MEMORANDUM OF ASSOCIATION

&

ARTICLES OF ASSOCIATION

OF

ODYSSEY CORPORATION LIMITED

भारत सरकार–कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य–खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : L67190MH1995PLC085403

मैसर्स ODYSSEY CORPORATION LIMITED

के अंशधारकों ने दिनांक 28/02/2011 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम,1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम–ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतदद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम–ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा मुंबई में यह प्रमाण–पत्र, आज दिनांक बारह मार्च दो हजार ग्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : L67190MH1995PLC085403

The share holders of M/s ODYSSEY CORPORATION LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 28/02/2011 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Mumbai this Twelfth day of March Two Thousand Eleven.

(M KANNAN)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

ODYSSEY CORPORATION LIMITED
Shop No 3, Hemu Castle, Dadabhai Road,, Near Gokhlibai School, Vile Parle (West),
Mumbai - 400056,
Maharashtra, INDIA

ODYSSEY CORPORATION LTD MUMBAI

प्रारूप० आई० आर०
Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता०.....का सं०.....

No. **11-85403** *.....of 1995*.....

मैं एतद्द्वारा प्रमाणित करता हूं कि आज.....

.....

.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that . **ODYSSEY . FINANCIAL . SERVICES** .....

.....**LIMITED**.....

.....

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता०..... को दिया गया।

Given under my hand at ...**BOMBAY**..this...**NINTH**.....

day of .**FEBRUARY**.. One thousand nine hundred and.**NINETYFIVE**

Vijayan Menon

(S.R.V.V.SATYANARAYANA)

कम्पनियों का रजिस्ट्रार

Addl. *Registrar of Companies*
Maharashtra

ODYSSEY CORPORATION LTD MUMBAI

No. 11-85403

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA, MUMBAI.

In the matter of **ODYSSEY FINANCIAL SERVICES LIMITED**

I hereby approve and signify in writing under Section.21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the Company.

from **ODYSSEY FINANCIAL SERVICES LIMITED.**

to **ODYSSEY CORPORATION LIMITED.**

and I hereby certify that **ODYSSEY FINANCIAL SERVICES LIMITED.**

which was originally incorporated on **NINTH** day of **FEB 1995** under the Companies Act, 1956 and under the name **ODYSSEY FINANCIAL SERVICES LIMITED.** having duly passed the necessary resolution in terms of section 21/22/(1) (a)/22(1) (b) of the Companies Act, 1956 the name of the said Company is this day changed to

ODYSSEY CORPORATION LIMITED. and this certificate is issued pursuant to Section 23(1) of the said Act/

Given under my hand at MUMBAI this **FIFTH** day of **OCTOBER** One Thousand Nine Hundred and Ninety-Five.

(B.CHANDRA)
DY Registrar of Companies
Maharashtra, Mumbai.

ODYSSEY CORPORATION LTD MUMBAI

The Companies Act, 2013

MEMORANDUM OF ASSOCIATION

OF

ODYSSEY CORPORATION LIMITED

The Company Limited by Shares

**THE COMPANIES ACT, 2013 AND
THE COMPANIES ACT, 1956 (AS APPLICABLE)

COMPANY LIMITED BY SHARES MEMORANDUM OF ASSOCIATION OF
ODYSSEY CORPORATION LIMITED (THE "COMPANY")

I. The Name of the Company is: - ***ODYSSEY CORPORATION LIMITED.**

II. The Registered Office of the Company will be situated in the state of **Maharashtra.**

III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: —

1. #To produce, buy, sell, import, export or otherwise deal in cinematographic films, television films, video films and video cassettes and production of T.V. serials, talk shows, game shows event management, ad films, corporate films, cable TV, feature film, regional television, casting. Video plus film equipment supply, brand launches, theaters, stage management, music videos and to carry on the business and distributing cinematography films, television films, video films and acquiring or selling rights therein. To run its own or hire or otherwise multiplexes, show theater houses, Film schools, Medial Schools, and to act as distribution houses with all network or other available network including digitalization distribution or through satellite channel, setting up own movies distribution network. To distribute own and other producer's movies, micro marketing in overseas markets, tie up with leading world distributors with or without joint venture.

2. #To carry on the business of manufacturing, producing, processing, converting, refining, treating, blending, preparing, acquiring, purchasing, importing, exporting, storing, transporting, piping, distributing, supplying, marketing, trading, dealing in, leasing, selling and otherwise handling petroleum, petrochemicals, chemicals, mineral oils, vegetable oils, lubricants, lubricating compositions and devices, hydrocarbon oils and their blends, synthetic fuels, motor spirit, aviation fuel, diesel oil, kerosene, natural gas, coal gas, oxygen, acetylene, ammonia, nitrogen, hydrogen, helium and all other kinds of gases, oils, chemicals and allied products; and all products, by-products and derivatives thereof, including wax, paraffin, soap, paints, glycerin, candles, oil cloth, butter substitutes, pesticides and other chemical derivatives. To act as manufacturers, processors, refiners, converters, makers, bottlers, stockists, importers, exporters, traders, distributors, retailers, buyers and sellers of the aforesaid products and to manufacture, service, repair, buy, sell and deal in plants, machinery, equipment, spares, cylinders, containers, gadgets, appliances and accessories used for producing, processing, storing, transporting or utilizing such products. To acquire, establish, construct, erect, develop, maintain, repair, operate, manage and use refineries, oil wells, derricks, distilleries, factories, mills, warehouses, storage facilities, pipelines, power plants, expellers, rotaries, mechanical and hydraulic presses and other industrial undertakings and infrastructure required in connection therewith, and to supply and deal in such products for industrial, agricultural, medical, hospital, refrigeration, aviation, transportation, communication, energy, domestic, commercial, horticultural, forestry, defence and other allied purposes.

3. #1To carry on the business in India and abroad as Traders, Distributors, Dealers, Importers, Brokers, Stockists & Commission Agent, Agency Business Selling & Marketing Business Assembling Fabricating and Processors of Agricultural,

** The name of the Company was changed from Odyssey Financial Services Limited to Odyssey Corporation Limited dated June 24, 1995.*

*** Adoption of new set of Memorandum of Association as per Companies Act, 2013 through the postal ballot dated May 17, 2026.*

#Amended / Inserted Vide Special Resolution Passed through Postal Ballot dated 25.01.2006 and registered on 13.02.2006 by Registrar of Companies, Maharashtra.

#1Amended / Inserted Vide Special Resolution Passed through Postal Ballot dated 28.02.2011.

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Commercial, Industrial Product, Household, Domestic, Automobile, Farms and Forest product, Food product, pulses and grains, Leather products, Rubber and other Gadgets, Appliances, Accessories, Spare Parts, Computer Hardware products Engineering product goods, Plant & Machinery, Equipment, Apparatus, Software, all types of Dyes & Chemicals, Minerals, Pharmaceuticals, Wools Silk, Yarn, Fibers, Garments, Textile, Cold Storage, Property & Structure Development, Paper & all kinds of Boards Tea Timber Products Rubbers Plastics Footwear's Marble Granite Cements and Ceramic Tiles Pesticide Glass & Glass Ware Tyres & Tubes Cement Fertilizer Iron & Steel Copper Gold Silver Diamonds Precious Stones and Jeweller Ferrous & Non Ferrous Metals Electronics Toys Games Batteries Buttons Cells Telephones & Sim Cards Gas Lighters Calculating Machines Electronic Organizers Computers Floppy Diskettes Audio Video Tapes Compact Disc TV Software Films and TV Serials E-commerce Web based solution and internet portable or any other merchandise and commodity and to run chain stores mall supermarkets.

4. To carry on the business of an Investment Company and to invest in, hold, buy, sell, underwrite, sub-underwrite or otherwise trade and deal in shares, stocks, securities, debentures, debenture-stock, bonds, units and obligations issued by any Company, corporation, firm or person whether incorporated or established in India or elsewhere by original subscription, tender, purchase, exchange, gift or otherwise and to subscribe for the same either conditionally or otherwise or to invest in, hold, buy, sell, underwrite, sub-underwrite or otherwise trade and deal in shares, securities, debentures, debenture-stock, bonds, units and obligations issued by Indian or foreign governments, state, dominions, sovereigns, municipalities or public authorities or bodies and to manage investment pools, mutual funds, syndication of shares, stocks and securities subject to the necessary approvals.

5. To carry on the business of agriculturists, planters, growers, cultivators, producers, processors, manufacturers, traders, exporters and importers of agricultural, horticultural, plantation, forestry and allied products; to acquire, own, lease, develop and cultivate agricultural lands, plantations, orchards, farms and estates for growing, producing, cultivating, harvesting, processing, treating, blending, preserving, packaging, transporting, marketing and dealing in tea, coffee, cocoa, rubber, tobacco, jute, hemp, sugarcane, sugar beet, oilseeds, food grains, cereals, pulses, seeds, vegetables, fruits, flowers, nuts, spices, spice oils, essential oils, aromatic substances, fragrances, oleo-resins, vanaspati products, timber, forestry products, grass, seaweeds, leaves and all other crops, plants and produce of the soil, whether naturally occurring or cultivated; and to manufacture, process, convert, render marketable, buy, sell, distribute, export, import and otherwise deal in agro-based and non-agro-based products, beverages, food products, plantation crops and all products, by-products and derivatives arising therefrom.

6. To carry on in India or elsewhere the business of prospecting, exploring, surveying, discovering, developing, acquiring, operating, managing and working mines, open-cast mines, quarries, mineral deposits and other mining properties; to search for, win, extract, quarry, excavate, dig, raise, crush, break, reduce, smelt, calcine, refine, dress, amalgamate, process, manufacture, convert, prepare, render marketable, transport, store, buy, sell, import, export, supply and otherwise deal in ores, minerals, metals, mineral substances and deposits of every kind and description, whether ferrous, non-ferrous, precious or semi-precious, including coal, lignite, iron ore, bauxite, limestone, rock phosphate, gypsum, mica, chrome, copper, zinc, tin, tungsten, zircon, titanium, vanadium, silicon, quartz, gold, silver, diamonds, precious and semi-precious stones, petroleum, mineral oils, clay, china clay, bentonite, calcite, chalk, soapstone, sand, stone and other minerals, metals, chemicals and allied substances, together with all products, by-products, residues, mixtures, blends and derivatives thereof; to act as miners, mine owners, contractors, operators, managers, agents, brokers, stockists, distributors, consultants and traders in relation thereto; and to

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acquire, obtain, hold and exercise mining rights, concessions, grants, leases, licences, permits, tenders and other rights, powers and privileges from governments, local authorities, corporations or private persons over lands, water areas and mineral-bearing properties, and to undertake all activities incidental or conducive to the attainment of the foregoing objects.

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

7. To enter into negotiations collaboration technical or otherwise with any person's firm company body corporate institution or Government for obtaining expert advice.

8. To lend money and negotiate loans and draw accept endorse discount buy sell and deal in bills of Exchange Promissory Notes Bonds debentures hundies coupons and other negotiable instruments and securities and or issue or commissions and subscribe for purchase take acquire and hold sell exchange and deal in any other company.

9. To acquire, from time to time, and to hold, use, sell, licence, assign, develop, exploit, trade in or otherwise deal with all such stock-in-trade, goods, chattels, patents, trademarks, copyrights, inventions, designs, technical know-how, licences, concessions, privileges, rights and effects as may be necessary, incidental or convenient for the business for the time being carried on by the Company.

10. To draw make accept endorse discount execute and issue promissory notes hundies bills of exchange bills of leading warrants debentures and other negotiable instruments in course of the company business.

11. To apply for purchase or otherwise acquire any patents of invention license concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention for the purpose of the Company and to use exercise develop or grant or licenses in respect of or otherwise turn to account the property rights or information so acquired.

12. To appoint agents to promote the business of the Company.

13. To open branch offices throughout India and abroad with permission of Reserve Bank of India as required from time to time.

14. To pay for any property acquired by the company and remunerate any persons firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of shares or securities of the Company is paid in full or in part or otherwise.

15. To lend lease or on hire purchase system or to lend or otherwise dispose of any property belonging to the Company.

16. To sell exchange mortgage let on lease royalty or tribute payments grant license easements option and other rights over and in any other manner deal with or dispose of the undertaking property assets right and effects of the company or any part thereof for such consideration as may be thought fit and in particular for stock shares whether fully or partly paid up securities of any other company having objects in whole in part similar to those of the company.

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17. To procure the recognition of the company in or under the law of any place outside India.

18. To undertake and execute any trust, the undertaking of which may seem desirable to the company and either gratuitously or otherwise and vest any

real or personal property rights or interest acquired by or belonging to the company in any person or company or companies on behalf of or for the benefit of the company and with or without any declare trust in favour of the company for the purpose of the business of the Company.

19. Subject to provisions of the Companies Act, 2013, to accept gift and to give gift and donations to create trusts for the welfare of the employees, members director and/or their dependents heir and children and for any deserving object and for persons also and to act as trustees.

20. To subscribe or guarantee money for national charitable religion educational benevolent other institutions societies clubs funds association public general or useful objects or for any association but not intended to serve any political cause or purpose.

21. To communicate with chambers of commerce and other mercantile and Public bodies throughout the world and concert and promote measures for the protection of trade industry and persons engaged therein.

22. To subscribe or become a member of subsidiaries and cooperative with any other association whether incorporate or not whose objects are altogether or in part similar to those of the company and to procure from and communicates to any such association such information as may be likely to further the objects of the Company.

23. To pay legally any premium or salaries and to pay for any property right or privileges acquired by the company or for services rendered or to be rendered in connection with the promotion formation of the business of the company or for service rendered or to be rendered by any person firm or body corporate in placingor assisting to place or guaranteeing the placing of any of the shares of the company or any debentures or other securities of the company or otherwise either wholly or partly in cash or in shares bonds debentures or other securities of the company and to issue any such shares either as fully paid up or with amount credited as paid up therein as may be agreed upon to charge any such bonds debentures or other securities upon all or any part of the property of the company.

24. To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the promotion formation establishment and registration of the company.

25. In the event of winding up to distribute all or any of the property of the company amongst the members in specific or kinds or any proceeds or sale or disposal of any property of the company subject to the provisions of the Companies Act 2013.

26. To undertake carryout promotes and sponsor development including any programme for promoting the social and economic welfare or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the promoting of rural development shall also including any programme for the social and economic welfare of the uplift of the public in any rural area which the Directors considers it likely to promote assist rural development and that word rural area shall include such area as may be regarded as rural areas under section 35CC of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas.

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27. To achieve greater growth of the national economy through increased productivity effective utilization of material and manpower resource export promotion and continued application of modern techniques so as to discharge its

social and moral responsibilities to the shareholders employee customer local community and the society and to undertake carry out promote and sponsor or assist any activity which the Director consider likely to promote national welfare or social economic or normal uplift of the public or any section of the public and in such manner and by such means as the director may think fit and director may without prejudice to the generality of the foregoing undertake carry out promoting and sponsor any activity for publication of books literature newspaper or for organization lectures or seminar likely to advance these objects or for giving merit awards or giving scholarship loans or any other assistance to deserving students or other person to enable them prosecute their students in their academic pursuit or researches and for establishment conducting or assisting any institution funds having any one of the aforesaid objection as one of its objects by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects of purpose transfer without consideration or at such value as the directors may think fit and transfer the ownership of any property of the company to or in favour of any public or local body or authority or central or state government or any public institution or trust or funds or organization or person as the director may approve.

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

28. To manufacture all kinds of electrical conductors and insulated wire for power generator transmission and distribution to manufacture deal trade export and import machine and plants equipment and accessories for manufacture of electrical conductor and transformer insulated wire and electrical equipment and to do all kinds of business all verities of electrical conductors and transformer insulated wire and electrical equipment and to do all kinds of business all verities of electrical conductors cables insulated wires and other equipments and to carry on in India or else where the business of mechanical engineers iron master and manufacturer processor fabricator drawers roller and re- roller of steel and non-ferrous metals shafting bars flats squares from scrap billets and ingots.

29. To manufacture products buy sell import export stock deal in machine tools grinding machine automatic lathes drilling machine planning machine Plano grinders machineries of every description precision tools cutting and small tools electrical motors electrical equipment cables wires switch gears flame and drip proof motors electrical fans regulated of all types electric kilowatt hour meters magnets industrial jewels meters voltmeters and other types of measuring instruments electrical non-electrical die casting screw nuts and bolts transformer of all types circuit breaker hoists elevators gears trolleys and coaches winches air compressor welder refrigerator dornet washing machines television receivers and transmitters micro wave components radar equipment valves resistor electronic instrument conductors material transistor and allied items swing machines watches and clocks tape recorder household appliance and component parts thereof.

30. To carry on the business as forwarding agents, representative of manufacturer sales and marketing organization underwriters and insurance agents and to carry on the business or trade or store suppliers consultants company promoters landed proprietors builders contractors and supplier of goods to government and other public and private bodies sheriff's department store operations public shares guarantee brokers carriers by land and water charter parties newspaper owners wharfing warehousemen marine fire and other insurance macadam and broker and for this purpose to appoint and remunerate any Directors accountants experts or agents.

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31. To carry on the business of consultants, advisers and service providers and to render management, financial, technical, engineering, industrial, administrative, commercial, accountancy, quality control, legal, information technology, electronic data processing, computer, human resource and other consultancy and advisory services to individuals, firms, companies, institutions, industries, governments and other organizations; to undertake techno-economic surveys, market research, feasibility studies, project reports, detailed engineering and design work, product design and development, laboratory tests and trials, process improvement studies and turnkey engineering services; to provide technical know-how, technology transfer, process know-how, design, installation, erection and commissioning services in India and abroad in connection with the manufacture of goods, processing of materials and installation of plants and machinery; to prepare, implement, manage and execute projects and contracts on a turnkey or other basis; to render engineering, technical, managerial, skilled and specialized services of all kinds; to assist in the selection, recruitment, training and placement of personnel; to act as intermediaries, coordinators or consultants for arranging financial assistance, loans, investments, underwriting and other funding from banks, financial institutions and other sources; and to promote, form, organize, manage and administer companies, firms, associations, trusts and other entities for itself or on behalf of others.

32. To carry on business as manufactures produce dealers processor importers exporters stockists agents brokers trade retails of all kinds of paper including writing printing wrapping andtissues new print paper for packing including corrugated and craft paper synthetic papers all kinds of boards including paper straw board and all kinds of pulp whether mechanical or chemicals including dissolving pulp.

33. To produce manufacture refine prepare process import export purchase sell and generally deal in cement Portland cement white/colored cement alumina cement pipes fitting sheets asbestos cement pipe and their fitting asbestos cement sheets any other types of Reinforced pipes fitting sheets boards tanks reinforced structural parts blocks tank bricks stones marble granite slabs stone slabs of all types cement titles ceramic tiles of any other variety made out of any natural or synthetic material or wood or metal or any material and all other type of building material used in construction.

34. To manufacture, process, import, export and deal in natural and synthetic resins, plastics, rubber mouldings, powders, adhesives, paints, chemicals, nylon, polyethylene, polypropylene, polyurethane, laminating materials, colours, varnishes, enamels and allied products in all their branches, and raw materials for any of these products and any materials produced out of these products.

35. To carry on business as timber merchant saw mill properties and timber growers and to buy sell grow prepare for market manipulate import export and deal in timber and wood of all kinds and to manufacture and deal in veneer products veneer for tea chest packing cases packing and commercial boards decorative veneer laminated board composite board pressed board hard boards chip boards bent wood moulded wood and articles of all kind made of timber wood.

36. To deal in purchase sell import export or supply and to act as export house principal dealers agents subagents manufacture representative for leather and leather goods gloves wallets bags zippers oil components fibers goods garments metal ware electronic items spare parts appliance machinery equipments jewelry handicrafts ivory antiques and objects of art.

ODYSSEY CORPORATION LTD MUMBAI

37. To manufacture produce buy sell import export and deal in boots shoes sandals footwear of all kinds traveling requisites wallets bags made of leather rubber canvas plastic or other synthetic or natural products water proof cloth or compound hides skins resins synthetic cloth and component parts accessories and fitting and in any of the above products.

38. To manufacture grow distill process dehydrate freeze dry and it packing bottles packaging packing in any synthetic material or poly packaging bulk packaging or packaging of any description of any fruit vegetable any natural or processed foods products including flour maida suji baking material beer, wines molasses vanaspati ghees vegetable oils consumer food products ice ice-cream ice candy milk and milk products sweets and all other eatable and by products and to carry on the business of manufacturer and dealers in and operators of vessels siphon gas filters bottles apparatus appliance and receptacles of all kinds for manufacturing, improving treating preserving aerating mineralizing bottling and discharge any liquid whatsoever.

39. To carry on the business as manufacturers and dealers in hiring, repairing, cleaning, running, chartering stores and warehouse of earth moving and agricultural machines motorcycles cars motors scooter cycles tractors trucks three wheelers bicycles ship and carriage lifts forklifts and handling equipments launches boats vans aeroplanes helicopter hydroplanes hovercraft and other conveyance all description.

40. To manufacture cultivates mix grow process refine hydrogenate extract treat mill grind crush husk de-husk store can fill pack purchase sell import export act as agents and otherwise deal in wheat flour atta, suji bran bakery products biscuit baking material baby foods barley gram maize corn starch glucose paddy rice pulses cereals poultry foods animal feeds and its ingredients oilseeds oils oilcake vanaspati detergents soap lubricants glycerin and all other like commodities and by products thereof.

41. To carry on business as manufacturer exporters importers dealers stockiest agents distributors of batteries cells torches toys personal aid and such items and goods which may be useful skin or otherwise connected with one or more of the aforesaid items of products.

42. To carry on the business of owning, managing, administering, operating and conducting hotels, motels, resorts, holiday camps, guest houses, boarding and lodging houses, apartment houses, restaurants, cafés, canteens, refreshment rooms, taverns, pubs, bars, beer houses, night clubs, discotheques, casinos, swimming pools, health clubs, baths, dressing rooms and other hospitality, leisure, recreation and entertainment establishments; to act as caterers, purveyors and providers of food, beverages and refreshments for public and private functions, amusements and events; to manufacture, process, bottle, buy, sell, import, export and otherwise deal in aerated, mineral, artificial and other non-alcoholic beverages and allied products; and to establish, maintain and operate libraries, reading, writing and newspaper rooms, grounds, parks and places for amusement, recreation, sports, entertainment and other allied activities, together with all facilities, services, equipment and amenities connected therewith or incidental thereto.

ODYSSEY CORPORATION LTD MUMBAI

43. To carry on the business of manufacturing, producing, processing, treating, formulating, blending, packaging, scaling, importing, exporting, buying, selling,

fabricating, assembling, servicing, repairing, maintaining, hiring, leasing or otherwise dealing in photographic films, papers, chemicals, reagents, substances, equipment, instruments, accessories, machinery, raw materials, tools, apparatus and products of every kind and description.

44. To carry on the business of producing, supplying and dealing in audio-visual communication products, films, image and document production and copying products, and information gathering, recording, handling, storage and retrieval products and systems. To design, develop, manufacture, supply, license, install and provide applications, software, systems and solutions for the equipment, apparatus, accessories, products, machinery and supplies referred to above.

45. To provide services, processes, maintenance, consultancy and technical support relating to photography, audio-visual communication, image and document production and copying, and information gathering, recording, handling, storage and retrieval.

46. To manufacture prepare import export buy sell and otherwise deal in all kinds of glass glassware mirrors, looking glass scientific glass sheet and plate glass bangles flash pears bottles and all kinds or articles prepared of glass and carry on the business or glass patent solvers glass embosser ecclesiastical leas worker glass table show card and show case manufacturers.

47. To carry on the as refrigerating engineer cold storage depots and to engage in cold storage trade and to do the business of sanitary Engineers and dealers of all varieties of sanitary ware and exploiting solar or other energy in commercial or domestic use.

48. To carry on business as manufacturers products dealers trade importer exporter stockiest distributors or agents or GLS lamps electric bulbs lamps or tubes required or used for lighting or for industrial domestic electronic transport vehicles of commercial purpose and glass shells fittings tubes filaments tungsten and molybdenum wires caps and other materials machineries accessories and spares required or used for manufacturer of bulbs, lamps or tubes.

49. To acquire or set up run hospitals clinic nursing homes maternity and family planning units or pathological laboratories.

50. To carry on business as exporters importers manufacturer producers processors printer bleachers combers spinners weavers dyers finishers dealers merchants agents in the various kinds and forms of yarn and fabrics of silk cotton wool flax jute hemp mohair line rayon nylon terylene and natural synthetic and other allied textile of any description and kind and to carry on the business as drapers and deals of furnishing fabrics and also in connected material like starch sizing material and stuff.

51. To carry on and undertake the business of leasing, hire purchase, equipment leasing, finance leasing, operating leasing, import leasing and asset financing, and to acquire, purchase, own, hold, sell, hire, let on hire, lease, sub-lease, licence or otherwise deal in all kinds of movable and immovable properties, assets, goods, articles, commodities and capital equipment, whether new or used, including land, buildings, plants, machinery, industrial and office equipment, vehicles, automobiles, ships, vessels, trawlers, aircraft, flying machines, computers, satellites, electronics, data processors, tabulators, air conditioners, medical equipment, domestic appliances and all consumer, commercial and industrial items; to finance, assist in financing, subsidize or assist in subsidizing

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the purchase, sale, maintenance, hire purchase, deferred payment transactions and other financing arrangements relating to any goods, articles, commodities, properties or assets of every kind and description; to purchase and provide on hire purchase, lease or rental basis industrial and office plants, machinery, equipment, vehicles, buildings and real estate required for manufacturing, processing, transportation, trading, commercial, service and other business activities; to provide leasing, financial, advisory and consultancy services in connection therewith; and to carry on all such activities in India or elsewhere in the world, provided that the Company shall not undertake any business prohibited under the Banking Regulation Act, 1949, or the Prize Chits and Money Circulation Schemes (Banning) Act, 1978, as amended from time to time.

52. To produce manufacturing refine prepare import export purchase sell treat and generally to deal in all kinds of glass and glassware ceramic sanitary ware ceramic ware industrial ware porous or coars earth ware china terracotta porcelain produce bricks fire bricks fire clay insulation bricks titles pottery pipes insulators refractories of all description and/or by products thereof and building material in general and in connection therewith either as principal or agents either solely or in partnership with others to take on lease if acquire erect construct establish operateand maintain ceramic pottery industries factor quarries mines collieries workshop and other works.

53. To carry on all or any of the business of buyers sellers suppliers traders merchants importer exporter indenters brokers agents assemblers packers stockers distributors and dealers of and in all kinds of agricultural products foods article forest products beverage edible and non-edible oils and fats soap silicate perfume chemicals and detergents of the all kinds commercial natural and manmade fibers textile of all kinds all types of yarn jute and jute products.

54. To design erect, fabricate process hire out buy sell prepare process manufacturer assemble fabric cast fit, press machine treat weld harden temper annul domestic electrical and industrial appliance fans motors equipment plants machines moulds accessories components, spare parts tools and implements.

55. To manufacture produce export import, buy sell deal in Vanaspati oil food grains seeds and their articles produce and merchants of all kinds description rather ready or for forward delivery.

56. To purchase manufacture produce refine prepare import export sell and to deal in sugar sugar beets sugar cane molasses syrups jaggery melada and all products or by products thereof and foods products and in connection therewith to acquired construct and operate sugar other refineries building mills factories and other works.

57. To carry on the trade industry business occupation and profession of architects engineers builders contractors electrical sanitary and plumbing engineers and contractors flooring contractors and general builders furnishers decorators and contractors in all its branches.

58. To carry on the business as manufacturer and dealers in hardware iron and structural goods of all kinds and in particular T-irons beams angles washers railings collapsible gates stairs columns metal door and windows and other building material including all kinds of ferrous and nonferrous metal products machinery spares and parts and stores of any description required for building constrictions.

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59. To carry on business as manufacturer of and dealers in any manner and all types of few material and products of plastics thermoplastics nylon polythene laminating material laminated papers and board.

60. To carry on business as general commercial colors craft and process printers paints lithographers engravers die makers publishers of newspapers books magazine art and musical production plan and chart printers press and advertising agents contractors ink dye colors and chemicals manufacture of metals and other sign manufacture and dealers of containers and compound and machinery manufacture and dealers in printing machinery manufacturer and dealers in printing machinery types and all printers supplies book binders and stationeries and dealers in all kinds of suppliers and equipment for mercantile and other users.

61. To carry on the business as importers exporters manufacturer and distributors of agents for and dealers in salt and salt-based chemicals petrochemicals organic, inorganic and organometallic chemicals including rubber chemicals leather chemicals synthetic chemicals industrial explosive and chemicals products of every nature and descriptions.

62. To acquire landed property building multistoried building group housing scheme bungalows quarters offices flats chawls warehouse godowns shops stalls markets supermarkets houses structures undertaking road, bridge, forest stated and land by purchase or take on lease or otherwise own hold occupy manage control construct alter develop pull down improve repair renovate decorate work build plane lay out sell let out transfer mortgage charges assign hire sub lease or otherwise dispose of the same as may be expedient specially under ownership flats scheme or some other scheme.

63. To manufacture, assemble, develop, design, invent, research, purchase, sell, import, export, distribute, license and otherwise deal in computers, computer software, computer hardware, data processing systems, audio and video systems, electronic typewriters, printers, computer peripherals, accessories, components and consumables, including storage media, magnetic tapes, cassettes, disks, ribbons, paper and other allied materials; to manufacture, assemble, develop, import, export and otherwise deal in all kinds of electrical and electronic systems, equipment, appliances, instruments, devices, components and accessories for commercial, industrial, medical, scientific, educational, communication and consumer applications; to establish, provide and undertake system engineering, information technology, technical support, consultancy, maintenance, installation, implementation and related services; to import, acquire, develop, transfer and provide technical know-how, technology, expertise and intellectual property in the fields of computers, electronics, information technology and allied sciences; and to undertake research, development, innovation, training and technological services for individuals, businesses, institutions and organizations in India and abroad.

64. To carry business as tourist agents and contractor and to facilitate traveling and to provide for tourist and travelers or promote the provision of convenience of all kinds in the way of through tickets circular tickets sleeping cars or berth reserved places hotel and boarding and/or lodging accommodation and guide safe deposit enquiry bureau libraries resting rooms baggage transport and otherwise and to charter steamship and aero plane for fixed period or for particular voyages flight and to organize religion educational sightseeing and business tours and for the purpose of charter ship trains aero plane minibus motor buses motor lorries motor cars wagons craft and carriage of every description to book and reserve accommodation and room in hotels restaurant

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and boarding and or lodging houses and or lodging house and to take on hire houses or unfurnitured.

65. To purchase or otherwise acquire maintain sell and give on lease all kinds of plant machinery motor vehicle marine engines, marine boats trawlers launches ship vessels barges hotel equipment medical equipments air-conditions air-conditional plants equipment office equipment computer photo-copy machines cold storage ice-cream manufacture machinery furniture and fixture television electronics equipments lifts aircraft helicopter household equipment or assets that the company may think it.

66. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.

67. To enter into agreement with any company or persons for obtaining by grant of licence or on such other terms of all types, formulae, processes and other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.

68. To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the objects of the Company.

69. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d'invention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.

70. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.

71. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of

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waterways, roads and highways, which the Company may carry out, exercise and comply therewith.

72. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorised to carry on.

73. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorised to carry on or is possessed of rights suitable for the objects of this Company.

74. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.

75. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.

76. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy and deal in the same.

77. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at such interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

78. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the

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Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.

79. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.

80. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.

81. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, workers' welfare or for any other such purpose conducive to the interest of the Company.

82. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.

83. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.

84. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.

85. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising through the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organising exhibitions.

86. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.

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

V. #2The Authorised Share Capital of the Company is Rs. 62,00,00,000/-(Rupees Sixty Two Crores Only) divided into 12,40,00,000 (Twelve Crores Forty Lacs Equity Shares) Equity shares of Rs. 5/- (Rupees Five only) each.

#2 Altered by passing an Ordinary Resolution in the Annual General Meeting held on 24th September, 2024.

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We the several person whose names address and description are subscription hereunder are desire of being formed into a Company in pursuance of these articles of association and we respectively agree to take the numbers of shares in the capital of the Company set opposite to out repressive names.

Names, addresses, descriptions, and occupations of subscribers	**No. of equity shares taken by each subscriber**	**Signature of subscriber**	**Signature name address description and occupation of witness**
Nalini Anil Prabhu w/o Anil D. Prabhu 148, Mody Street, 2nd Floor, Fort Bombay – 400 001. Business	10 (Ten)	Sd/-	Witness to all Sd/- Balaraman S/o Late A. Ramaswami 488, 10th Cross, Sadashiva Nagar, Bangalore - 560080. Occupation: Service
Anil Damodar Prabhu s/o N. D. Prabhu 9, 14th Main Road, Vasantha Nagar Banglore – 560052. Service	10 (Ten)	Sd/-	
Varija Prabhu 9, 14th Main Road, Vasantha Nagar Banglore – 560052. House Wife	10 (Ten)	Sd/-	
Ashok B. Patil s/o Basawalingappa S. Patil 16, 17th A Cross 8th Main Road, Malleswaran, Banglore 560055 Advocate	10 (Ten)	Sd/-	
Priti Sait w/o Zaffar Sait 11 Clark Road, Richard Town, Banglore 560055. Principal	10 (Ten)	Sd/-	
Zaffar Sait s/o Abdul Khadar Sait 11 Clark Road, Richard Town, Banglore 560055. Service	10 (Ten)	Sd/-	
Md. Zakki Khaleeli s/o Md. Sadek Khaleeji 45/1 Palace Road, 560001. Business	10 (Ten)	Sd/-	

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The Companies Act, 2013

ARTICLES OF ASSOCIATION

OF

ODYSSEY CORPORATION LIMITED

The Company Limited by Shares

TABLE F

*THE COMPANIES ACT, 2013 AND
THE COMPANIES ACT, 1956 (AS APPLICABLE)

COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION OF ODYSSEY CORPORATION LIMITED (THE "COMPANY")

Interpretation

I. (*1*) In these regulations—

(*a*) "the Act" means the Companies Act, 2013,

(*b*) "the seal" means the common seal of the company.

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

(*3*) public company" means a company which-
(a) is not a private company;
(b) has a minimum paid-up share capital as may be prescriber:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

Share capital and variation of rights

II. 1. 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.

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 be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

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

** Adoption of new set of Articles of Association as per Companies Act, 2013 through the postal ballot dated May 17, 2026.*

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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 rule 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 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 share 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 wholly or in part exempt from the provisions of this clause.

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(*ii*) The company's lien, if any, on a share shall extend to all dividend 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*) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

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

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

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

(*iv*) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The Provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.

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.

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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.

(iii) That a common form of transfer shall be used to transfer the instruments.

(iv) That the registration of transfer shall not be refused on the grounds of the transferor being either alone or jointly with any person or persons indebted to the issuer on any account whatsoever.

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

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

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

21. The Board may decline to recognise any instrument of transfer unless—

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

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

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

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

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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 shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(*ii*) Nothing in clause (*i*) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

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 complied with.

Forfeiture of shares

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.



28. The notice aforesaid shall—

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

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

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

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

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

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

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

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

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

(*iii*) The transferee shall thereupon be registered as the holder of the share; and

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

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

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

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

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

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

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

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

36. Where shares are converted into stock, —

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

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

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

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

37. The company may, 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

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

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

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

(*ii*) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (*iii*), either in or towards—

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

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

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

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

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

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

(*a*) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

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

(*ii*) The Board shall have power—

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

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

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

Buy-back of shares

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

General meetings

41. All general meetings other than annual general meeting shall be called Extraordinary General Meeting.

42. (*i*) The Board may, whenever it thinks fit, call an Extraordinary General Meeting.

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

Proceedings at general meetings

43. (*i*) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(*ii*) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

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

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

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

Adjournment of meeting

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

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

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

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

Voting rights

48. 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.

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

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

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

51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

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

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

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

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



Proxy

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

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

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

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

The following shall be the First Directors of the Company.

a. Smt. Nalini Anil Prabhu
b. Mr. Anil Prabhu
c. Mr. Zaki Khaleeli

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

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

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

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

(c) Director other than the Managing/ Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees as may be decided by the Board, however, not exceeding a sum prescribed in the Act for attending meetings of the Board of directors or meetings of the Committees of the Board of Directors thereof;

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

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

62. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

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

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64. (*i*) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(*ii*) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

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

(*ii*) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (*i*) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(*ii*) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (*i*) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

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

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

70. (*i*) A committee may elect a Chairperson of its meetings.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (*i*) A committee may meet and adjourn as it thinks fit.

(*ii*) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

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

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

74. Subject to the provisions of the Act, —

(*i*) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(*ii*) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

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

The Seal

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

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

Dividends and Reserve

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

78. 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.

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

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

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

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

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(*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.

(iv) That there shall be no forfeiture of unclaimed dividend before the claim becomes barred by the law.

81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

82. (*i*) Any dividend, interest or other monies payable in cash in respect of shares 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.

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

85. No dividend shall bear interest against the company.

Accounts

86. (*i*) The Board shall 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.

Further Issue of Capital

87. (1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –

(a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

(b) Employees under any scheme of employees' stock option; or

(c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

88. (2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules and SEBI guidelines.

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Dematerialization of Securities

89. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its shares, debentures and other securities and rematerialize its shares, debentures or other securities held in the depositories and/or offer its securities in dematerialized form.

90. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.

Register's

91. The Company shall keep and maintain at its registered office or such other place as may be permitted under the Act and approved by the Board, all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.

The registers and their indices (except when they are closed under the provisions of the Act) and copies of annual return shall be open for inspection during business hours at such reasonable time on every working day other than Saturdays, at the registered office of the Company by the persons entitled thereto in accordance with the provisions of the Act and applicable laws, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules

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

Secrecy Clause

92. 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.

Winding up

93. 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.

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Indemnity

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

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We the several person whose names address and description are subscription hereunder are desire of being formed into a Company in pursuance of these articles of association and we respectively agree to take the numbers of shares in the capital of the Company set opposite to out repressive names.

Names, addresses, descriptions, and occupations of subscribers	**No. of equity shares taken by each subscriber**	**Signature of subscriber**	**Signature name address description and occupation of witness**
Nalini Anil Prabhu w/o Anil D. Prabhu 148, Mody Street, 2nd Floor, Fort Bombay – 400 001. Business	10 (Ten)	Sd/-	Witness to all Sd/- Balaraman S/o Late A. Ramaswami 488, 10th Cross, Sadashiva Nagar, Bangalore - 560080. Occupation: Service
Anil Damodar Prabhu s/o N. D. Prabhu 9, 14th Main Road, Vasantha Nagar Banglore – 560052. Service	10 (Ten)	Sd/-	
Varija Prabhu 9, 14th Main Road, Vasantha Nagar Banglore – 560052. House Wife	10 (Ten)	Sd/-	
Ashok B. Patil s/o Basawalingappa S. Patil 16, 17th A Cross 8th Main Road, Malleswaran, Banglore 560055 Advocate	10 (Ten)	Sd/-	
Priti Sait w/o Zaffar Sait 11 Clark Road, Richard Town, Banglore 560055. Principal	10 (Ten)	Sd/-	
Zaffar Sait s/o Abdul Khadar Sait 11 Clark Road, Richard Town, Banglore 560055. Service	10 (Ten)	Sd/-	
Md. Zakki Khaleeli s/o Md. Sadek Khaleeji 45/1 Palace Road, 560001. Business	10 (Ten)	Sd/-	

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