 or 131 and Article No 44 the Accounts when audited and approved at the Annual General Meeting shall be conclusive.

SWEAT EQUITY SHARES:

80. Subject to the provisions of Section 54 of the Companies Act and rules there under the Company shall have power to issue the Sweat Equity Shares by passing special resolution in the general meeting of the company.

BUY-BACK OF SHARES

81. Notwithstanding anything contained in these articles, the company shall, to the extent permitted by the under section 68 to section 70 of Act and applicable rules and regulations, have the right to buy back its own shares or other specified securities out of its free reserves or security premium account or the proceeds of any shares or other specified securities or otherwise as permissible, subject to and in accordance with the applicable provisions of the Act and the rules and regulations as may be prescribed there under by passing special resolution in the general meeting of the company or passing resolution in the board meeting as per the percentage of buy back of securities.

POSTAL BALLOT

82. Notwithstanding anything contained in these Articles of Association, the Company in case of resolutions relating to such business as the Central government may, by notification declare to be conducted only by postal ballot and in respect of any item of business other than ordinary business and any business in respect of which directors and auditors have a right to be heard at meeting transact by means of postal ballot instead of transacting such business at a general meeting of the company, subject to the provisions of Section 110 of the Act and applicable rules as may be prescribed from time to time. If such resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been passed at general meeting convened in that behalf.



SECRETARY

83. The Directors may from time to time on such terms and conditions appoint or remove any individual or firm to perform any functions required to be performed by Secretary or Manager under the Act and to execute such other as may be decided by the Board.

WINDING UP

84. 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 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 trust 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

85. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECRECY

86. Every Director, Secretary, Auditor and any other officer or employee of the Company shall, if so required by the Directors, before entering upon duties, sign a declaration pledging to observe a strict secrecy in respect of all the affairs of the Company.

SECRECY RESTRICTION

87. Subject as conferred by law no member shall be entitled to visit or inspect any accounts, books, documents or works of the Company without the permission of the Directors or require discovery of any of the Company trade secrets, process or any other matter which would in the opinion of the Directors be expedient in the interest of the Company not to the Directors.

We the several persons, whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these ARTICLES OF ASSOCIATION.

Sr. No.	Name, Address, Description and Occupation of subscribers	Signature of subscriber	Address, description, name and occupation of Witness
1.	Rajesh Raghunath Bhatwal S/o. Raghunath Bhatwal B/h. Gurudwara, Bombay Agra Road, Dhule-424311 Occupation - Business		H.K.SHRIVASTAVA 111-3, Malegaon Road, Agrawal Naya, Dhule- 424311 Occ.- Service
2.	Mrs. SHAKUNTALA R. BHATWAL W/o. Mr. Rajesh Bhatwal Bhatwal Dal Mill, CMPD, B/h., Gurudwara, Bombay Agra Road, Dhule- Occ.- Business		H.K.SHRIVASTAVA 111-3, Malegaon Road, Agrawal Naya, Dhule- 424311 Occ.- Service
3.	Mrs. Meerabai R. Bhatwal W/o. Raghunath Bhatwal Bhatwal Dal Mill, B/h. Gurudwara, Mumbai Agra Road, Dhule- Occ.- Housewife		H.K.SHRIVASTAVA 111-3, Malegaon Road, Agrawal Naya, Dhule- 424311 Occ.- Service
4.	Alok Raghunath Bhatwal S/o. Raghunath Bhatwal B/h. Gurudwara, Bombay Agra Road, Dhule-424311 Occupation - Business		H.K.SHRIVASTAVA 111-3, Malegaon Road, Agrawal Naya, Dhule- 424311 Occ.- Service
5.	Raghunath Rameshwar Bhatwal S/o. Rameshwar Bhatwal Bhatwal Dal Mill Compound, Dhule Occ.- Business		H.K.SHRIVASTAVA 111-3, Malegaon Road, Agrawal Naya, Dhule- 424311 Occ.- Service
6	Mrs. Deepa A. Bhatwal W/o. Alok Bhatwal Bhatwal Dal Mill, B/h. Gurudwara, Mumbai Agra Road, Dhule- Occ.- Business		H.K.SHRIVASTAVA 111-3, Malegaon Road, Agrawal Naya, Dhule- 424311 Occ.- Service
7.	Prime Dignisotics Pvt. Ltd. Bhatwal Dal Mill, B/h. Gurudwara, Mumbai Agra Road, Dhule- Occ.- Business Mr. Rajesh Raghunath Bhatwal		H.K.SHRIVASTAVA 111-3, Malegaon Road, Agrawal Naya, Dhule- 424311 Occ.- Service

Place :- Dhule
Date :- 01/03/99