

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
THAAI CASTING LIMITED

- I. The name of the Company is **THAAI CASTING LIMITED**
- II. The registered office of the Company will be situated in the State of Tamil Nadu.
- III. The objects for which the Company is established are:

(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on business to manufacture, produce, process, excavate, quarry, melt, mould, roll, commercialize, cold, clean, cure, treat, mix and manipulate alloy, special steels, stainless steel, cold and hot rolled steel, all types of materials required for manufacture of alloy, tool and special steels, steel casting fabricating, smelting, rolling and forging, steel and alloy steel billets and all kinds and sizes of re-rolled sections, i.e., flats angles, rounds, T. Iron, squares, hexagons, octagons, rails, joints, channels, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shafting's and steel structure.
2. To manufacture and deal in bars, rods, plates, sheets, utensils, vessels, etc. of any kind or description of copper, brass, zinc, lead, metal, iron, steel and any other kind of ferrous or non-ferrous metal, and rolling works; and produce all types of dies, moulds, jigs, bearings, fixtures, nuts, screws, pumps, rollers cases, shafts, lathes, grinders, axes, spades, and other tools casting of all description and types, whether of steel, iron, copper, bronze, lead, zinc, aluminium, or any other ferrous or nonferrous metal or alloys.
3. To act as broker, importer, exporter, buyer, seller, stockists, distributor, contractor, supplier, metallurgists, engineer, collaborator, job worker, or otherwise deal in alloys, metal, waste, scrap, foils, powders, flakes, strips, sheets, wires made up of steel or copper or any other material whether coated, uncoated, perforated, printed, embossed or insulated and produce all types of sections, varieties, strengths, specifications, descriptions, dimensions, and shapes of steel products, including bars, angles, tubes, pipes and blanks thereof, hollow bars, containers, stranded wires, cables, cordage, ropes, plaited bands, insulated electric wires & cables, electrodes and to do all incidental acts and things necessary for the attainment of the above objects.

For THAAI CASTING LIMITED



Director

4. To carry on the business and process of die casting mouldings, melting, aluminizing, anodizing, shredding, soldering, wiredrawing, beading, boring, drilling, filling, electroplating, nickel plating, metal spraying, welding, lining, threading, screw cutting, punching, grooving, fitting assembling, painting, finishing, and other jobs and processes related thereto.
5. To carry on the business and process of Induction Hardening that is used for the surface hardening of steel and other alloy components.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To carry on in India or elsewhere the business to manufacture, assemble, design, develop, display, fabricate, market, buy, sell, resell and to act as contractor, supplier, engineer, collaborator and to do all incidental acts and things necessary to the attainment of main objects.
2. To enter into contracts, agreements and arrangements with any other company for carrying out, by such other company on behalf of the Company, of any of the Objects for which the Company is formed.
3. To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the same.
4. To enter into partnership or into any arrangements for sharing profits, cooperation, amalgamation, union of interest, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on, and to lend money to, guarantee the contracts of, or otherwise assist any person, firm or company and to place, take or otherwise assist any such person, firm or company and to place, take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
5. To enter into arrangement with any Government or Authority, Central, State, Municipal, Local or Foreign or Public body or otherwise any person.
6. To receive money on deposit with interest or otherwise and to lend money with or without security to such person, firm or company on such terms as may seem expedient, and in particular to customers and others having dealings with the company and to guarantee the performance of contracts by any such person, firm or company but the company shall not do any banking business as defined in the Banking Regulation Act, 1949.

For THAAI CASTING LIMITED


Director

7. To invest and deal with the money of the company not immediately required upon such securities and in such manner as may from time to time be determined.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possessed of property or rights suitable for any of the purposes of the company, and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such persons, firm or company.
9. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or abroad, any Trademarks, Patents, Patent rights, copy rights, concessions, formulae, licenses, designs, and the like conferring any exclusive or non-exclusive or limited right of use, or any secret or other information as to any invention, process, or privilege which may seem capable of being used for any of the purpose of the company, to use, exercise, develop, under, or grant licenses or privileges in respect or otherwise to turn to the account the property rights, or information, use or license so acquired, and to subsidize, take part in or assist in any researches likely to prove beneficial to the company.
10. To amalgamate with any other company or companies having objects altogether or in part similar to those of this company.
11. To assist any company, financially or otherwise by issuing or subscribing for, or guaranteeing the subscriptions and issue of capital, shares, stock, debentures, debenture stock or other securities to take, hold or deal in shares stocks and securities of any such company notwithstanding that there may be liability thereon.
12. Subject to the provisions of the Companies Act, 2013 and the rules made thereunder to place, to reserve, or to distribute as bonus, shares among the members or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures, bonds or other securities issued at premium by the Company.
13. To open one or more accounts of any kind with any Bank or Banks and to draw, accept, make and or discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable instruments connected with the business of the company.
14. To incur debts for the conduct of any business of company and to purchase or hire goods, material or machinery on credit or otherwise for any business or purpose of the company.

For THAAI CASTING LIMITED


Director

15. To borrow or raise money on interest or otherwise in such manner as the company may think fit (without doing banking business within the meaning of the Banking Regulation Act, 1949) and in particular by the issue of debenture or debenture stock convertible into shares of this or any other company, or perpetual annuities and in security of any such money so borrowed; raised or received, to mortgage, pledge, or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust except uncalled capital and to give the lenders, powers of sale and other powers as may seem expedient and to purchase, redeem, or pay off any such securities.
16. To sell or in any other manner deal with or dispose of the undertaking or property of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of this company.
17. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any part of the property, rights and connections of the company.
18. To create any Depreciation Fund, Reserve Fund, Sinking Insurance Fund, or any other Special Fund, whether to provide for depreciation or for repairing, improving, extending or maintaining any of the property of the company, or for any other purpose conducive to the interest of the company.
19. To train or pay for training in India or abroad of any of the Company's employees or officers or any candidates in the interest of or in furtherance of the Company's objects and to establish training facilities for providing education and training to the Company's employees and other people.
20. To provide for the welfare of the Directors, Trustees and Employees or ex-Directors, ex-Trustees and ex-Employees of the company and the wives, widows and families of the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, by grants of money, pensions, allowances, houses or other payments or by creating and from time to time subscribing or contributing to provident funds or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of interactions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company may think fit and to subscribe or contribute or otherwise to assist or guarantee money to charitable, benevolent, religious, scientific, national, or other institutions and objects which shall have any moral or other claim to the support or aid by the company either by reason of locality of operation or public and general utility or otherwise.

For THAAI CASTING LIMITED


Director

21. To distribute any of the property of the company among the members in specie or kind on the company being wound up.
22. To adopt such means of making known the products or business carried on by the company as may seem expedient, and in particular by advertising in the press, by circular or purchase or exhibition of works of art and interest, and publications of books and periodicals and by granting prizes, awards and donations.
23. To lend money either with or without security and generally to such persons and upon such terms and conditions as the company may think fit subject to the provisions of Companies Act, 2013 read with rules made thereunder.
24. To refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representative or between the Company and third parties to the arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters, and things to carry out or enforce the awards.
25. To accept gifts, bequests, donation from members and others and to make gifts to members and others of money, assets and properties of any kind subject to the provisions of the Companies Act, 2013.
26. To do all or any of the above things and all, such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the world, as principal agents, contractors and/or otherwise, and by or through trustees, agents or otherwise and alone or in conjunction with others subject to law of land in force.
27. To purchase, or tenancy or in exchange hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate, deal with, and turn to account concessions, grants, decrees, licenses, privileges, claims, options, property, real or personal, or rights of powers of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the company.
28. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations and such other organizations, foreign or Indian, for obtaining or providing technical, financial or any such other assistance for carrying out all or any of the main objects of Company and also for the purpose of activating, financial participation and for technical collaboration and to acquire or provide necessary formulae and patent rights for furthering the main objects of the Company.

For THAAI CASTING LIMITED


Director

29. To acquire, buy and purchase stocks in trade, trademarks and such other movable and immovable properties of all description, to achieve the main objects of the Company.
30. To enter into any contracts and/or agreements with any Government or Government authority, municipal, revenue, local or otherwise, which may seem conducive to the main objects of the Company and obtain from any such Government or Government authority any rights, privileges and concessions which may appear desirable to be obtained and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
31. To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertaking or any assets, properties or rights which the Company possesses or acquire.
32. To appoint agents, sub-agents, dealers, managers, canvassers or representatives for transacting all or any kind of business which this company is authorized to carry on and to constitute agencies of the Company in India or any other country to establish offices and agencies in different parts of the world.
33. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes, engineering and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants, machineries or apparatus required for attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.
34. To do other things ancillary to main business that may seem to the Company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and either through agents, sub-contractors, trustees or otherwise.
35. To sell, exchange, mortgage, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid-up, or securities of any other Company.

For THAAI CASTING LIMITED


Director

36. To pay for any rights or property services acquired by the Company and to remunerate any person, firm or body corporate for rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid-up in full or in part or otherwise.
37. To lend and advance money, out of own surplus fund of the Company not immediately required either with or without security and give credit to such persons (including government) and upon such terms and conditions as the Company may think fit but not amounting to banking business as defined under the Banking Regulation Act, 1949.
38. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.
39. To acquire and undertake, all or any part of the business, property and liabilities of any person, company, partnership firms, society or association of person carrying on or proposing to carry on any business which this company is authorized to carry on or possessed of property, suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company in India or outside India.
40. To procure affiliation to or registration or recognition of the company in or under the laws of any place in or outside India and to open branches of the Company at anyplace whether in India or outside India.
41. To form, incorporate or promote any company or companies, whether in India or outside India having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.
42. Subject to the provisions of the Companies Act, or any re-enactment thereof for the time being in force, to amalgamate with company(s) or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, company or companies, carrying on or engaged, in or about to carry on or engage, in or being authorised to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.

For THAAI CASTING LIMITED

Shri...
Director

43. To apply the assets of the Company in any way in or towards the extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including an association, institution or fund for the protection of the interest of masters, owners and employees against loss by bad debts, strikes, combinations, fire, accidents otherwise or for the benefit of any employee or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in connection with other persons or classes of persons and in particular or friendly, co-operative and other societies, reading rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any fund raised by public or local subscription for any purposes whatsoever.
44. To aid any association, body or movement having for an object of the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion to industry or trade.
45. To establish and maintain, procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who is or was at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or for any such other company as aforesaid, and the wives, widows, families and dependents of any such person, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interest in the well-being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid subject to the compliance of Central and State laws.
46. To make experiments in connection with any business of the Company and to protect any inventions of the Company by letters-patent or otherwise.
47. To sell the undertaking and all or any of the property of the Company for cash, or for stock, shares or securities of any other Company or for other consideration.
48. To create any depreciation fund, reserve fund, sinking fund, or any other special fund, whether for depreciation or for repairing improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interests of the Company.

For THAAI CASTING LIMITED


Director

49. To agree to refer to arbitration any dispute, present or future, between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign law.

50. To place, to reserve or to distribute as dividend or bonus among the members, or otherwise to apply as the Company may from time to time think fit, any money received by way of premium by the Company, and any money received in respect of dividends accrued on forfeited shares and monies arising from the sale by the Company of forfeited shares or from unclaimed dividends.

51. Generally to carry on in a place or places in the world any trade or business, whether manufacturing or otherwise, subsidiary or auxiliary to, or which can be conveniently carried on in connection with any of the Company's objects.

IV. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

#1 V. The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000(Two Crores Fifty Lakhs) equity shares of Rs.10(Rupees Ten Only) each.

#1 The Authorised share capital of the company has been increased from Rs.75,00,000/- to Rs.25,00,00,000/- by passing special resolution by the Members of the Company at the Extra-ordinary General Meeting held on Friday, the 07th day of July, 2023

For THAAI CASTING LIMITED

Shankar
Director

Subscriber Details					
S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	ANANDAN SHEVAANI No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	10061358	10000 Equity,0 Preferenc	SHEVAANI S A Digitally signed by SHEVAANI S A Date: 2023.06.10 10:52:22 +05'30'	09/06/2023
2	SRIRAMULU ANANDAN 2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	02354202	600000 Equity,0 Preferen	ANANDAN S Digitally signed by ANANDAN S Date: 2023.06.10 10:52:11 +05'30'	09/06/2023
3	CHINRAJ VENKATESAN No.141. Kameswari Nagar 6th Street Guduvanchery Tamil nadu 603202 Nandivaram Kanchipuram India OCC:BUSINESS	10077788	100000 Equity,0 Preferen	C VENKATESAN Digitally signed by C VENKATESAN Date: 2023.06.10 10:52:04 +05'30'	09/06/2023
4	SRI RAMULU RAJASEKAR RAMAKRISHNAN No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	10063549	10000 Equity,0 Preferenc	RAMAKRISHNAN S R Digitally signed by RAMAKRISHNAN S R Date: 2023.06.10 10:24:17 +05'30'	09/06/2023
5	SAMUNDESWARI No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	08817939	10000 Equity,0 Preferenc	SAMUNDESWARI Digitally signed by SAMUNDESWARI Date: 2023.06.10 10:58:45 +05'30'	09/06/2023
6	YEDULLA REDDY ROSHAN Plot No.50/A1, 3rd Main Road Vanagaram Poonamallee Tamil Nadu 600095 Vanagaram Tiruvallur India OCC:BUSINESS	10063583	10000 Equity,0 Preferenc	ROSHAN Y R Digitally signed by ROSHAN Y R Date: 2023.06.10 10:20:11 +05'30'	09/06/2023
7	RAJSEKAR KAVITHA No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	06956081	10000 Equity,0 Preferenc	R KAVITHA Digitally signed by R KAVITHA Date: 2023.06.10 10:23:12 +05'30'	09/06/2023
Total shares taken			750000 Equity,0 Preference		

Signed before me					
Membership type of the witness (ACA/FCA/ACS/FCS/ACMA/FCMA)	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
FCS	RABI NARAYAN PAL	APARAJITA, No.12(Old No.122), Second Floor, First Sector, Sixth Street, K.K.Nagar, Chennai 600 078 OCC:PCS	4993	RABI NARAYAN PAL Digitally signed by RABI NARAYAN PAL Date: 2023.06.10 10:25:11 +05'30'	09/06/2023

THE COMPANIES ACT, 2013
AND
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
THAAI CASTING LIMITED
(THE "COMPANY")

Preliminary

1. The regulation contained in the Table marked 'F' in Schedule F to the Companies Act, 2013 as amended from time to time, shall not apply to the company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolutions as prescribed or permitted by the Companies Act 2013, as amended from time to time, be such as are contained in these Articles.

Interpretation

(1) In these regulations—

- (a) "**The Act**" means the Companies Act, 2013, or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
- (b) "**Annual General Meeting**" means the annual general meeting of the Company convened and held in accordance with the Act.
- (c) "**Articles of association**" or "**Articles**" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.
- (d) "**Board**" or "**Board of Directors**" means the board of directors of the Company in office at applicable times.
- (e) "**Company**" means **THAAI CASTING LIMITED** a company Incorporated under the laws of India.
- (f) "**Depository**" means in depository, as defined in clause (e) of sub-section (I) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (IA) of Section 12 of the Securities and Exchange Board of India Act, 1992.
- (g) "**Director**" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of these Articles.

(h) "**Equity Shares or Shares**" shall mean the issued, subscribed and fully paid up equity shares of the Company of Re. 10 each.

(i) "**Exchange**" shall mean Stock Exchanges in India.

(j) "**The Seal**" means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

(3) The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly: -

(a) is not a private company;

(b) has a minimum paid-up share capital Rs.5,00,000/- (Rupees Five Lakhs Only) as prescribed by the Act.

Share capital and in variation of rights

4. (1) The authorised share capital of the Company shall be such amount divided in to such class(s),denomination(s) and number of shares in the Company as stated in Clause V of the memorandum of association,with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential convertible, deferred,qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

(2) Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the payment of calls and installment forfeiture lien, surrender, transfer and transmission, voting and otherwise.

(3) The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable law.

(a) Equity share capital

(i) With voting rights, and / or

(ii) With differential rights as to dividend voting or otherwise in accordance with the Act; and

(b) Preference share capital

(4) Subject to the provisions of the Act and these Articles, the shares the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid upon thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

5. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued upon payment of such fees for each certificate as may be specified by the Board (which fees shall not exceed the maximum amount permitted under the applicable law) provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall *mutatis mutandis* Apply to debentures of the Company.

6. 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.

7. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

8. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

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DAN S

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by ANANDAN S
Date: 2023.07.10
19:01:05 +05'30'

9. 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.

10. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

11. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

12. 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.

13. (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.

14. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

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15. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

16. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

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

18. (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.

19. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

21. (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.

22. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

23. The Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

24. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

25. (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.

26. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

27. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as afore said as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

28. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the

registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

29. 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 there after during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

30. The notice aforesaid shall—

(a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

31. 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.

32. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

33. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

34. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the share.

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

35. 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.

Alteration of capital

36. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

37. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

38. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

39. The company may, by special resolution, 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 and in particular without prejudice to the generality of the foregoing power may be (i) extinguishing or reducing the liability on any of its shares in respect of share capital

not paid up ;(ii)either with or without extinguishing or reducing liability on any of its shares (a) cancel paid up share capital which is lost or is unrepresented by available assets or (b) pay off any paid up share capital which is in excess of the wants of the company, and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly

Dematerialisation of Securities

40. The Company shall recognize interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provision of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and participants) Regulations, 2018 and other applicable laws.

Dematerialisation /Re-Materialisation Of Securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the company shall be entitled to dematerialize its existing securities, re-materialise its securities held in Depositories and/ or offer its fresh securities in the dematerialized form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of the company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that security.

Securities in Electronic Form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificates shall be issued for the securities held by the Depository.

Beneficial owner deemed as absolute owner

Except as ordered by the court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claims to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them

Register and index of beneficial owners

The company shall cause to be kept a register and index of members with details of securities held in materialized and dematerialized forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the

Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The company shall have the power to keep in any state or country outside India, a Register of members, resident in that state or country.

Capitalization of Profit

41. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution;

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

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause

(iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

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

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

42. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorize 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 capitalization, 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 capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

43. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

44. All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

45. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board

Proceedings at general meetings

46. (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.

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

48. 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.

49. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

50. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

51. 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, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

52. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

53. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

54. 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.

55. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

56. 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.

57. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

58. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

59. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

60. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

61. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

The following are the First Director of the Company:

1. **Mr.S.ANANDAN,(DIN:02354202)**
2. **Mr.C.VENKATESAN,(DIN:10077788)**
3. **Ms.S.A.SHEVAANI,(DIN:10061358)**
4. **Mr.S.R.RAMAKRISHNAN,(DIN:10063549)**

62. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or General meetings of the company; or

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

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

64. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

65. 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.

66. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

67. (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.

Retirement and Rotation of Directors

68. (1) At every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from Office of Directors. The Independent Directors, if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the retirement by rotation or the number of Directors to retire. The Debenture Directors, Nominee Directors, and Managing Directors, if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation.

Ascertainment of Directors retiring by rotation and filling of vacancies

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69. Subject to the provisions of the Act and these Articles, the Directors to retire by rotation under the last preceding Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between person who become Directors on the same day, those who are to retire, shall in default of an agreement among themselves be determined by lot. Subject to the provisions of the Act, a retiring Director shall remain in office until the conclusion of the meeting at which his reappointment is decided or his successor is appointed.

Eligibility for re-election

70. A retiring Director shall be eligible for re-election and shall act as a Director throughout and till the conclusion of the meeting at which he retires.

Company to fill vacancies

71. Subject to the Section 149 of the Act, the Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacancy by appointing the retiring Director or some other person thereto.

Provision in default of appointment

72. (a) If the place of retiring Directors is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.

(b) If at the adjourned meeting also, the place of the retiring Director is not filled up and the meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless:

(i) At that meeting or the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost.

(ii) The retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed.

(iii) He is not qualified or is disqualified for appointment.

(iv) A resolution whether special or ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act; or

(v) Section 164 of the Act is applicable to the case.

Proceedings of the Board

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

(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.

74. (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.

75. 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 director 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.

76. (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.

77. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board

78. (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.

79. (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.

80. 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.

81. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

82. 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.

83. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in Place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

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

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

85. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

86. 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.

87. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

88. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

89. 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.

90. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

91. 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.

92. 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.

93. No dividend shall bear interest against the company.

Accounts

94. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

Winding up

95. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

96. 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 judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Insurance

97. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

Secrecy Clause

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98. No Member shall be entitled to inspect the Company's works without the permission of the managing Director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the managing Director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public

Other

99. Board of Directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge and standard security over its undertaking and property, or any part thereof, and to issue debenture, whether outright or as security for any debt, liability or obligation of the company or any third party.



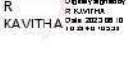
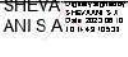


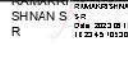
100. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights,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

101. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirement) Regulations, 2015, as amended (the "Listing Regulations"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.


102. Subject to the provisions of Section 2(88), 54 and other applicable provisions of the Act and the rules made thereunder the Company may issue sweat equity shares if such issue is authorized by a special resolution passed by the Company in the general meeting. The Company may also issue shares to employees including its working Directors, under ESOP or any other scheme, if authorized by a special resolution of the Company in general meetings subject to the provisions of the Act.

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DAN S Date: 2023.07.10
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Subscriber Details

S. No.	Subscriber Details				
	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	SAMUNDESWARI No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	08817939	CHENNAI		09/06/2023
2	YEDULLA REDDY ROSHAN Plot No.50/A1, 3rd Main Road Vanagaram Poonamallee Tamil Nadu 600095 Vanagaram Tiruvallur India OCC:BUSINESS	10063583	CHENNAI		09/06/2023
3	RAJSEKAR KAVITHA No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	06956081	CHENNAI		09/06/2023
4	ANANDAN SHEVAANI No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	10061358	CHENNAI		09/06/2023
5	SRIRAMULU ANANDAN 2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	02354202	CHENNAI		09/06/2023
6	CHINRAJ VENKATESAN No.141. Kameswari Nagar 6th Street Guduvanchery Tamil nadu 603202 Nandivaram Kanchipuram India OCC:BUSINESS	10077788	CHENNAI		09/06/2023
7	SRI RAMULU RAJASEKAR RAMAKRISHNAN No.2 Swamy Colony Nandambakkam Saidapet Tamil Nadu 600089 Nandambakkam Kudiyiruppu Kanchipuram India OCC:BUSINESS	10063549	CHENNAI		09/06/2023

Signed before me

Name Prefix (ACA/FCA/ACS/ FCS/ACMA/ FCMA)	*Name of the witness	*Address, Description and Occupation	*DIN / PAN / Passport number / Membership		DSC	Dated
FCS	RABI NARAYAN PAL	APARAJITA, No.12(Old No.122), Second Floor, First Sector, Sixth Street, K.K.Nagar, Chennai 600 078 OCC:PCS	4993	chennai		09/06/2023