



CIN: L24110MH1984PLC033917



Rama Phosphates Ltd.

MFG of SSP Fertilizer, Sulphuric Acid, Oleum 23% / 65%, Chlorosulphonic Acid, Edible Soya Oil, Soya De Oiled Cake, Lecithin, MgSO₄, ZnSO₄ (Hepta & Mono Hydrate), Mix Micronutrients, Sulphur DP, SSF, Phospho Gypsum, LABSA.

Ref : RPL/BMD/2025

Date : January 3, 2025

To,

Bombay Stock Exchange Limited Corporate Relation Department, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code: 524037	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. Symbol: RAMAPHO
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Ref.: Disclosure of events as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub.: Amendments to Memorandum and Articles of Association of the Company

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Members of the Company through Postal Ballot on Wednesday, January 1, 2025, being the last date of the remote e-voting, have approved alteration of Capital Clause of the Memorandum of Association of the Company ("MoA") and Adoption of new Set of Articles of Association of the Company ("AoA").

Brief details as required under Regulation 30 read with Part A of the Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and vide SEBI No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are annexed herewith as **Annexure - I**.

This intimation is also being uploaded on the website of the Company at www.ramaphosphates.com.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For RAMA PHOSPHATES LIMITED

JAMBU
KUMAR
PARAKH
PARAKH

Digitally signed by
JAMBU KUMAR
PARAKH
Date: 2025.01.03
16:00:18 +05'30'

J. K. PARAKH
CHIEF FINANCIAL OFFICER

Encl.: as above

Annexure - I

Summary of Amendments to the Capital Clause i.e. Clause V of Memorandum of Association of the Company.

Sr. No.	Changes
1.	<p>Deletion of the existing Clause V of the Memorandum of Association of the Company in entirety and insertion of the following new Clause V:</p> <p>V. The Authorised Share Capital of the Company is Rs. 41,00,00,000/- (Rupees Forty One Crores only) divided into 6,20,00,000 (Six Crores Twenty Lacs) Equity Shares of Rs.5/- each (Rupees Five only) and 1,00,00,000 (One Crore) Preference Shares of Rs.10/- (Rupees Ten only) each with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide and/or subdivide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company but subject always to the provisions of the Companies Act, 2013 including amendments thereto from time to time.</p>

Summary of Amendments to the Articles of Association of the Company.

Sr. No.	Changes
1.	<p>The existing Articles of Association of the Company are altered by way of Adoption of new set of Articles of Association of the Company as per Table F in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.</p>

For RAMA PHOSPHATES LIMITED

JAMBU
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PARAKH

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J. K. PARAKH
CHIEF FINANCIAL OFFICER

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RAMA PHOSPHATES LIMITED

- *I. The name of the Company is **RAMA PHOSPHATES LIMITED**
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The Objects for which the Company is established are:
- (A) **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :**
1. To manufacture, produce, refine, process, formulate, mix, prepare or otherwise acquire, use, buy, sell, exchange, distribute, assign, transfer, trade, deal-in, import, export any and all classes and kinds of agricultural chemicals, industrial chemicals including sulphuric acid, single super-phosphate, sodium silico fluoride, furfural, khandsari acetic acid, tartaric acid, lactic acid and allied acids which are derived from molasses and derivatives from furfural like nitrofirazone, furazolidone, fertilizers, manures, their mixtures and formulations, sources materials, ingredients and compounds thereof and any types of plants where the surplus waste heat steam of the Sulphuric Acid plant can be profitably and conveniently used such as alum, paper and boards.

** For Amendment please refer the last page of Memorandum of Association.*

2. To carry on the business of manufacturing, importing, exporting and dealing in acids, solvents, organic heavy and inorganic heavy chemicals, fine chemicals including photographic chemicals, dyes, pigments, textile auxiliaries, paints, varnishes, thinner, pesticides, formulations, pharmaceuticals, pharmaceutical formulations, petro-chemicals or intermediate finished.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

3. To carry on the business as manufacturers of and dealers in and importers and exporters and distributors of all kinds of and to manufacture, prepare, produce, buy, sell, resell, supply, alter, exchange, advertise, utilise, improve, distribute, store, stock, invent, place in market or otherwise deal in acids, solvents, organic heavy and inorganic heavy chemicals, dyes, pigments, textile auxiliaries, paints, varnishes, thinner, pesticides, pesticide formulations pharmaceuticals, pharmaceutical formulations, food products, petrochemicals and/or intermediate finished or otherwise.
4. To carry on the business of fabricating and manufacturing equipments and machineries and laboratory equipment required in and for the manufacture of acids, solvents, organic heavy and inorganic heavy chemicals, fine chemicals, including photographic chemicals, dyes, pigments, textile auxiliaries, paints, varnishes, thinners, pesticides, pesticide formulations, pharmaceuticals, pharmaceutical formulations, food products, petro-chemicals and/or intermediate finished or otherwise.
5. To carry on business of supplying technical know-how turn-key projects or otherwise undertaking contractual work in part or full for new or expansion projects in India or abroad.
6. To carry on business relating to the manufacture of raw materials required for the purpose of acids, solvents, organic heavy and inorganic heavy chemicals, fine chemicals including photographic chemicals, dyes, pigments, textile auxiliaries, paints, varnishes, thinners, pesticides, pesticide formulations, pharmaceuticals, pharmaceutical formulations, food products, petro-chemicals and/or intermediate finished or otherwise.

7. To undertake manufacturing, selling and dealing in or otherwise using any of the utilities like steam, auxiliaries, products or by-products or services which may be conveniently or profitably carried on or which may become necessary with the other activities of the Company.
8. To acquire and take over as a going concern the business of and carried on having objects altogether or in part similar to those of the Company with all its assets and liabilities, rights and titles etc.
9. To carry on business as manufacturers of and dealers in, importers and exporters of chemicals, synthetic fibres, man-made fibres, natural and synthetic textile and textile materials, pigments, dyestuffs and dyeing auxiliaries, drugs, essences, cordials, acids, alkalies, pharmaceuticals, sizing, medicinal, chemicals, petrochemicals, industrial and other preparations and articles of any kinds whatsoever, waxes, natural and synthetic, industrial solvents and pasting agents and special chemical substances, cements, oils, paints pigments and varnishes, organic and mineral intermediates, paints and colour guiders, makers of and dealers in proprietary articles of all kinds and of electricals, chemicals, photographical, surgical and scientific apparatus and materials.
10. To extend the use of the Company property for activities such as transportation of goods, liquid or otherwise or hiring company's property or allowing use of any of the Company property such as weigh-bridge calculated to benefit the Company.
11. To carry on business as manufacturers of and dealers in the compounds, adhesive, fillers, derivatives, intermediates and by-products of all or any of the foregoing.
12. To carry on business as manufacturers of and dealers in all types of synthetic fibres, man-made fibres, natural and synthetic textiles and textile materials of all kinds and purposes.
13. To buy, sell, manufacture, refine, manipulate, import, export and deal both wholesale and retail in commodities, substances, apparatus, articles and things of all kinds capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.
14. To carry on business as manufacturers of and dealers in all types of thermosetting and thermoplastic, plastics and compounding agents and additives therefor.

15. To undertake and carry on scientific, industrial, economic and technical research, surveys, investigations and inventions, both scientific and technical by providing, subsidising, endowing or assisting laboratories, colleges, universities, workshops, libraries, lectures, meetings, exhibitions and conferences and by providing for the remuneration to scientists, scientific and technical personnel or teachers and the award of scholarships, grants and prizes to students, research workers and inventors or otherwise generally to encourage, promote and reward studies, research investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business of the Company.
16. To carry on business of productions, manufacture and preparations of any other materials which may be usefully and conveniently combined with the manufacturing business of Company.
17. To develop, design and act as consultants for the process know-how required in the manufacture of acids, solvents organic heavy and inorganic heavy chemicals, fine chemicals, including photographic chemicals, dyes, pigments, textile auxiliaries, paints, varnishes, thinners, pesticides, pesticide formulations, pharmaceuticals, pharmaceutical formulations, food products, petro-chemicals and/or intermediates finishes or otherwise.
18. To appoint representatives, distributors, stockists, dealers, consignment agents or agents and constitute agencies of the Company in any part of the world.
19. To amalgamate with any other company having objects altogether or in part similar to those of the Company and to enter into partnership or any arrangement for sharing profits, union or interest, co-operation, joint venture, reciprocal concession with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit the Company.
20. To enter into agreement with the Governments, local authorities, hospitals, firms, companies or persons etc., for the supply of

chemicals and other similar goods as may seem conducive or beneficial to the Company and to obtain from such Governments, local authorities, firms, companies or persons any rights, patents, privileges and concessions.

21. To purchase or otherwise acquire any patents, processes, devices, inventions, trade marks, formulae goodwill and other rights, to deal with or dispose of the same in any manner whatsoever.
22. To acquire from time to time and to manufacture and deal with all such stock-in-trade, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.
23. To do the above things either as principals or agents, trustees, contractors, distributors, dealers, stockists, consignment agents or otherwise and by or through agents, subcontractors, trustees or otherwise and either alone or in conjunction with others.
24. To pay for any property rights as privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
25. To nominate Directors on the Board of Directors any subsidiary Company or any other Company in which this Company is or may be interested.
26. To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
27. To lend money, or property on mortgage of immoveable property or on hypothecation or pledge or moveable property or without security to such persons and on such terms as may seem expedient and in particular to customers of and persons having dealings with the Company. Provided the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
28. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority,

supreme, municipal, local or otherwise or of any persons, whomsoever, whether incorporated or not and generally to guarantee or become sureties for the performance of any contracts or obligations.

29. To obtain any order or Act of Legislature of Parliament for enabling the Company to obtain all powers or authorities or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceedings or application which seem calculated directly or indirectly to prejudice the Company's interest.
30. To aid pecuniarily or otherwise any association, body or movement, having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
31. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously or otherwise.
32. To enter into any arrangements with the Government of India, or with any States, or with any authorities, municipal, local or otherwise or with any persons, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State authority or persons any rights, powers, privileges, licences, decrees, sanctions, concessions whatsoever (whether statutory or otherwise) which the Company may think desirable to obtain and acquire and to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions, grants and concessions.
33. To provide for welfare of Directors or employees or ex-employees of the Company or its predecessors in business and the wives and families or the dependants or connections of such persons by building or contributing to the building of houses, dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profits sharing or other schemes, or trusts, and by providing or subscribing or contributing towards places or instruction and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

34. To create any depreciation fund, reserve fund, sinking funds, insurance fund, or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.
35. To make, draw, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading, debentures and other negotiable or transferable instruments of securities and to open bank accounts current or overdraft and operate on the same.
36. To accumulate funds and to invest or otherwise employ moneys belonging to the Company upon any shares, securities, other investments whatsoever upon such terms as may be thought proper and from time to time to vary such investments in such manner as the Company may think fit.
37. To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
38. To invest and deal with the surplus moneys of the Company in any investments moveable or immoveable in such a manner as may from time to time seem expedient and be determined.
39. To borrow or raise moneys or to receive money on deposit at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures or debenture-stock perpetual or otherwise, including debentures or debenture-stocks convertible into shares of this Company, or perpetual annuities, and in securities 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 transfer or to convey the same absolutely or in trust and to give the lenders, posers of sale and other powers of sale and other

powers as may seem expedient and to purchase, redeem or pay off any such securities, subject to the provisions of Section 58-A of the Companies Act, 1956 and Directives of Reserve Bank of India.

40. To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest of any national trust, public body or museum, corporation or authority or any trustees for and on behalf of the same or the public.
41. To appropriate use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to any person or company conditionally or unconditionally as the Company may think fit.
42. To distribute any of the property of the Company among the members in specie or kind subject to the provisions of the Companies Act, in the event of winding up.
43. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions or objects or for any exhibition.
44. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of this capital.
45. To establish and maintain agencies, branch places and local registers and to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnership or as may be thought desirable.
46. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchases and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
47. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association,

institution or fund in any way connected with any particular trade or business or with scientific research, trade, industry or commerce generally and particularly with the business and activities of the Company including any association, institutions or fund for the protection of the interests of masters, owners and employers against loss by bad debts, accidents or otherwise.

48. To procure the incorporation, qualification, registration or other recognition of the Company in any country, state or place.
49. To act as manufacturer's representatives or as commission agents, brokers or purchasing agents or selling agents or as stockists or as distributors or as consignment agents, dealers and generally to transact and to carry on agency or commission business and/or to act as general merchants.
50. To undertake tourism activities for profit or otherwise including undertaking business of hotels, restaurants, travel agencies, tour operators, transportation and allied activities.
51. To undertake agricultural and horticultural activities of any kind whatsoever.
52. To manufacture or deal in the item of paper, paper-products, paper-conversions and packaging and building materials.
53. To manufacture or sell sanitary goods and fittings, tiles, marbles and artificial stones used for building, flooring, walls, ceiling or other purposes, articles of decoration and all other articles, things, fittings and materials used for and in construction industry.
54. To manufacture or sell pharmaceuticals, medicinal, clinicals, industrial cements, oils, lubricants, paints, perfumes, perfumery soaps and toiletries, pigments and varnishes, laboratories and medicinal and sanitary preparations, stationary, toys, fancy goods, provisions and other articles and commodities of industrial, commercial, personal, household use and/or consumption.
55. To manufacture or sell electrical goods, electrical equipment, wires, cables and electrical fittings.
56. To carry on the business in India as Builders and/or as Building contractors.

57. To construct and build commercial or residential buildings and to sell on ownership basis and/or to let on lease on such terms or term the Company may consider just and proper.
58. To do Real Estate business.
59. To carry on the business of financiers and/or money lenders and/or to act as finance brokers.
60. To purchase and sell or let on lease or otherwise deal in immoveable properties in India and/or to earn brokerage therefrom.
61. To act as house decorators, sanitary engineers, plumbers, electrical contractors or building contractors.
62. To run cinema or operas or auditoriums or hotels, motels, restaurants, cafeterias, snake-bars, night clubs and/or rest houses.
63. To carry on manufacturing of all types of industrial components and all machinery parts.
64. To carry on the business of agricultural spraying and manufacture of fertilizers and other component parts.
65. To manufacture and carry on the business in timber forestry and deal in all activities incidental thereto.
66. To carry on either as manufacturers, importers, traders, exporters, consigners, consignees, principals, owners, agents or factors in wholesale or retail business specified hereinabove.
67. To carry on the business of advertisements & designers of advertisement in all their branches.
68. To carry on the business of importers, traders, exporters, consigners, consignees, principals, owners, agents or factors & either wholesale or retail or any type of trade or goods.
69. To act as technical advisors, consultants, engineers and/or collaborators in the manufacturing and/or construction of the machineries and building constructions.
70. To manufacture all types of collapsible tubes and part there of from aluminium, tin, lead, plastic and paper containers or from such other materials as required from time to time for the manufacture of collapsible tubes and parts thereof.

71. To carry on business and deal in all types of plastic extrusion, moulding, blow moulding and vacuum forming operations, printing on all metals, containers and sheets, papers & paper boards, buying and selling of aluminium, tin, lead, plastic and paper containers.
72. To carry on the business of manufacturers of and dealers in all kinds of fasteners, fastening devices, accessories and equipment.
73. To carry on all or any of the business of the manufacturers of dealers and workers in refractory materials & products, synthetic stones and gems, abrasives, ceramics, raw materials and products, glass, artificial stone and builders requisites of all kinds.
74. To manufacture and/or deal in natural and synthetic rubber & in various kinds of articles made from natural and synthetic rubber.
75. To manufacture and deal in all kinds of rubber and latex articles such as tyres, tubes, hoses & pipes, electrical mechanical & industrial goods, hospital and surgical goods, cycle & motor accessories, shoes, soles & heels, nipples, balloons, dolls & toys etc., & any other articles that may be manufactured by special specifications.
76. To carry on the business of an Investment Company & to buy, underwrite, invest in, acquire, hold and deal in shares, stocks, debentures, debenture-stock, bonds, obligations, units & securities of any kind, issued or guaranteed by any company constituted or carrying on business in India or elsewhere.
77. To carry on the business of a leasing & hire purchase finance company & to acquire, to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, trading & other commercial and service business.
78. To carry on all or any of the business of manufacturers of, importers, exporters & dealers in, hirers & repairers of electrical machinery, equipment & appliances of all kinds and descriptions including motors, batteries, dynamos, bulbs, armatures, magnets, conductors, insulators, transformers, converters, switch board, air conditioners, refrigerators, domestic appliances and electronic equipments, including radars, computers, business machines, radios, television sets, tape recorders, gramophones, records, tapes & telecommunication equipments & telephone equipments

& their components and accessories, including transistors, resistors, condensers and coils.

79. To carry on the business of rental of cars, coaches, buses, chartering of ships, planes, trucks, barges and any other mode of travels, or transport, booking of tickets for all modes of travels, hotel reservations and organising tours in and outside India and to carry on consultancy business for all modes of travel such as shipping and airline agencies freight brokers, travel agents and the like.
- *80. To acquire, take over, promote, establish and carry on all or any of the businesses of manufacture of oil from soyabean, groundnut, linseed, cotton seeds, sunflower seeds, rice bran and other oil cakes, oil extraction by crushing, by chemical or any other processes and carry on the business of oil refiners, manufacturers of hydrogenated ghee and all other similar and allied products, manufacturers of soap, glycerine, all kinds of fatty acids and manufacturers of cattle food, fodder and other preparations of all similar descriptions and to manufacture, buy, sell, import and deal in oil, oil grains, oil cakes and allies products.
- *81. To own, work, erect, install and otherwise to handle or deal in spinning mills, weaving mills and/or other factories for processing, ginning, carding, combing, securing, mixing, processing, twisting, printing, bleaching, dyeing or finishing raw silk, waste silk, cotton, flax, hemp, jute, wool, hessian and all other linen, fibres and textiles of every description and kind.
- *82. To carry on the business of setting up facilities for telecommunication equipment, parts, accessories including manufacturing jelly filled wires cables & optical fibre cables / maintenance of facilities for telecommunication and to deal in all equipments connected with telecommunication.
- *83. To carry on business of setting up facilities for generation and distribution of power energy, manufacture of power cables and operations and maintenance of facilities and to deal in all equipments connected with generation, accumulation and distribution of power energy.

- *84. To carry on business of setting up facilities of milk processing, manufacturing, selling, distributing, trading dealing, exporting pasteurized milk in packed or loose form and to manufacture, sell, deal and distribute all milk related products viz., cheese, butter, milk powder, etc.
- *85. To manufacture, produce, sell, trade, import, export and deal in various types of animal feeds and concentrates and other related products.
- *86. To carry on in India or elsewhere the business of forward trading including future and options in commodities, securities and any derivative and also to act as Brokers, Commission Agents, Service Agents and consultants in the above said field.
- *87. To carry on the business of manufacture, imports, exports, distributors, dealers, agents, wholesalers, retailers, job work and to deal in all types of materials viz. inorganic, organic chemicals, agro chemical products, fertilizers and insecticides, pesticides, chemical, manure including nitrogenous, phosphoric, potassium like urea, ammonium sulphate, ammonium nitro phosphate, white phosphorus mercuric chloride, mercurous chloride, phosphorous sulfochloride, ethylene diamine, ortho pheylyene diamine, phosphorous trichloride, trim methyl phosphate, phosphorous penta sulfide, mono methylamine, mono chloro, acetic acid, methyl dibromide, pera nitro meta cresol, tetra hydro phthalic anhydride, butanediol, methyl chloroformate, cumene, mono methyl aceto acetamide, meta phenoxy benzaldehyde, chloromethyl butyl ether, diethyl choro acetanilide, dimethylemine, para chloro benzyl cyenide, dimethyl phosphorochloridate and all kind of other chemical based work and other allied goods, materials and substances and other nitrogen allied chemicals, super phosphate, single, double, triple and allied phosphorio manures, potassium manures and granulated manures, different compositions and of different proportions, diammonium phosphate, muriate of potash, dolomite gypsum, organic manure, leather chloride, crystals, sodium nitrate, fertilizers, mixtures of calcium nitrate and magnesium nitrate and also in all types of liquid and nano fertilizers and to manufacture of chemicals, medicines, manures, distillers, dye makers, chemicals acids, alkalies, petrochemicals, chemical compounds and chemicals of all kinds like solid, liquid and gaseous and other disinfectants, insecticides, fungicides,

deodorants, bio chemicals, pharmaceuticals, sizing, bleaching, photographic and other preparation and articles to produce and manufacture seeds, processed, seeds concentrate for cattle or poultry feed and to manufacture various inorganic and organic compounds by all possible methods now prevalent or as they may be devised in future.

- *88. To establish and equip laboratories and carry on analytical, experimental and other work for undertaking and search in relation of the object of the Company. To establish, provide maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical researches and experiments or tests of all kinds, promote studies and researches in inventions by providing subsidizing endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on and for better control of the quality of raw materials, intermediates and finished products and to improve and invent new and better technique and methods of manufacture and to issue certificates or reports on the findings of experiments, tests or investigations conducted by the Company.
- *89. To explore, prospect, purchase, take on lease or on royalty basis or otherwise acquire mines, mining lease, mining claims, mining rights and lands or any interest therein and to quarry, mine, dress, reduce, draw, extract, smelt, refine, manufacture, process and otherwise acquire, buy, sell or otherwise dispose of and deal in all types, qualities and descriptions of ores metal and mineral substances and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects. To explore, search, work, exercise and develop all sorts of major and minor minerals, working deposits of all kind of minerals and sub-soil minerals and to crush, win, set, quarry, smelly, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market ore, metal and mineral substances of all kind and to carry on metallurgical operations in all its branches. To prepare, process, manufacture assemble, fabricate, cast, fit, press, machine, treat, weird, harden plate, temper, anneal any kind of metals and the consequential products.

- *90. For foraying into the business of mining for producing fertilizers and chemicals. To produce, process, store, distribute, sell, import, export or otherwise deal in gas and other byproducts arising from coal gasification and use them to produce fertilizers and associated products.
- *91. To carry out business of manufacturing, trading, import, export, installation, and operation of Solar systems for energy generation including Solar Photovoltaic, Solar Thermal, Solar Chimney and any other Solar based devices used in households, industry and commercial establishments and to carry on the business of energy generation, transmission, distribution, power trading based on Thermal, Hydro, Nuclear and Gas and including manufacture, trading, export, import of power related equipment's and systems.
- *92. To carry on the business of builders and contractors and construction of residential flats, colonies office buildings, commercial and multistoried complexes, prefabricated and precast houses and to acquire by purchase, lease, exchange, or otherwise, land, buildings and hereditaments of any tenure or description and any estate or interest therein and any rights over or connected with land, and to turn the same to account as may be expedient, and in particular by preparing building sites, and by constructing, reconstructing, altering, improving, repairing, decorating, furnishing and maintaining, ports and conveniences of all kinds and by consolidating or connecting or subdividing properties and by leasing and disposing of the same.
- *93. To carry on the business of dealers in real estates and to manage lands, buildings, and other properties whether belonging to the company or not, and to collect rents and income, and to supply to tenants and occupiers, and others, refreshments, attendants, messengers, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences and other advantages and to carry on the business of acquiring, purchasing, leasing or otherwise and sales in real-estate including agricultural land and to carry on agricultural activities thereon and other allied activities.
- *94. To carry on the business of hire or otherwise take over all kinds of buses, mini buses, tempos, lorries or any kind of vehicles, commonly used in carrying passengers and to carry on the business of transportation in all or any of its branches.

- *95. To communicate with Chambers of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
- *96. To sell, manage, or dispose off, turn to account, of otherwise deal with, all or any part of the property and rights of the Company.
- *97. To subscribe to become a member of subsidise and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to and such association, such information as may be likely to further the objects of the Company.
- *98. To acquire and secure membership, seat or privilege either in name of the Company or its nominee or nominees in and of any association , exchange, market club or other institution in India or any part of the world for furtherance of any business, trade or industry.
- *99. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertisement in the press by circular, by purchase and exhibition or works of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- *100. To acquire for purchase or on lease or assignment or under any other arrangement or understandings upon payment of consideration by way of outright payment or by rent, royalty or otherwise forever or for certain period the Trade name, Trade mark, Goodwill or any other rights of and from any other concern or concerns in carrying on the business or dealing in the products, goods and commodities for which Company is authorized.
- *101. To apply for, obtain, purchase or otherwise acquire and protect, prolong and renew any patents, patent right, inventions processes, scientific technology, software, hardware, processes, secrets, scientific or technical or other assistance, know-how and other information, designs, patterns, copyrights, trademarks, licenses, concession, and the like rights or benefits or rights of use thereof,

which may seem capable of being used for or in connection with any of the objects of the company or the acquisition or use of which may seem calculated directly or indirectly to benefit the company on payment of any fee, royalty or any other consideration and to use, exercise or develop the same and manufacture under grant of license in respect thereof or otherwise deal with the same.

- *102. To carry on the business of manufacture, imports, exports, distributors, dealers, traders, agents, wholesalers, retailers, job work and to deal in all types of materials viz. muriate of potassium, potassium chloride, micronutrients, mixed micronutrients, water soluble fertilizers, organic fertilizers, other agri inputs, urea phosphate, magnesium fertilizer, zinc fertilizer, boron fertilizer, zinc boron fertilizer, fungicide, magnesium sulphate, zinc sulphate monohydrate, potash derived from molasses, calcium nitrate, disodium octaborate tetra hydrate, mixtures of N.P.K different composition and of different proportions of N.P.K, NPK complex fertilizer, sulphur bentonite, mono ammonium phosphate, mono potassium phosphate, potassium sulphate, Urea SSP, fortified SSP, triple superphosphate, urea SSP (complex), compost, biofertilisers, soil conditioner, humic acid fertilizer, plant growth regulators, weedicides, herbicides, other agri products and also in all types of liquid and vegetable fertilizers and all types of other fertilizers.
- *103. To carry on the business of manufacturers, retailers, importers, exporters, traders and dealers in chemical products of any nature including oleum, linear alkylbenzene sulfonic acid, linear alkylate sulfonate, derivatives of sulphuric acids, acids and acid derivatives, camphorsulfonic acid - CSA, Specialty chemicals, oleum 23%, oleum 65%, sodium silico fluoride, in particular soda ash, caustic soda, ammonium chloride, benzene hexachloride, zinc chloride, calcium chloride, di-calcium phosphate, alcohol, chlorine, chlorine products, both organic and inorganic such as polyvinyl chloride carbontetra-chloride, trichloro-ethylene, perchloroethylene ethylene dichloride, carbon disulphide, barium chloride, aluminum trichloride and titanium tetrachloride etc. metallic chlorides, hypochlorides, alkalic acids, cordials, drugs, tannins, essences and pharmaceuticals, photo-graphical, sizing,

medical, chemical, industrial and other allied preparations and articles of any nature and kinds whatsoever, mineral and other waters, cements, oils, paints pigments and varnishes compounds drugs, stuff organic or mineral intermediates and other preparations of any nature and kind whatsoever.

- *104. To rent out, give on hire or lease or sub-lease or share with others or otherwise or purchase or deal with any property or assets or plant or machinery or equipment's or vehicles or furniture's or fixtures, of the Company, not immediately required or any part thereof in excess of the requirements of the Company from time to time for such consideration terms and conditions as the Directors may deem fit.
- *105. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business.
- *106. To purchase or otherwise acquire and lease, sub-lease, rent, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part of the undertaking of the Company or any land, business, property, rights , plant and machinery, equipment's, vehicles or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
- *107. To enter into any arrangements or agreements with any government or authorities, semi-government authorities, public sector undertakings, municipal, local or otherwise that may seem to be conducive for purchase or sell of fertilizers, chemicals or all types of agri inputs.
- *108. To enter into arrangements for job work in Company's branding and outsourcing material in Company's brands.

*109. To open or set-up retail outlets on hire or Company owned on all India basis to sell Company's agri inputs or fertilizers or chemicals as mentioned in above clauses.

*110. To trade in raw materials of fertilizers and chemicals.

IV. The liability of the members is limited.

V. *The Authorised Share Capital of the Company is Rs. 41,00,00,000/- (Rupees Forty One Crores Only) divided into 6,20,00,000 (Six Crores Twenty Lacs) Equity Shares of Rs. 5/- each (Rupees Five only) and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide and/or subdivide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company but subject always to the provisions of the Companies Act, 2013 including amendments thereto from time to time.



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- * *Clause I amended vide Special Resolution passed at the EGM held on 19/09/1985.*
- * *Clause 80 inserted vide Special Resolution passed at the EGM held on 08/02/1991.*
- * *Clause 81 to 85 inserted vide Special Resolution passed at the AGM held on 17/01/1995.*
- * *Clause 86 inserted vide Special Resolution passed at the AGM held on 29/09/2000.*
- * *Clause 87 to 99 inserted vide Special Resolution passed at the AGM held on 25/08/2022.*
- * *Clause 100 to 110 inserted vide Special Resolution passed at the AGM held on 13/08/2024.*

- * *Authorised Share Capital increased from Rs.1,00,000/- to Rs.3,00,00,000/- vide Ordinary Resolution passed at the AGM held on 21/10/1986.*
Authorised Share Capital increased from Rs.3,00,00,000/- to Rs.8,00,00,000/- vide Ordinary Resolution passed at the AGM held on 11/12/1991.
Authorised Share Capital increased from Rs.8,00,00,000/- to Rs.18,00,00,000/- vide Ordinary Resolution passed at the AGM held on 25/11/1992.
Authorised Share Capital increased from Rs.18,00,00,000/- to Rs.30,00,00,000/- vide Ordinary Resolution passed at the EGM held on 08/08/1995.
Reclassification of Authorised Share Capital of Rs. 30,00,00,000/- vide Ordinary Resolution passed at the EGM held on 13/11/2000.
Reclassification of Authorised Share Capital of Rs. 30,00,00,000/- vide Ordinary Resolution passed at the AGM held on 29/12/2004.
Authorised Share Capital increased from Rs.30,00,00,000/- to Rs.41,00,00,000/- vide Ordinary Resolution passed at the AGM held on 29/12/2004.
Reclassification of Authorised Share Capital of Rs. 41,00,00,000/- vide Special Resolution passed at the AGM held on 30/11/2009.
Substitution of Clause V vide Ordinary Resolution passed through Postal Ballot on 1st January, 2025

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We, the several persons, whose names, addresses, descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name, Address. Description and Occupation of each Subscriber	Number of Equity Shares taken by each subscriber	Signature of subscriber	name, address, description & occupation of witness & his Signature
<p>Vashu Ramsinghani S/o. Jiasingh 812 Raheja Chambes, Nariman Point, Bombay - 400 021.</p> <p>Business</p>	5 (Five) Equity Shares	Sd/-	<p>S. U. GEHANI Shyam S/o. Udham Gehani 59, Dr. V. B. Gandhi Marg, Bombay - 400 023. Business</p>
<p>Ashok Ramsinghani S/o. Jiasingh 812 Raheja Chambes, Nariman Point, Bombay - 400 021.</p> <p>Business</p>	5 (Five) Equity Shares	Sd/-	
Total	10 (Ten) Equity Shares		

Bombay, dated this 24th day of August, 1984

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**THE COMPANIES ACT, 2013,
COMPANY LIMITED BY SHARES
* ARTICLES OF ASSOCIATION
OF
RAMA PHOSPHATES LIMITED**

The Regulations contained in Table 'F' in First Schedule to the Companies Act, 2013, shall apply so far as they are applicable to a Public Company and so far only as they are not inconsistent with any of the provisions contained in these Regulations.

Interpretation

I. 1. (i) In these regulations:-

- (a) "the Act" means the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, the rules and regulations prescribed thereunder, as now enacted or as the same may from time to time be amended, replaced or re-enacted.
- (b) "Articles" means these articles of association of the Company or as altered from time to time.
- (c) "The Company" or this company means "Rama Phosphates Limited".
- (d) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
- (e) "Depository" shall mean a Depository as defined in Section 2 of the Depositories Act, 1996.
- (f) "Office" means the Registered Office of the Company.
- (g) "Seal" means the Common Seal of the Company.

(ii) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Share capital and variation of rights

II.

1. (i) The Authorised Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association with the power to the Board of Directors to increase or reduce such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this behalf and with the power also to divide the shares in the capital for the time being into equity share capital and preference share capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.

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

**** Adoption of New Set of Articles of Association in place of existing Articles of Association vide Special Resolution passed through Postal Ballot on 1st January, 2025***

2. (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 specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary.
Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate
 - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 - (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. 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.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the Sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

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

Calls on shares

- 13. (i) Subject to the provisions of the Act, 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 byway of premium) and not by the conditions of allotment thereof made payable at fixed times:
 - (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
- 14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
- 15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
 - (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 18. The Board—
 - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

- 19. (i) 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.
20. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
21. The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under subsection (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the

member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

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

27. In the case of transfer / transmission of Shares or other marketable Securities where the Company has not issued any Certificates and where such Shares or Securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply

Forfeiture of shares

28. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
29. 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.
30. 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 Board to that effect.
31. (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.
32. (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.
33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - (iii) The transferee shall thereupon be registered as the holder of the share; and
 - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
34. (i) Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
- (ii) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
- (iii) 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

35. 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.
36. 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.
37. 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.
38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account;

Capitalisation of profits

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

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

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

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

Buy-back of shares

41. 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

42. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year. All general meetings other than annual general meeting shall be called extra ordinary general meeting.

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

(ii) The Board shall on requisition of such members as specified under the Act forthwith proceed duly to call an extra ordinary general meeting of the Company.

(iii) A general meeting of the Company may be called by giving at least clear 21 (twenty one) day's notice in writing or through electronic mode but a general meeting may be called after giving shorter notice if consent is received in writing or by electronic mode from such number of members as provided under the Act.

Proceedings at general meetings

44. (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.

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

46. 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.

47. 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.
48. (i) On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
- (ii) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
- (iii) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting.
- (a) is, or could reasonably be regarded, as defamatory of any person; or
(b) is irrelevant or immaterial to the proceedings; or
(c) is detrimental to the interests of the Company
- (iv) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
- (v) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
- (a) be kept at the registered office of the Company; and
(b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.

Adjournment of meeting

49. (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

50. 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.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52. (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
53. 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.
54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55. 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.
56. (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.
(iii) The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairperson present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Proxy

57. (i) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

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

60. Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen).

61. (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.
62. (i) Subject to the provisions of Section 152 of the Act at every Annual General Meeting, One-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- (ii) The Board may appoint an alternate director to act for a Director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- (iii) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
- (iv) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the alternate director.
- (v) If the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- (vi) The Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated.
63. 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.
64. 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.
65. 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.
66. (i) Subject to the provisions of the Act, 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.

Proceedings of the Board

67. (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.
68. (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.
69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
70. (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 fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
71. (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.
72. (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 fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting
73. (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.
74. 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.
75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by majority of the members of the Board or of a committee thereof, out of all the members 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.

76. (i) A meeting of the Board of Directors shall be held at least four times every year and not more than 120 days shall lapse between two Board meetings.
- (ii) Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.
- (iii) The quorum for a Board/committee meeting shall be as provided in the Act
- (iv) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or other permitted means, in accordance with the procedures and precautions as laid down in the Act.

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

77. 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.
78. (i) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
- (ii) Subject to the provisions of the Act, the Directors may from time to time appoint one or more Managing Director of Company, in accordance with the provisions of the Act.
- (iii) A Managing Director so appointed shall exercise the powers and authorities conferred upon him by an agreement entered into between him and Company and/or by a resolution of the Board and be subject to obligations and restrictions imposed upon him thereby or by the Act.

The Seal

79. (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 one director and of the secretary of the Company or such other person as the Board may appoint for the purpose, and those 1 (one) director and the secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed.

Dividends and Reserve

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

81. 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.
82. (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 equalising 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.
83. (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
84. 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.
85. (i) Any dividend, interest or other monies payable in cash in respect of shares maybe 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.
86. 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.
87. 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.
88. (i) No dividend shall bear interest against the company.
- (ii) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

Accounts

89. (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 authorised by the Board or by the company in general meeting.

Winding up

90. 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 and Insurance

91. Subject to the provisions of the Act, every Director, managing director, whole time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such Director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
92. Subject as aforesaid, every Director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by a court or such authority.
93. 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

94. Subject to the provisions of the Act, no member shall be entitled to require discovery of any information respecting any detail of the Company's trading or any matter in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board of Directors it may be inexpedient in the interest of the Company to communicate to the public.

General Power

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

**** Adoption of New Set of Articles of Association in place of existing Articles of Association vide Special Resolution passed through Postal Ballot on 1st January, 2025***

JAMBU
KUMAR
PARAKH

Digitally signed
by JAMBU
KUMAR PARAKH
Date: 2025.01.03
16:04:57 +05'30'

We, the several persons, whose names, addresses, descriptions are subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name, Address. Description and Occupation of each Subscriber	Number of Equity Shares taken by each subscriber	Signature of subscriber	name, address, description & occupation of witness & his Signature
<p>Vashu Ramsinghani S/o. Jiasingh 812 Raheja Chambes, Nariman Point, Bombay - 400 021.</p> <p>Business</p>	5 (Five) Equity Shares	Sd/-	<p>S. U. GEHANI Shyam S/o. Udhamam Gehani 59, Dr. V. B. Gandhi Marg, Bombay - 400 023. Business</p>
<p>Ashok Ramsinghani S/o. Jiasingh 812 Raheja Chambes, Nariman Point, Bombay - 400 021.</p> <p>Business</p>	5 (Five) Equity Shares	Sd/-	
Total	10 (Ten) Equity Shares		

Bombay, dated this 24th day of August, 1984

