

**Form No. INC-31**

e-AOA (e-Articles of Association)

[Pursuant to Section 5 of the Companies Act, 2013 and rules made thereunder read with Schedule I]



Form language

☒ English ☐ Hindi

Refer instruction kit for filing the form

All fields marked in \* are mandatory

Table applicable to company as notified under schedule I of the Companies Act, 2013 (F, G, H)

F

Table F / G / H (basis on the selection of above-mentioned field) as notified under schedule I of the companies Act, 2013 is applicable to

(F – a company limited by shares

G – a company limited by guarantee and having a share capital

H – a company limited by guarantee and not having share capital)

F - A COMPANY LIMITED BY SHARES

The name of the company is

KOLUMBUS CARE FOUNDATION

Check if not applicable	Check if altered	Article No.	Description
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<b>Interpretation</b>
			<ul style="list-style-type: none"> <li>PRELIMINARY 1. Regulations contained in Table F of Schedule I of the Companies Act 2013 shall apply to the Company except in so far as they are not inconsistent with the provisions contained in these Articles. Regulations for the Management of the Company and for the observance by the Members thereof and their representatives shall be subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of its regulation by Special Resolution as prescribed or permitted by the Act and shall be such as are contained in these articles. Regulations 18 26 36 37 38 40 41 and 80 to 88 of Table F shall not apply to the Company. INTERPRETATION 2. In these Articles unless there be something in the subject matter or context inconsistent therewith-a. The Company or This Company means KOLUMBUS CARE FOUNDATION.b. The Act or The said Act means the Companies Act 2013 or the Act modified or re-enacted or replaced for the said Act and includes any Rules and Regulations made there under. c. Articles means these Articles of Association or originally framed or as altered from time to time by Special Resolution. d. Board of Directors or Board in relation to the Company means collective body of the Directors of the Company.e. Beneficial Owner means a person whose name is recorded as such with a depository.f. Depositories Act means the Depositories Act 1996 and any statutory modification or re-enactment enforced for the time being in India.g. Depository means a depository as defined under the Depositories Act 1996.h. Dematerialization means procedure of conversion of physical shares to electronic shares.i. Committee means a Committee constituted by the Board of Directors of the Company for administrative or any other purpose.j. Company Secretary or Secretary means a Company Secretary as defined in clause (c) of subsection (1) of Section 2 of the Company Secretaries Act 1980 who is appointed by a Company to perform the functions of a Company</li> </ul>





Secretary under this Act.k.Financial Year means year starting and ending on such dates as may be prescribed by the Act from time to time. l. Key Managerial Personnel shall mean the Chief Executive Officer or the Managing Director or the Manager the Company Secretary the Whole-time Director the Chief Financial Officer and include any other personas may be notified by the Act to be the Key Managerial Personnel.m. Manager means an individual who subject to the superintendence control and direction of the Board of Directors has the management of the whole or substantially the whole of the affairs of a Company and includes a Director or any other person occupying the position of a Manager by whatever name called whether under a contract of service or not.n. Managing Director means a Director who by virtue of the Articles of the Company or an agreement with the Company or are solution passed in its General Meeting or by its Board of Directors is entrusted with substantial powers of management of the affairs of the Company and includes a Director occupying the position of Managing Director by whatever name called.o. Member means-1)The Subscriber to the Memorandum of the Company who shall be deemed to have agreed to become Member of the Company and on its registration shall be entered as Member in its Register of Members.2) Every other person who agrees in writing to become a Member of the Company and whose name is entered in its Register of Members shall be a Member of the Company.3) Every person holding shares of the Company in physical mode or dematerialised mode and whose name is entered as beneficial owner in the records of the depository.p. Memorandum means the Memorandum of Association(MoA) of the Company as may be modified from time to time.q. Month means the Calendar Month.r. The Office means the Registered Office of the Company The Register means the Register of Members of the Company.s. The Register means the Register of Members of the Company and shall be kept in accordance with the provisions of the Act.t. Writing shall include printing and lithography and any other mode of representing or reproducing words in visible form. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Companies Act 2013 or modified or re-enacted or replaced for the said Act or any statutory modifications thereof. Words imparting singular numbers hall also include plural number and vice versa and the words imparting masculine gender shall also include feminine gender and vice versa.PRIVATECOMPANY3.The Company is a Private Company within the meaning of Section 2(68) of the Companies Act 2013and accordingly the Company(i) Restricts the right to transfer its shares(ii) Limits the number of its Members to two hundred Provided that where two or more persons hold one or more shares in a Company jointly the shall for the purposes of this clause 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(iii) Prohibits any





		invitation to the public to subscribe for any securities of the Company.
		<b>Share Capital and Variation of rights</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>II 1</p> <ul style="list-style-type: none"> <li>The Company may issue following kinds of shares in accordance with these Articles the Act and other applicable laws Equity share capital-(i) with or without voting rights and or (ii) with differential rights as to voting or otherwise in accordance with the Rules.2. The Authorised Share Capital of the Company shall be as reflected in Clause 8 of its Memorandum of Association from time to time. The shares in the capital of the Company shall be under the control of its Directors who shall allot or otherwise dispose of the same or any of them to such persons (whether already Members or not) in such proportion and on such terms and conditions as permitted by the Act against payment in cash or kind at such times as they may from time to time as think fit and proper subject to the provisions of the Act. Shares may be registered in the name of any person(s) or any Private or Public Limited Company or any other legal entity provided that not more than four persons are registered as Joint Holders of any shares. A Member of the Company shall be entitled to appoint a Nominee for his Shares as provided under the Act provided however that such Nominee shall be a person approved by the Board in writing. Increase of share capital The Company in General Meeting may from time to time increase its capital by creation of new shares of such amount as may be deemed expedient with the prior approval of the Central Government. The new shares so issued shall be at par with the then existing shares in all respects. Allotment of shares The shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Board of Directors may think fit however subject to the Articles herein contained. As regards allotments made from time to time the Company shall duly comply with provisions of Section 39 of the Companies Act 2013. Call on Shares Subject to the provisions of the Act call on shares may be made on a uniform basis however the full amount of the shares can be accepted in one lump sum interest may or may not be paid on such amount as may be decided by the Board from time to time. The Joint Holders of a shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>2</p> <ul style="list-style-type: none"> <li>Issuance and entitlement of Share Certificates The Certificate of title to shares shall be issued within two months from the date of incorporation or allotment of shares and one month after the application for the registration of transfer or transmission is received signed by the Authorised Signatory appointed by the Board subject to such Rules and Regulations as may be prescribed by law from time to time. Every person whose name is entered as a Member in the Register of Members shall be entitled to receive within two months after the allotment or within one month after the application for the registration of transfer or transmission the Certificate for the shares allotted or transferred or transmitted to him. Issuance of duplicate Share Certificate If any Share Certificate be worn out</li> </ul>





		<p>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 deems adequate a new Certificate in lieu thereof shall be given. Where a Company issues any share capital no Certificate of any share or shares held in the Company shall be issued except in pursuance of a resolution passed by the Board.</p>
<input type="checkbox"/> <input checked="" type="checkbox"/>	3	<ul style="list-style-type: none"> <li>(i) Notwithstanding anything contained in these Articles the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act. (ii) Such a person who is the Beneficial Owner of the securities can at anytime opt out of a Depository in respect of any security in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed issue to the Beneficial Owner the required certificates of securities. (iii) Where a person opts to hold a security with a Depository the Company shall intimate the Depository the 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. Securities in Depositories to be in fungible form. iv) All securities held by a Depository shall be dematerialised and shall be in a fungible form. Nothing contained in Sections 88 and 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners. Rights of Depositories and Beneficial Owners (v) Notwithstanding anything to the contrary contained in the Act or these Articles a Depository shall be deemed to be the owner of security on behalf of the beneficial owner. (vi) Save as otherwise provided above the Depository as a registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it. (vii) Every person holding shares of any class in the capital of the Company and whose name is entered as beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by such person.</li> </ul>
<input type="checkbox"/> <input checked="" type="checkbox"/>	4	<ul style="list-style-type: none"> <li>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. Distinctive number of the securities held in 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. Registers and Index of Beneficial Owners Registers and Index of Beneficial owners maintained by a Depository under the Depositories Act shall be deemed to be the Register and</li> </ul>





		Index of Members and Security Holders for the purpose of these Articles. Service of Documents notwithstanding anything in the Act or these Articles to the contrary where securities are held in a Depository there records of beneficial ownership may be served by such Depository on the Company by means of electronic mode or delivery of floppies or disks or other digital means.	
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5	<ul style="list-style-type: none"> <li>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. 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. 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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	6	<ul style="list-style-type: none"> <li>(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 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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	7	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
<input type="checkbox"/>	<input checked="" type="checkbox"/>	8	<ul style="list-style-type: none"> <li>The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be so redeemed at the option of the Company within a period not exceeding twenty years from the date of their issue subject to such conditions as may be prescribed and the directors may subject to the provisions of the Act exercise such powers in any manner prescribed by the resolution authorizing issue of such shares. Further the Company shall have power to issue preference shares carrying a right to convert the preference shares into equity shares either compulsorily or at the option of the shareholder(s) based on terms of issue of the preference shares.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
			<b>Lien</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	9	<ul style="list-style-type: none"> <li>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 affixed 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</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		





		declare any share to be wholly or in part exempt from the provisions of this clause.	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	10	<ul style="list-style-type: none"><li>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 (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.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	11	<ul style="list-style-type: none"><li>(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.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	12	<ul style="list-style-type: none"><li>(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 be 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.</li></ul>
		<b>Calls on shares</b>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	13	<ul style="list-style-type: none"><li>Subject to the provisions of the Act calls on shares or debentures may be made on a uniform basis however full amount of the shares can be accepted in one lumpsum interest may or may not be paid on such amount as may be decided by the Board from time to time.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	14	<ul style="list-style-type: none"><li>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.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	15	<ul style="list-style-type: none"><li>The joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	16	<ul style="list-style-type: none"><li>(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.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	17	<ul style="list-style-type: none"><li>(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 relevant provisions of these Regulations as</li></ul>





		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.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	18	<ul style="list-style-type: none"> <li>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.</li> </ul>
		<b>Transfer of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	19	<ul style="list-style-type: none"> <li>(i) Instrument of transfer-The instrument of transfer shall be in writing and in the prescribed Form No.SH.4 or such other form as may be prescribed from time to time and shall be accompanied by the respective Certificate(s) and be executed by or on behalf of both the transferor(s) and transferee(s). 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.</li> <li>(ii) Fee for transfer- The Company shall not charge any fee for effecting transfer of its shares or debentures.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	20	<ul style="list-style-type: none"> <li>Shares or debentures may at any time be transferred to any member of the Company. No share or debentures shall be transferred to a person who is not a member of the Company so long as any member of the Company or any person selected by the Director as one to whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	21	<ul style="list-style-type: none"> <li>The Board may subject to the right of appeal conferred by Section 58 of the Act decline to register a. Any transfer of shares not being fully paid shares to a person of whom they shall not approve and b. Any transfer of shares on which the Company has a lien.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	22	<ul style="list-style-type: none"> <li>The Board may also decline to recognise any instrument of transfer unless a. the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act. b. the instrument of transfer is accompanied by the certificate of shares to which it relates and such other evidence as the Board of Directors may reasonably require to show the right of transferor to make the transfer and c. the instrument of transfer is in respect of only one class of shares. On giving not less than seven days previous notice or such lesser period in accordance with the Act and Rules made thereunder the registration of transfer 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 anyone time or for more than forty-five days in the aggregate in any year. The provisions of these Articles relating to transfer of shares shall, mutatis mutandis apply to any other securities including debentures of the Company.</li> </ul>
		<b>Transmission of shares</b>





<input type="checkbox"/>	<input checked="" type="checkbox"/>	23	<ul style="list-style-type: none"> <li>Any person becoming entitled to any shares or debentures of the Company in consequence of the death or insolvency of any sole member hereof or any mode other than by transfer upon producing such evidence of his title thereto as the Board thinks sufficient may with the consent of the Board (which it shall not be under any obligation to give) and without production of any probate or letter(s) of administration or succession certificate and upon such terms as to indemnity or otherwise as the Board may impose be registered as member in respect of such shares as the Board may approve. However in the event of his proposing of any other person it shall be subject to the same restrictions as those herein before.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	24	<ul style="list-style-type: none"> <li>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 to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	25	<ul style="list-style-type: none"> <li>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. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. 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.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	26	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	27	<ul style="list-style-type: none"> <li>In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or</li> </ul>





			liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.
			<b>Forfeiture of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	28	<ul style="list-style-type: none"><li>Subject to the provisions of Table F of the Companies Act 2013 as may be applicable from time to time the Board on non-payment of calls can forfeit Shares or Debentures and the Company shall have first lien on such forfeited Shares or Debentures.</li></ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	29	<ul style="list-style-type: none"><li>The notice aforesaid shall 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 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.</li></ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	30	<ul style="list-style-type: none"><li>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.</li></ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	31	<ul style="list-style-type: none"><li>A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.</li></ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	32	<ul style="list-style-type: none"><li>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. 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.</li></ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	33	<ul style="list-style-type: none"><li>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. 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. The transferee shall thereupon be registered as the holder of the share and 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.</li></ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	34	<ul style="list-style-type: none"><li>The provisions of these regulations as to forfeiture shall apply in the case of non-payment 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.</li></ul>





		<b>Alteration of capital</b>	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	35	<ul style="list-style-type: none"> <li>(i) The Company may by an appropriate resolution increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe consolidate its shares into shares of a larger amount than its existing shares sub-divide its shares into shares of a smaller amount than its existing shares 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 and reduce its share capital in any way or reclassify its share capital subject to the provisions of the Act.(ii) News shares shall be issued upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine and with a special or without any right of voting.(iii) Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by creation of new shares shall be considered as a part of the original capital and shall be subject to the provisions there in contained with reference to the payment of calls and installments lien forfeiture transfer and transmission surrender and otherwise.(iv) Rights for the time being attached to the shares may be modified abrogated varied or dealt with in the manner and in accordance with the Regulations of the Company and provisions of the Act.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	36	<ul style="list-style-type: none"> <li>The Board of Directors of the Company may before issue of any new shares determine that the same or any of them shall be offered at the first instance either at par or at a premium to all the existing holders of any class of shares in proportion as nearly by circumstances admit to the amount of the capital held by them or make any other provision as the issue and allotment of the new shares. Subject to the provisions of the Act any offer made under this clause shall be made by notice specifying number of shares offered and from the date of the offer within which the offer if not accepted will be deemed to be declined after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the Board may dispose of the same in such manner as it thinks fit. The Board may likewise dispose of any new shares which cannot in the opinion of the Board be conveniently offered under these Articles (by reason of the ratio which the new shares bear to the shares held by persons entitled to an offer of new shares).</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	37	<ul style="list-style-type: none"> <li>(i) Shares may be registered in the name of any person including a minor through guardian the joint holders or any private or public limited company or any other legal entity provided that not more than four persons are registered as joint holders of any shares. (ii) A member of the Company shall be entitled to appoint a nominee for his shares as provided under the Act provided however that such nominee shall be such person as may be approved by the Board in writing. (iii) Every member his successor executor or administrator shall be liable to the Company for payment of the portion of unpaid amount represented by his shares or debentures which may from time to time remain unpaid in such manner as the Board shall determine from time to time in accordance with the Company's Regulations.</li> </ul>





<input type="checkbox"/>	<input checked="" type="checkbox"/>	38	<ul style="list-style-type: none"> <li>(i) Shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such time as the Board of Directors may think fit but subject to the Articles herein contained and also to the restrictions mentioned in the Act in this behalf. (ii) As regards allotments made from time to time the Company shall duly comply with provisions of Section 39 of the Companies Act 2013.</li> </ul>
			<b>Capitalisation of profits</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	39	<ul style="list-style-type: none"> <li>Any surplus or deficit resulting from sale of any investments or any capital assets held by the Company shall be transferred to a reserve account called the capital reserve account. Balance standing to the credit of this account shall be available for the purpose of investment or for other capital purposes.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	40	<ul style="list-style-type: none"> <li>Whenever such a resolution as aforesaid shall have been passed the Board shall 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 generally do all acts and things required to give effect thereto. The Board shall have power 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 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. Any agreement made under such authority shall be effective and binding on such members.</li> </ul>
			<b>Buy-back of shares</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	41	<ul style="list-style-type: none"> <li>(i) Notwithstanding anything contained in these Articles but subject to provisions of the Act as may be amended from time to time the Company may purchase its own shares or other specified securities (hereinafter referred to as Buy-Back) out of-(a) its free reserve or (b) the securities premium account or (c) the proceeds of any shares or other specified securities in accordance with the provisions of the Act and Rules prescribed from time to time by the Central Government and or by any other authority in this behalf. (ii) Buyback of shares if any may be made by the Company subject to the provisions of the Act and Rules made there under or under any other Law or Regulations applicable to the Company.</li> </ul>
			<b>General meetings</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>(i) All general meetings other than annual general meeting shall be called extraordinary general meetings. (ii) The Board may whenever it thinks fit call an extraordinary general meeting. (iii) 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</li> </ul>





			possible as that in which such a meeting may be called by the Board.(iv) Subject to the provisions of the Act and subject to modifications made thereto the first annual general meeting of the Company shall be held within nine months from the date of closure of its first financial year and the subsequent annual general meetings of the Company shall be held within six months after the expiry of the respective financial years. Every annual general meeting shall be called in accordance with the provisions of the Act and Rules made thereunder from time to time.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	43	<ul style="list-style-type: none"> <li>(i) Subject to provisions of the Act a general meeting of the Company may be called by giving not less than 14 (fourteen) days clear Notice or such other period as maybe prescribed or modified or replaced by the Act from time to time in writing or by electronic mode to all members and other persons or entities entitled to receive the same specifying the place date day and hour of the meeting and nature of business to be conducted. Notice period can be made for lesser period if the requisite number of members entitled to vote there at agreed so as per the provisions of the Act. Notice for the General Meeting can be issued by electronic mode as may be permissible from time to time.(ii) Accidental omission to give any such notice or the non-receipt of any such notice by the members to whom it should be given shall not invalidate any resolution passed or proceedings held at such meeting.</li> </ul>
			<b>Proceedings at general meetings</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	44	<ul style="list-style-type: none"> <li>(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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	45	<ul style="list-style-type: none"> <li>The Chairperson if any of the Board shall preside as Chairperson at every general meeting of the Company.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	46	<ul style="list-style-type: none"> <li>(i) 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.(ii) 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 members presents shall choose one of their members to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	47	<ul style="list-style-type: none"> <li>The Chairman shall have one casting vote in addition to his regular vote which shall be exercised by him if only there is tie on any question. The casting vote will be used after he has exercised his usual vote.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	48	<ul style="list-style-type: none"> <li>In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.</li> </ul>





			<b>Adjournment of meeting</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	49	<ul style="list-style-type: none"><li>• (i) Subject to the provisions of the Act in the absence of the requisite quorum general or board meeting shall stand adjourned on the same day same place and time in the next week or as may be decided by the members or Board at the original meeting and no notice of such adjourned meeting will be necessary. However 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.(ii) If at any meeting called by requisitions the required quorum is not present within half an hour from the time appointed for holding the meeting it shall stand cancelled.</li></ul>
			<b>Voting rights</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	50	<ul style="list-style-type: none"><li>• Subject to any rights or restrictions for the time being attached to any class or classes of shares-(a) on a show of hands every member present in person shall have one vote and(b) on a poll voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	51	<ul style="list-style-type: none"><li>• A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	52	<ul style="list-style-type: none"><li>• (i) In the case of joint holders 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.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	53	<ul style="list-style-type: none"><li>• 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.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	54	<ul style="list-style-type: none"><li>• Any business other than that upon which a poll has been demanded may be proceeded with pending taking of the poll.</li></ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	55	<ul style="list-style-type: none"><li>• 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.</li></ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	56	<ul style="list-style-type: none"><li>• 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. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.</li></ul>
			<b>Proxy</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	57	<ul style="list-style-type: none"><li>• 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 case of a</li></ul>





			poll not less than 24 hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	58	<ul style="list-style-type: none"> <li>An instrument appointing a proxy shall be in the form as prescribed in the Rules made under Section 105.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	59	<ul style="list-style-type: none"> <li>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 there vocation 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.</li> </ul>
			<b>Board of Directors</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	60	<ul style="list-style-type: none"> <li>(i) The number of directors shall not be less than two and more than fifteen or such other higher number as may be prescribed by the act from time to time unless otherwise determined by the Company at a general meeting. (ii) The directors of the Company shall not be liable to retire by rotation unless determined otherwise by the general meeting. (iii) The first directors of the Company shall be Mr. Ajay Sarveshwar Kulkarni Son of Mr. Sarveshwar Govind Dhumal and Mr. Abhay Sarveshwar Dhumal Son of Mr. Sarveshwar Govindrao Dhumal.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	61	<ul style="list-style-type: none"> <li>(i) Addition to the Board- (a) The Board shall have power at any time and from time to time to appoint a person as an additional director who shall hold office up to the date of the next annual general meeting and shall be eligible for appointment as a Director of the Company. In any case the limit mentioned as above regarding maximum number of directors shall not exceed by such appointments. (b) A person who is not a retiring director shall be eligible for appointment to the office of director at any general meeting as a director of the Company by giving his consent in writing to the Company to act as such. (ii) Alternate Director- The Board of Directors may appoint an alternate director to act for a director (hereinafter referred to as original director) during his absence for a period of not less than three months or for the period as may be applicable from time to time from the State or Country in which the meetings of the Board are ordinarily held. The alternate director so appointed shall not hold office as such for a period longer than permissible to the original director in whose place he has been appointed and shall vacate office as and when the original director returns to the State in which the meetings of Board are ordinarily held. (iii) Nominee Director- The Board shall have power at any time in the course of its business and to benefit the Company and subject to the provisions of the Act to agree with any person firm corporation government financing or other authority that he or it shall have the rights to appoint his or its nominee to the Board of Directors of the Company upon such terms and conditions as may be determined from time to time. Such nominee directors shall be entitled to hold office until requested to retire by the relevant authority person firm institution or corporation who has or have appointed</li> </ul>





			<p>him and will not be bound to retire by rotation. As and whenever a nominee director vacates office whether upon request as aforesaid or by death resignation or otherwise the relevant authority person firm institution or corporation who appointed such nominee director may if the agreement so provide appoint another director in his place so long as any liability or obligation of the Company arising out of any Agreement with such authority person firm institution or corporation subsists.</p> <p>(iv) The Board may appoint such number of managing director(s) whole-time director(s) upon such terms and conditions in all respects as maybe deemed fit by the said Board.</p> <p>(v) Remuneration-(a) Subject to the provisions of the Act any sum may be paid to the directors as salary or remuneration either by way of a monthly payment or on the basis of a percentage of profits or both or otherwise as may be determined by the Board of Directors from time to time.</p> <p>(b) The managing director or whole-time director(s) shall be entitled to such salary or remuneration as may be determined by the Board of Directors from time to time and also for out of pocket expenses incurred in connection with the business of the Company and such traveling and other expenses as may be permitted by the Board of Directors from time to time.</p> <p>(c) Remuneration of the managing director(s) or whole-time director(s) under the provisions as aforesaid shall be in addition to any sum of money that the managing director(s) or whole-time director(s) may be entitled to as an ordinary director of the Company.</p>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	62	<ul style="list-style-type: none"> <li>Unless otherwise determined by the Company in general meeting it shall not be necessary for a director to hold shares in the Company for his qualification.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	63	<ul style="list-style-type: none"> <li>Board and other meeting expenses-(i) Every director shall be paid (a) Amount by way of sitting fees subject to the limits as may be prescribed by the Act from time to time in this behalf for all the meetings of the Board and any of its Committees. (b) In addition to the above all traveling and out of pocket expenses incurred if any for attending meeting of the Board of Directors or any Committee thereof. (ii) Any sum of expenses incurred by the director(s) in connection with the business of the Company shall be reimbursed to him and shall not be included in or deemed as his remuneration.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	64	<ul style="list-style-type: none"> <li>(i) Vacation of office by directors-(a) Vacancy arising on account of non-appointment of a retiring director shall be filled as provided under the provisions of the Act. (b) The office of a director shall ipso facto be vacated in addition to the events and grounds enumerated in the Act if by notice in writing to Company he resigns from his Office. (ii) Disclosure of interest by directors-(a) subject to the provisions of the act a general notice that a director is a director or member or partner or proprietor of any firm entity or company and is to be regarded as interested in any subsequent transaction with such firm entity or company shall be sufficient disclosure of his interest after such general notice and it shall not be necessary to give any special notice relating to any particular transaction with such firm or company. (b) Subject to the limitation prescribed by the Act directors of the Company shall be entitled to contract with the Company and no director shall be disqualified by his having contracted with the Company as aforesaid. (c) Directors may</li> </ul>





			provide professional services to the Company and the Company shall pay for their services and the same shall not be considered as remuneration to the Directors.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	65	<ul style="list-style-type: none"> <li>Duties of Directors-(i) Directors shall act in accordance with the Articles of the Company and pursuant to the provisions of the Act as modified from time to time. (ii) Directors shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company its employees the shareholders the community and for the protection of environment. (iii) Directors shall exercise their duties with due and reasonable care skill and diligence and shall exercise independent judgment. (iv) A director shall not involve in a situation in which he may have a direct or indirect interest that conflicts or possibly may conflict with the interest of the Company. (v) A director shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives partners or associates and if such director is found guilty of making any undue gain he shall be liable to pay an amount equal to that gain to the Company. (vi) A Director shall not assign his office and any assignment so made shall be void.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		
			<ul style="list-style-type: none"> <li>(I) Powers of the Board-(i) Subject to the provision of the Act directors of the Company shall have all the powers of the Company except so far as they stand restricted or regulated by the provisions of the Act or by these Articles. (ii) Without prejudice to the generality of the powers conferred upon the directors whether by the provision of law for the time being in force and or applicability of Table F and or the provision of these presents or as may be applicable from time to time the Board shall be entitled to exercise all such powers and do all such acts and things as the Company authorises it to execute or do but it is hereby expressly declared that the Directors shall have the following powers (a) To purchase or otherwise acquire for the Company any property whether movable or immovable and rights and privileges which the Company is authorised to acquire on such prices and generally on such terms and conditions as they think fit. (b) At their discretion to pay for any property rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or shares or in bonds or other securities of the Company and such shares may be issued either as fully paid-up or with such amount credited as paid-up there on as maybe agreed upon any such bonds or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. (c) To accept from any member on such terms and conditions as shall be agreed and so far as may be permissible in law surrender of his shares in the Company or any part thereof subject to the provisions of the Act. (d) To institute conduct defend compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts or dues and or any claims or demands by or against the Company. (e) To refer to any claims or demands by or against the Company to arbitration and observe perform and carry out the awards. (f) To make and give receipts release and other discharges for money</li> </ul>





or property payable or deliverable to the Company and for the claims and the demands of the Company.(g) To determine who shall be entitled to sign on the Company's behalf bills notes receipt acceptance endorsement cheques release contracts and documents.(h) From time to time to provide for the management of the affairs of the Company in such manner as they think fit and in particular to appoint any person(s) to be the attorney or agents of the Company with such powers(including power to sub-delegate) and upon such terms and remuneration as may be thought fit.(i) Subject to the provisions of the Act to invest and deal with any of the monies of the Company not immediately required for the purposes thereof in such securities(not being shares in this Company) and in such manner as they may think fit and from time to time vary or realise such investments.(j) To borrow or raise secure payment of sum of money for the purpose of the business of the Company in such manner and upon such terms and conditions as they shall think fit by mortgage pledge hypothecation or otherwise charged upon all or any of the Company's property both present and future including the uncalled capital and to purchase redeem or pay off such securities.(k) To give to any person employed by the Company a commission on the profits of any particular business or transaction or as share in the net profits of the Company and such payment shall be treated as part of the working expenses of the Company.(l) To enter into such negotiations and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purpose of the Company.(m) To sell such portions of the land or buildings or machineries and or other capital asset of the Company as may not be required for the purpose of the Company.(n) To subscribe for purchase accept take hold or otherwise acquire share in any company society or undertaking the object of which shall either wholly or in part be similar to those of this Company or such as may be likely to promote or advance the business in the interest of the Company.(o) To appoint executives and or other Members of the senior staff (he may be director) on the terms and conditions as they may think fit subject to the provisions of the Act where applicable.(p) To provide for the welfare of the employees (including directors not being members) of the Company or its predecessors in business and the wife widow and family or the dependents of such persons by building or contributing to the building of houses or dwelling quarters or by grant of money pensions gratuities allowances or benefit or any other payments or by creating and from time to time subscribing or contributing to provident fund or other Associations Institutions funds profit sharing or other Scheme or Trust and by providing or subscribing contributing towards places of instruction and recreation hospital dispensaries as the Board shall think fit subject to the provisions of the Act.(q) The Board may consider and decide Book Closure or Record Date for the purpose of issue of right shares or for any other purpose as the Board may deem fit as per provisions of the Act.(r) Any other matter which may be prescribed under the Act.

APPOINTMENT OF MANAGING DIRECTOR





			<p><b>WHOLETIME DIRECTOR</b>The Board may appoint such number of Managing Director(s) Whole-time Director(s) upon such terms and conditions in all respects as may be deemed fit by the said Board. Remuneration The Managing Director Whole-Time Director(s) shall be entitled to such salary or remuneration as may be determined by the Board of Directors from time to time and also for out of pocket expenses incurred in connection with the business of the Company and such traveling and other expenses as maybe permitted by the Board of Directors from time to time. PROVIDED HOWEVER THAT no remuneration or other benefits shall be paid granted to any of the Member of the Company irrespective of his position in the Company. The remuneration of the Managing Director(s) Whole-time Director(s) (not being a Member ) under the provisions as aforesaid shall be in addition to any sum of money that the Managing Director(s) Whole-time Director(s) may be entitled to as an ordinary Director of the Company if any. (II) Powers and duties of Managing Director or Whole Time Director-(i) The managing director or whole time director shall exercise his powers subject to the provisions of the Act from time to time unless such powers have to be exercised by the Board under the provisions of law and in particular the managing director or whole-time director is authorised to execute sign enter into and execute all such contracts conveyances lease assignments assurances deeds agreements instruments in connection with all movable and immovable properties of the Company and in relation to the business of the Company and to enter into all agreements negotiations and make representation to the Government both State and Central financial institution public bodies banks etc. and shall sign execute all necessary applications and documents as may be required or deemed fit and proper from time to time. He may settle any account or reckoning whatsoever on behalf of the Company. (ii) The managing director is authorised to delegate any or all the powers vested in him to any director or other person as he thinks fit of which a notice will be taken in the board meeting after such delegation. Key Managerial Personnel The Company shall appoint such Key Managerial Personnel as may be required subject to the Provisions of the Act and Rules made there under as may be applicable to the Company from time to time.</p>
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			<b>Proceedings of the Board</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	67	<ul style="list-style-type: none"> <li>(i) Subject to the provisions of the Act the Company shall hold the first meeting of the board of directors within thirty days of the date of its incorporation and thereafter shall hold meetings of its Board of Directors pursuant to the applicable provisions of law. Notice convening the board meeting can be issued by such electronic mode as may be permissible from time to time. (ii) Participation of directors at a meeting of the Board may be either in person or through video conferencing or other audio-visual means as may be permitted by the Act. (iii) Quorum for the board meetings of the Company shall be one third of its total strength of first or elected or appointed or nominated directors or two directors whichever is higher. Subject to the provisions of the Act in this regard quorum for the board meeting can be considered as a valid quorum if the directors are present</li> </ul>





			for the meeting through electronic or other permissible mode subject to such compliance as may be prescribed in this regard.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	68	<ul style="list-style-type: none"> <li>(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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	69	<ul style="list-style-type: none"> <li>Continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing director(s) 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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	70	<ul style="list-style-type: none"> <li>(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 members to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	71	<ul style="list-style-type: none"> <li>(i) Subject to the provisions of the Act the Board of Directors may delegate any of their powers to any committee consisting of such member or members of their body as they think it and or the managing director or whole-time director or any other officer or authorised representative of the Company.(ii) A Committee so formed or the managing director or whole-time director or any other officer or authorised representative of the Company shall in the exercise of the power so delegated conform to any Regulations that may from time to time be imposed upon it or him by the Board of Directors.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	72	<ul style="list-style-type: none"> <li>(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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	73	<ul style="list-style-type: none"> <li>(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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	74	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	75	<ul style="list-style-type: none"> <li>Save as otherwise expressly provided in the Act are solution 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</li> </ul>





			committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.
<input checked="" type="checkbox"/>	<input type="checkbox"/>	76	<ul style="list-style-type: none"> <li>In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.</li> </ul>
			<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	77	<ul style="list-style-type: none"> <li>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 think 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.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	78	<ul style="list-style-type: none"> <li>Provisions 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.</li> </ul>
			<b>The Seal</b>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	79	<ul style="list-style-type: none"> <li>The Board shall provide for the safe custody of the seal. 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.</li> </ul>
			<b>Dividends and Reserve</b>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	80	<ul style="list-style-type: none"> <li>The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	81	<ul style="list-style-type: none"> <li>Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	82	<ul style="list-style-type: none"> <li>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</li> </ul>





			from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
<input checked="" type="checkbox"/>	<input type="checkbox"/>	83	<ul style="list-style-type: none"> <li>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. 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. 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.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	84	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	85	<ul style="list-style-type: none"> <li>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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	86	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	87	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	88	<ul style="list-style-type: none"> <li>No dividend shall bear interest against the company.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>		
			<b>Accounts</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	89	<ul style="list-style-type: none"> <li>(i) Books of Accounts-The Company shall keep proper books of accounts as required under provisions of the Act or any statutory modification thereof for the time being in force as far as the same may apply to the Company.(ii)Place of keeping Books of Accounts-Books of accounts shall be kept at the registered office of the Company or at any other office of the Company as directors shall think fit as per the provisions of the Act. (iii) Appointment of auditors-Subject to provisions of the Act the first auditors of the Company shall be appointed by the Board of Directors within thirty days of the date of incorporation of the Company and subsequent auditors shall be appointed in such manner as may be prescribed by the Act and manner and procedure of selection of auditors by the members of the Company at such meeting and or for such period as may be prescribed under the provisions of the Act from time to time.</li> </ul>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		





			(iv) Auditors appointment remuneration rights and duties shall be regulated in accordance with the provisions of the Act. (v) Power to fill the casual vacancy of the auditors- Subject to the provisions of the Act the Board may fill up casual vacancy in the office of auditors but while any such vacancy continues the serving or continuing auditors (if any) may act.
			<b>Winding up</b>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	90	<ul style="list-style-type: none"> <li>Subject to the provisions of Chapter XX of the Act and rules made thereunder 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. 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. 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.</li> </ul>
			<b>Indemnity</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	91	<ul style="list-style-type: none"> <li>(i) Subject to the provisions of the Act no Director Managing Director or Whole-Time Director or any other Officer of the Company shall be liable for the acts receipts negligence of any other Director or Officer for the signing in any receipt of their acts for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by the order of the Directors for or on behalf of the Company or for insufficiency or deficiency of any security in or upon which any of the money of the Company shall be invested or for any loss or damage arising from bankruptcy insolvency or turnouts act or any person with whom any money securities effects of the Company shall be invested or for any loss occasioned by the error of judgment or oversight or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of such Officer or in relation thereto unless the same happens through his own dishonesty and willful neglect. (ii) Subject to as aforesaid every Director Manager Secretary or other Officer of the Company shall be indemnified against any liability incurred by him or them or in defending whether civil or criminal proceedings in which judgment is given in their or his favour or which he is acquitted or discharged or in connection with any Application under provisions of the relevant Act in which relief is given by the Court.</li> </ul>
			<b>Others</b>
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<ul style="list-style-type: none"> <li>(i) Nomination of shares-(a) (1) Subject to the provisions of the Act every member or shareholder or debentureholder of the Company may at any time nominate in prescribed manner a person or persons to whom his shares in or debentures of the Company shall vest in the event of his death. (2) Where shares in or debentures of the Company are held by more than one person jointly the joint holders may together nominate in</li> </ul>





the prescribed manner a person or persons to whom all the rights in the shares or debentures of the Company as the case maybe shall vest in the event of the death of all the joint holders. (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition whether testamentary or otherwise in respect of such shares in or debentures of the Company where the nomination made in the prescribed manner purports to confer on any of the right to vest the shares in or debentures of the Company the nominee shall on death of the shareholder or debenture holder as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or as the case may be all the joint holders in relation to such shares or debentures to the exclusion of all other persons unless the nomination is varied or cancelled in the prescribed manner. (4) Where the nominee is minor its hall be lawful for the holder of the shares or debentures to appoint in prescribed manner any person to become entitled to shares in or debentures of the Company in theevent of his death during the minority.(b) Rights of a Nominee-A Nominee upon production of such evidence as may be required by the Board asper the relevant laws and subject as hereinafter provided elect either - (1) To be registered himself as holder of the share or debenture as the case may be or (2) To make such transfer of the share or debenture as the case may be as the deceased member or debenture holder could have made (3) If the nominee elects to be registered as holder of the share or debenture himself as the case may be he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder as the case may be (4)A nominee shall be entitled to the same advantage to which he would be entitled to if he was the registered holder of the share or debenture except that he shall not before being registered as a member in respect of his share or debenture be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further that Board may at anytime give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture and if the notice is not complied with within ninety days the Board may thereafter withhold money payable if any or rights accruing in respect of such share or debenture until the requirements of the notice have been complied with.(ii) Secrecy- Every director auditor trustee member of a committee officer servant agent accountant or other persons employed in the business of the Company shall if so required by the directors before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and state of accounts with individual and in matters relating thereto and shall on such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so by the directors or by any meeting or by a tribunal of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.





# Subscriber Details

S. No.	Subscriber Details				
	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	MR. AJAY SARWESHWAR KULKARNI S/O MR. SARWESHWAR DHUMAL Address : Flat B/01, Laxminarayan Angan, S.No.120, AB FP-22, Vitbhatti, Sinhagad Road,Pune411030 Occupation: Business	0*9*5*2*	Pune		01/08/2024
2	MR. ABHAY SARVESHWAR DHUMAL S/O MR. SARVESHWAR DHUMAL Address: Ground Floor, Vasanika Apartment, Opp. Year Bunglow, Kothrud, Pune 411038 Occupation: Service	A*X*D*2*1*	Pune		01/08/2024

## Signed before me

Name Prefix (ACA/FCA/ACS/ FCS/ACMA/ FCMA)	*Name of the witness	*Address, Description and Occupation	*DIN / PAN / Passport number / Membership	*Place	DSC	Dated
ACS	Asavari Kumar Borkar	W/O Mr. Kumar Borkar, Address: Chaitanyanagari, near Shreeram Society, Warje, Pune 411058 Occupation: Practicing Company Secretary	5*1*2	Pune		01/08/2024

