

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

DEMURIC HOLDINGS PRIVATE LIMITED



RAJNIKANT SHROFF
DIRECTOR
DIN - 00180810
DATE - 04/08/2025

***MEMORANDUM OF ASSOCIATION
OF
DEMURIC HOLDINGS PRIVATE LIMITED**

- I. The name of the Company is Demuric Holdings Private Limited
- II. The Registered Office of the Company is situated in the State of Gujarat.
- III. A. The objects to be pursued by the company on its incorporation are:
 1. To carry on the business of Investment Company and for that purpose to invest in, acquire, underwrite, subunderwrite, issue on commission, subscribe for, buy, hold, sell, exchange and deal either, in the name of the Company or in that or any nominee in shares, bonds, stocks, securities, units, obligations, debenture stocks, issued or guaranteed by any Company constituted and carrying on business in India or elsewhere or by any Government, State, Dominion, Sovereigns, Central or Provincial Commissioners, Port Trust, public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
 - **2. To carry on the business of dealing and distribution of all kinds of agricultural inputs and products such as agriculture implements, agrochemicals, packing materials, cotton ginning, pressing and other processes.
 - **3. To purchase, sell, research and to make marketable, whether on account of the Company or otherwise on job work, any agricultural inputs, seeds, seeds oil, fresh fruits, vegetables, flowers, food grains, commercial crops and any other agricultural produce and to act as importers, exporters and/or distributors thereof.
 - **4. To act as stockists, commission agents, representatives exporters selling and purchasing agents, importers, distributors of all kinds of Agro products including tobacco, cotton, groundnuts, turmeric, chillies, paddy, sugarcane and other agricultural products.
 - **5. To import, export, buy, sell and deal in and with, whether, as principals, agents, brokers, or otherwise, substance and articles of every or any description, and to carry on all or any of the business of importers, exporters, contractors, buying and selling agents, wholesale and retail dealers in all and every kind of produce, substance, goods, machineries, machinery parts, mill stores, materials and merchandise, minerals and articles from in and to all parts of the world.
 - **6. To buy, sell, distribute and/or deal in organic and/or inorganic chemicals, pharmaceuticals, cosmetics, dies, intermediate paints, plastic resins and/or plastics, red phosphorus, yellow or white phosphorus, phosphates, phosphites, phosphides, insecticides, pesticides, fungicides, fumigants, weedicides, rodenticides and/or other agricultural chemicals, fertilizers of all types, compounds of Re/Yellow phosphorus and chemicals of all kinds.
 - **7. To buy, sell, distribute, import, export, or deal in metals, alloys and amalgams, chemical plants, equipments and/or accessories.

*Adopted new set of Memorandum of Association of the Company as per Companies Act, 2013 vide special resolution passed at Extra- ordinary General Meeting held on 15th February, 2024.

** Altered the main object clause of the Company vide special resolution passed at Extraordinary General Meeting held on 15th February, 2024.



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B Matters which are necessary for furtherance of the objects specified in clause III(A) are:

8. To carry on the business as underwriters and brokers of stock, shares, debentures, debenture stock, Government Bonds, Units of Unit Trust, National Savings Certificate, Financers In General and Financing Private Industrial Enterprise in particular.
9. To accept by way of gift or bequest shares, securities, bonds and other assets, from any person whomsoever.
10. To advance, deposit or lend money, securities and properties to or with any company, corporation, body corporate, firm person or association with or without security and on such terms as may be determined from time to time. However, the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
11. Subject to Section 58 A of Companies Act and rule made thereunder and directions issued by Reserve Bank of India, to borrow, raise, or secure the payments of money to or receive money and deposit as time deposit or otherwise at Interest for any purpose of the Company and at such time or times and in such manner as may be thought fit and in particular by the creation and issue of the debentures or debenture-stock, bonds, shares credited, as fully or partly paid-up, obligations, mortgages charges and securities of all kinds, either perpetual or otherwise, either redeemable annuities in as and by way of securities for any such money so borrowed, raised or received or of any such debentures, debenture-stock, bonds, obligation, mortgages charges and securities of all kinds, either so issued to mortgage, pledge or charge the undertaking of whole or any part of the property rights, assets or revenue and profits of the company, present or future, including its uncalled capital or otherwise howsoever by trust, special assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on business of Banking as defined by the Banking Regulation Act, 1949.
12. To carry on business of guarantee giving and 'getting Commission.
13. To undertake or participate in the formulation management, supervision or control of the business operations of any other Company business or firm.
14. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, Improve, develop, manage, work sell, let on hire, deal in, control and superintend any factories, plants, warehouses, workshops, sheds, dwellings, offices, shops, stores, buildings, electric light and gas works and power plants, tele- phones, and all kinds of works, machinery, apparatus, reservoirs, water-works, tanks, labour lines and houses, wharves, furnaces, crushing works, and other works and conveniences which may seem directly or indirectly necessary or conducive to any of the objects of the Company and to contribute to, subsidise or otherwise assist by taking part in any such operations.
15. To perform and undertake activities and carry on business pertaining to leasing, giving on hire or hire purchase warehousing, factoring and related fields and, without affecting the generality of the aforesaid provisions, providing financial assistance by means of leasing, giving on lease, hire or hire purchase, lending, selling, reselling or otherwise disposing of all forms of immovable and movable properties and assets (including buildings, godowns,



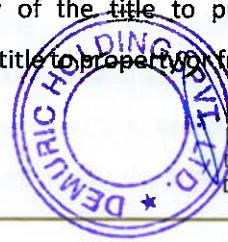
warehouses and real estate of any kind, nature or user, whatsoever and all types of industrial office and other plant, equipment and machinery, including heavy or medium Industrial machinery, computers, electronic data processors, tabulators, air conditioners, medical-equipment, domestic equipment/appliances, or any system and any other items of any kind, nature or user whatsoever, whether Industrial or consumer and all types of vehicles, ships or aircrafts and any other property of any kind, nature or user, whatsoever had whether required for manufacturing, processing, marketing, transporting, trading or any other commercial or service business, and for the purpose, purchasing or otherwise acquiring dominion over the same whether new or used.

16. To carry on and transact every kind of guarantee and counter guarantee business and to guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture-stock, or contract, mortgages, charges, obligations and other securities of any company or any authority, supreme, municipal, local or otherwise or any persons whomsoever whether Incorporated or not.
17. To act as agents for the investment, loan, payment, transmission and collection of money, and for the purchase, sales Improvement, development and management of property Including business concerns and undertakings.
18. To carry on the business of
 - (I) Providing or making available finance in the form of long or medium term loans, equity participations.
 - (II) Sponsoring and underwriting new issues of shares and securities.
 - (III) Guaranteeing loans from other investment sources.
19. To exercise and enforce all rights and powers conferred by or Incidental to the ownership of any such shares, stocks, obligations or other securities including without prejudice to the generality of the foregoing all such powers to vote or control as may be conferred by virtue of the holding by the Company of some special proportion of the Issued or nominal amount thereof and to provide other executive, supervisory and consultant services for or in relation to any company on such terms as may be thought fit.
20. To undertake and carry, on and execute all kinds of financial, operation of the company which may be capable of being conveniently operation of the company which may be capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or Indirectly to enhance the value of or facilitate 'the realisation of or render profitable any of the Company's property or rights.
21. To furnish and provide deposits and guarantee funds required in relation to any tender or application for any contract, concessions, decree, enactment, property or privilege or in relation to carrying out of any contract, concession, decree or enactment.



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22. To aid any Company, Government central or state or any municipal or other body corporate or association or individuals with capital, credit means of resources for the prosecution of works, undertakings, projects or enterprises.
23. To buy, sell, provide contract, annuities for certain period, deferred and other types of annuities and do the business connected therewith whether for cash or in exchange of property or in lieu of any rights.
24. To act as trustee, professional trustee, debenture trustee and to accept the confidence on trust with or without remuneration, compensation or profit.
25. To establish companies and associations for execution of undertaking, works projects or enterprises of any description, whether or a private or public character and to acquire and to dispose of shares and interest in such companies or in any other company or association or in the undertaking thereof.
26. To purchase or otherwise acquire, sell, dispose of, concerns and undertakings, mortgages, charges, annuities for certain period or on deferred basis, patents, licences, securities, concessions, options, policies, book debts and claims, any interest in real or personal property and any claims against such property or against any person or company.
27. To guarantee the title to, or quite enjoyment of property either absolutely or subject to any qualifications or conditions and to guarantee persons interested or about to become interested in any property against any loss, actions, proceedings, claims or demands in respect of any Insufficiency or imperfection or deficiency of little, in respect of any encumbrances, burden or outstanding rights,
28. To communicate with chamber of commerce and other mercantile and public bodies throughout the world and to advise on, concert, promote and support measures for the protection, advancement, growth of commerce and Industry any for protection and welfare of persons engaged therein.
29. To guarantee the fidelity of persons filling or about to fill situations of trust or confidence and the due performance and discharge by such persons of all or any of the duties and obligations imposed on them by contract or otherwise.
30. To guarantee the due performance and discharge by receivers, liquidators, committees, guardians, executors, administrators, trustees, attorneys, brokers and agents of their respective duties and obligations,
31. To guarantee persons filling or about to fill situations of trust or confidence against liabilities in connection therewith and in particular against liabilities resulting from the misconduct of any particular co-trustees, co-agents, sub-agent or other persons or from the insufficiency, Imperfection or deficiency of the title to property or from any insufficiency, Imperfection or deficiency of the title to property from any Insufficiency.



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imperfection or deficiency in any security or form any bankruptcy, Insolvency, fraud or tortious act on part of any other person or from any error of judgement or misfortune.

32. To carry on and transact every kind of guarantee and Indemnity business and to undertake obligations of every kind and description and also to undertake and execute trusts of all kinds, which may be conveniently undertaken or executed in carrying on the main objects of the Company.
33. To vote upon or in respect of any shares, securities, bonds, notes, other evidence, interests of application of any Corporation, Trust, Association or concern whether or not affecting the security or the apparent security of the TRUST property or the purchase or sale of lease of the assets of any such Corporation, Trust, Association or concern and to enter into establish any voting TRUSTS in respect of any shares, securities or property and to appoint, remove and replace any voting TRUSTEE with specific power to the TRUSTEES to appoint themselves as voting TRUSTEES or with any depository thereby, and to give proxies or power of attorney with or without power for substituting or for voting or acting on behalf of the Trustees as the owners of any such property.
34. To lend money to, and guarantee the performance of the obligations of and the payment of interest on any stock, shares and securities of any company, firm or person in any case in which such loan or guarantee may be considered likely directly or indirectly to further the objects of this company, and generally to give any guarantee whatsoever which may be deemed likely directly, or indirectly, to bank to benefit the Company or its Members.
35. To pay for any property, or business or services rendered or to be rendered or any purchase in cash or by bills Company, or by shares, ordinary, preferred or deferred, either fully or partly paid-up or by bonds, mortgages, debenture- stock or other securities or other securities or acknowledgement of the Company or partly by one, more of them or otherwise.
36. To hold, administer, sell, realise, invest, dispose of and deal with the money and property, both real and personal, and to carry on, sell, realise, dispose of and deal with any business, comprised and included in any estate of which the Company is executor or administrator or in any trust of which the Company is the Trustee, or of which the Company is administrator or in any trust of which the Company is trustee or administrator, receiver, liquidator or agent.
37. To acquire, promote or take over any business or undertaking carried on, upon or in connection with, any land or building or property or rights which the Company may desire to acquire as aforesaid, or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on them the same, or to dispose of, remove or put an end thereto, or otherwise deal with the same as may seem expedient.
38. To establish and carry on, and to promote the establishment and carrying on, upon any property in which the Company is interested, of any business which may be conveniently



carried on, upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.

39. To undertake or direct the construction and management of the property, building, land and estates (of any tenure or kind) of any person, whether member of the Company or not, in the capacity of stewards or receiver or otherwise.
40. To purchase and sell or otherwise deal for any persons freehold or other house property, building, land estate or any share or shares, Interest or interests therein, and to transact on commission or otherwise the general business of a land/estate agent.
41. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets of invention, trademarks, designs, licences, copyrights, concessions and the like conferring an exclusive or non-exclusive or limited right on their use, or any secret or other Information as to any of the invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licences in respect of or, otherwise, turn to account the property right or information so acquired and to expend the money in experimenting upon, testing or improving any such patents, inventions or rights.
42. To invest and deal with the monies of the Company not Immediately required in any manner as may from time to time, be thought fit.
43. To subscribe for, take, purchase or otherwise acquire and hold shares or other Interests in or securities of any other Company whether Indian or foreign or of any country, state or dominion having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on.
44. To amalgamate, enter into partnership or into any agreement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, amalgamation, absorption or otherwise, with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as to lend money, to guarantee the contracts of or otherwise assist any such person without guarantee, or otherwise deal with the same.
45. To act as financial consultants, and provide advice, services, consultancy in various fields, public relation, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy quality control and data processing.
46. To take or hold pledges, mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.



47. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stocks, debentures, or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.

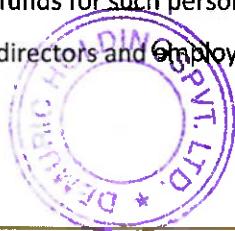
48. To sell, improve, manage, develop, exchange, lease, let, hire, mortgage, dispose of, turn to account, or otherwise deals with all or any part of the property, assets and rights of the Company or others, for such consideration as the Company may think fit.

49. To render, sell, part with or grant licence, patent rights or privileges, formulas, technical information, expert advice or other benefits, technical know-how or other industrial proprietary rights or the user of any patent or at the rights belonging to the Company or which may be acquired by it or any interest in the same, by entering into agreement for collaboration, foreign collaboration, technical or financial participation, Joint venture, turn key projects, or consultancy on such terms and conditions which the Company may think expedient.

50. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy and charter, licence, powers, authority, franchise, concession, right or privilege, which any Government or authority or corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying the same into effect, and to appropriate any of the Company's shares, debentures, other securities and assets to defray the necessary cost, charges and expenses thereof.

51. To apply for, promote and obtain any ac, charter, order, regulation, privilege, concession licence or authorisation of any Government, State or municipality or any authority or any corporation or any public body which may be empowered' to grant for enabling the company to carry on its object into effect or for extending any of the powers of the Company or for affecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to, oppose any bills proceedings, applications which may seem calculated directly or indirectly to prejudice the Company's Interest and to appropriate any of the Company's shares, debentures or other securities and assets to defray the necessary cost, charges and expenses thereof.

52. To establish aid, support or and in the establishment and support of association, institutions, funds, trust, private or public for the benefit of its employees or ex-employees, share- holders, past shareholders, directors, ex-directors of the Company or its predecessors in business and for persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and grant pensions, allowances,, gratuities and bonuses either by way of annual payment or lumpsum and to make payment towards insurance and to form and contribute to provident and other benefit funds for such persons and to provide for the welfare of shareholders, directors and ex-directors and employees and ex-employees of



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the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings, or chawls or by grant of moneys, pensions, allowances, bonus or other payments and to provide or subscribe or contribute towards places or instructions and recreations, hospitals, dispensaries, holiday-homes, medical and other, attendance and other assistance as the Company shall think fit.

53. To adopt such means of media for making known the business of the Company and to remunerates any person or Company and generally to satisfy any obligation of the Company by cash or cheque payment or by the issue, allotment or transfer of shares of this or any other Company credited as fully paid up or partly paid up or debentures or other securities of this or any other Company.
54. To pay out of the funds of the Company or by allotment of Its shares, whether fully paid-up or partly paid up all expenses which the Company may lawfully pay with respect to the formalities and registration of the Company or for services rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stocks or other securities of the Company.
55. To pay for any rights or property acquired by the Company and to pay or to remunerate any person or company for service rendered or to be rendered implacing or assisting to place or guaranteeing the placing of shares in company's capital or any debentures, debenture-stock or other securities of the company or in or about the formation or promotion of the company or the acquisition of property by the Company for the purpose of the Company whether by cash payment or by the allotment of shares, debentures, or other securities of the Company credited as paid-up in full or in part or otherwise, as the case may be.
56. To acquire any movable or immovable property which the Company may think fit desirable to acquire by way of investment or with a view to resell, let out, hire, lease, sub-lease or otherwise deal with it in any manner whatsoever.
57. To take part in the formation, supervision or control of the business or operations of any Company or undertaking and for that purpose to act as an Issue House, and share transfers Agents, Financial Advisors or Technical Consultants or in any other capacity.
58. To employ experts, consultants, engineers, workmen, permanent Directors or Managing Directors, Deputy Managing Directors, Ordinary Directors, Solicitors, Advocates, Chartered Accountants and/or Cost Accountants. Insurers, Advertisers, Selling and Buying Agents and others and in the Interests of the Company's business, as found expedient and in the interests of the company's business.



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59. To enter into agreement, contract form undertake or other- wise arrange for receiving, mailing or forwarding any circulars, notices, reports, broachers, materials, articles and things belonging to any other company, firm, Institution or person or persons, by means of delivery by hand or otherwise.

60. To form, promote, and assist companies, and firms of all kinds.

61. To procure the Company to be registered or recognised in the country, state or place and establish and regulate agencies for the purposes of the Company.

62. To distribute among the members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but subject to the provisions of Companies Act in the event of winding up.

63. Subject to and in accordance with the provisions of section 293 A or any other provision of the Companies Act or any other enactment, to get appointed as Agents.

64. To open bank accounts of all natures including overdraft, cash credit, loan accounts and to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, bills of landing, warrants, debentures and other negotiable or transferable instruments and to deal with all documents, mercantile or otherwise in the ordinary course of business.

65. To create any depreciation fund, reserve fund, sinking fund, insurance fund, obsolesces fund or any special or other fund whether for depreciation or for improving, repairing, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conductive to the interests of the Company.

66. To contract with lease holders, borrowers, lenders, annuitants and other for the establishment, accumulation, provisions and payment of sinking funds, renewal funds, redemption funds and any other special funds, and that either in consideration of a lumpsum or of annual premium or otherwise and generally on such terms and conditions as may be arranged.

67. To establish, provide maintain, conduct, contribute to, subsidise or assist, research laboratories and experimental work- shops for scientific and technical researches and experiments and to undertake and carry on all scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical Investigations and invention by laboratories, work-shops, libraries, lectures, meetings and conferences and by providing for the award of exhibitions, scholar ships, grants and bursaries to students or intending students or otherwise and generally to



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encourage, promote, and reward studies, researches, Investigations, experiments, tests and Inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.

68. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the objects of the Company or otherwise expedient and in particular to remunerate any person or corporation introducing business to the Company and to subscribe, contribute or otherwise assist, guarantee money for charitable, scientific, religious or beneficent, national public or other institutions or objects or for any exhibition or for any public, general or other objects.
69. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of 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 there of either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area to promote and assist rural development, and that the words "rural area" shall include such areas may be registered as rural areas under section 35 CC of the Income tax Act, 1961 or any other law relating to rural development for the time being in force or as rural areas in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and subject to the provisions of Companies Act, divert 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 Public Institutions or Trusts or Funds.
70. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the Public any section of the public as also any activity to promote national welfare or social, economic or moral uplift or the public or any section of the public and in such manner undertake, carry out, promote and sponsor any activity for publication of any books, literature, news- papers etc. or for organising conferences, lectures or seminars likely to advance these objects or for giving merits awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting, or assisting any institution, fund, trust, etc., having any of the aforesaid objects, by giving donations or otherwise in any other manner, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to the provisions of Companies Act, divest 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 Fund.

71. In furtherance of the aforesaid objects of the Company, among other things, to enter into any arrangement or agreement with Indian or foreign parties, any government



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authorities, supreme, municipal or local, financial institutions or state finance or development corporations, or otherwise, for collaboration technical or financial participation or otherwise, that may scam conducive to the Company's objects, or any of them, for obtaining by grant, licence or on other terms, formulae and other rights privileges, concessions and benefits and to obtain technical Information, know-how and expert advice which the Company may think It desirable to obtain, and to carry out, exercise and comply with any such arrangements or agreements.

72. To collaborate with foreign or local firms for acquiring or offering technical know-how, or to employ foreign or local technicians or experts or advisers on a contract basis or otherwise and to loan on suitable terms the Company's technicians, experts and others to other parties in or outside India for developing allied industries and to send out to foreign countries the Company's own technicians, experts, adviser, plant and machinery, tools etc., for developing Industries in foreign countries on a Joint venture basis or otherwise and to send out Company's men to foreign countries for further training.
73. To refer or agree to refer any claims, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties to arbitration In India or any places outside India, and to observe and perform awards made thereon and to do all acts, deals, matters and things to carry out or enforce the awards..
74. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify and part of portion thereof either on mutual, principal or other basis.
75. To carry on any branch of a business whether in India or outside India, which this Company is authorised to carry out by means or through the agency or any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or finance any such subsidiary, guaranteeing its liabilities or to make any other arrangement which seem desirable with reference to any business or branch so carfed on including the power and provision at any time either temporarily or permanently to close any such branch or business.
76. To vest any movable or immovable property, rights or Interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
77. To do of the above things (in any part of the world) as principals, agents, distributors, contractors, trustees or other- wise and by or through trustees, agents, distributors, or other- wise either alone or in conjunction with others.
78. To accept gifts, bequests, devices and donations from members and others and to make gifts to members and others of money, assets and properties of any kind.



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79. To carry on the business of iron masters, Iron founders, metal founders, stell makers, metal pressures, metal rollers, metal workers, metal converters, tin plate makers, manufactures of various kinds of metal and other utensils, structural, civil or mechanical engineers and manufacturers of workshop, agri cultural and other implements and machinery, tool makers, brass founders, boiler makers, mill wrights, mechanists, electro-platers, iron and stell converters, smiths, to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, rolling stock, metal and hardware of all kinds.

80. To carry on business as industrialists and financers.

81. To carry on business of water proofers and manufacturers of rubber, leather, imitation leather, leather cloth tarpaulin, hospital sheeting and other allied articles.

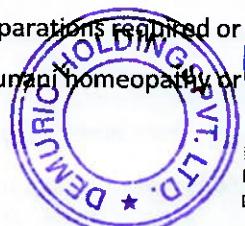
82. To carry on the business as proprietors and publishers of newspaper, journals, magazines, books and other library works and undertakings.

83. To carry on all or any of the business of manufacturers of the dealers in petrochemicals, photographic chemicals, textile- chemicals, agricultural chemicals, fertilizers, pesticides, insecticides, fungicides, disinfectants, acids, alkalis, synthetics ammonia, chromates, zinc oxide, barytes, lead nitrate, lead acetate, chlorine, bleaching powder, caustic soda, hydrosulphate, mineral Intermediaries, both synthetic and natural, fermentation products, such as alcohols, acetone, acids, and vinegar etc., petroleum and its products, dyes, colours and Intermediaries for dyes and colour, animal and vegetable oils from oilcakes, essential oils, perfumes, essences, flavours and pigments, paints, varnishes, laquears glycerine, explosives, plastics, linoleum, natural and synthetic resins, rosins, camphor, gelatine, glue, activated carbon, synthetic rubber, cosmetics and chemicals in general organic or unorganic, makers of dealers in proprietary articles of all kinds, and of chemical, photographic, hospital surgical, electrical, scientific, and other apparatus, appliances, Instruments and materials.

84. To manufacture produce, repair, alter, convert, exchange, fabricate, assemble, re-condition, prepare for sale, buy, sell, hire, import export, let on hire, undertake and execute contracts of and deal in machinery including heavy machinery rolling stock, tools, plants, equipment, articles, apparatus, appliances, components parts, accessories, fittings and things in any stage or degree of manufacture, process or refinement.

85. To carry on the business of exporter, Importers, buyers, sellers, brokers, buying agents, selling agents, packers, repacks, commission agents, factors, distributors, stockists, agents, traders and suppliers of and dealers in all classes and kinds of all or any of the following kinds.

a) Drugs, medicines, chemicals, pharmaceuticals, mixtures, powder, tablets, capsules, injections, oil, hair oil, compounds, formulation, nutrients, health products, cements, paints, creams, scents, shampoo, soaps, lotions, toilet goods, pigments and all kinds of pharmaceutical, cosmetics and medicinal preparations required or used for beauty aid or personal hygiene or in allopathic, ayurvedic, unani homeopathy or nature cure methods



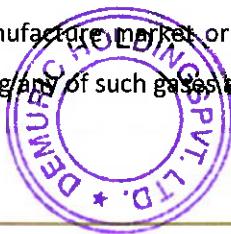
or systems of treatments, bandages, cotton, guazes, crutches, stretches, and all kinds of anatomical, orthopaedic and surgical appliances and stores.

- b) Flour, guar gum or gum of any specification, cakes, pastry, cornflakes, bread, biscuits, chocolates, confectionery, sweets, fruit drops, sugar, glucose, chewing gums, milk cream, butter, ghee, cheese and other dairy products, pickles, Jams, jellies, sausages, cider, poultry and eggs, pulses, spices, oils, powder and condensed milk, honey, vegetables, coffee, tea, cocoa and all kinds of materials required or used for preparation or food articles.
- c) Ammonium sulphate, nitrate (double salt), ammonium nitrate, calcium ammonium nitrate (natrolite stone), ammonium chloride, super phosphate, urea and other types of fertilisers or synthetic or natural origin containing nitrogen phosphorus or other compounds, soda ash, pesticides, d.d.t., seeds, concentrate for cattle or poultry feed.
- d) Writing pen, pencils, fountain pen, ball point pen, sign pen, colour pencils, tubes, and tablets, pins, erasers, ink, clips, rulers, paper, pulp, newsprint, board, envelopes, cards, dies, letter-heads, forms, files, stamps, books, bags, cases, covers, racks, cabinets, numerical printers, adhesive, tapes, gums, duplicators, typewriters, computers, calculators, accounting and inter communication machines, all kinds of office, domestic industrial and educational stationery, equipment; appliances, furniture, Instruments, gadgets, devices and stores:
- e) Sports goods, toys, petrochemicals, calcium carbide, styrene, butadiene, ethylene, ethyl alcohol, hydro-carbon, petroleum fractions and other synthetic chemicals and chemical substances basic intermediate or otherwise.

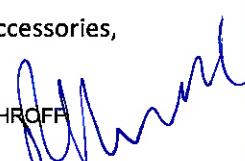
86. To carry on business as manufacturers, processors, re-rollers, refiners, smelters, converters, producers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, agents or merchants in all kinds and forms of steel and Iron casting, steel including mild, high carbon, spring, high speed, tool, alloy, stainless and special steel, iron, metals and alloys, Ingots, billets, bars, joists, rods, squares, structural, tubes, poles, pipes, sheets, wires, rails, rolling materials, rollers, made wholly or partly of iron, steel, allows and metals required in or used for industrials, agricultural transport, commercial, domestic building, power transmission and/or construction purposes.

87. To carry on business as producers, manufacturers, processors, convertors, refiners, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, carbon dioxide, nitrogen, hydrogen, helium and

other types and kinds of gases required for or used in Industries, agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles space rockets and crafts communication, objects and media, power plants, domestic or public lighting, heating, cooling, or cooking purposes, lighters, plants, producing water, chemicals or cooking purposes, lighters, plants producing water chemicals or fuels, pesticide, defence or warfare establishments, horticulture forest or plant protection and growth and other allied purposes and to service repair, manufacture, market or deal in and accessories, required for, working on, using or producing any of such gases and products.



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A handwritten signature in blue ink, appearing to read "Rajnikant Shroff", is written over the stamp.

88. To produce, manufacture, purchase, refine, prepare process, import export, sell and generally deal in cement, Portland cement, alumina cement, lime and lime-stone and by products thereof, cement-pipes, sheets and other building materials, refractories and bricks and minerals.

89. To manufacture, process, import, export, buy, sell and deal in vanaspati oils de-hydrated vegetable oils, oils made or process on from seeds, cotton seeds, coconuts, groundnut, products of plantations' horticulture, agriculture and forest produce and oil cakes, soaps and lubricants made from such oils or as by products thereof.

90. To carry on business as timber merchants, saw mill proprietors and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber, teak, ply-wood, fire wood and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber, ply-wood on other wood is used and to buy, clear, plant and work timber estates.

91. To produce, manufacture, refine, prepare process, purchase sell, Import, export or generally deal in bricks, and stone, marble, tiles refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesives, sheets, roof-ings floor polish, closers, concrete mixers, elevators, paints, hardware, pipe fittings, "lubricants oils, buildings materials forest products and any other building or decorative materials made of cement, stone, clay, timber, teak, board, Fiber, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.

92. To manufacture, produce, buy, sell, Import, export, stock and deal in machine tools, grinding, machines, automatic lathes drilling machines, machines, planting machines, plan grinders, machinery 01 every description, precision precision tools, cutting and small tools, electric motors, electrical equipment electric meters, cables wires, switch-gears, flame and drip proof motors, electric fans, regulator of all types, electric, kilowatt hour meters, magnets, industrial jewels ammeters, volt-meters, and other types of measuring Instruments, electrical or non-electric, die castings, screws, nut and bolts, transformers of all types, circuit breakers, hoists, elevators, gears, trolleys and coaches, winches, air compressors welders, refrigerators, switches, electric transmission towers, poles, tubes, insulating materials, conductors, fuse and fuse wires, adopter, domestic washings machines, television and wireless apparatus including radio receivers and transmitters, micro wave components, radar equipment, valves, resistors, electronic Instruments, conductors, magnetic materials, transistors and allied items, sewing machines, watches and clocks, tape- recorders, household appliances and components parts thereof.

93. To carry on business as producers, growers, manufacturers, processors, converters, refiners, makers, stockists, agents, Importers exporters, traders, retailers, suppliers, buyers sellers merchants, distributors and concessionaires of and dealers in rubber plantations and plants producing elastic or adhesive substance, natural or synthetic rubber, Olastynthetic wax, rubber elastomers, adhesives, latex plastics, p.v.c. and other synthetic resins, compounds, latexes or formulations, formulations, including reclaimed from scrap materials and containers, packages, goods, parts, accessories, machineries and



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items made partly or fully or any of the products mentioned herein and used in or required for Industries, transport vehicles, railways, air crafts, space crafts, and rockets, sports, education, house-hold, decorative, furnishing, scientific, commercial electrical medical, agricultural or plantation purposes or for extraction, transport or distribution of mineral, mineral oil, water and chemicals.

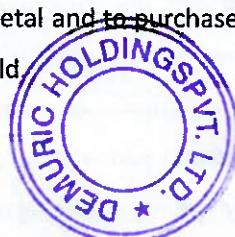
94. To carry on business as manufacturers, producers dealers, traders importers, stockists, distributors of lights, flood lights, flashlights, mercury, vapour bulbs, and other types of bulb's lamps or tubes required or used for lighting or for industrial domestic, electronics, transport vehicles or commercial purposes and glass shells, fittings, tubes, filaments; tungsten and moly-bendum wires, caps machineries, accessories and spares required or used for manufacture of bulbs, lamps or tubes.
95. To manufacture, export, import, buy sell and deal in containers, cans boxes, drums cylinders, battle tops, crown corks, packages, packing materials, bags pressed malwares, utensils, cutlery, table wares and articles made of tin, metal, aluminium, plates, sheets, glass, fibre paper, board, cloth, hessian, leather, plastic, or other synthetic compound or materials, timber or plywood and to deal in tinplates, wire, aluminium sheets and to undertake either on own account or on commission basis or otherwise printing, painting, designing, enamelling, electro- plating, engraving or otherwise decorating the aforesaid products or any of such products or articles.
96. To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and, for these purposes or as independent undertakings, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage, and trade with steam, sailing, motor and other ships, trawlers, drifters, tugs and vessels, aircraft and motor and other vehicles with all necessary and convenient equipment, engines, tackle, gear, furniture and stores and to maintain repair, fit, out relit, improve, insure, alter, sell, exchange or let out on hire or hire-purpose or charter or otherwise deal with and dispose of any of the ships, vessels, aircraft and vehicles or any of the engines tackle, gear, furniture, equipment and stores of the Company.
97. To carry on business as manufacturers, processors, refiners, converters, producers, exporters, importers, traders, activated calcium carbonate, hydrated lime, and other allied products made or manufactured partly or fully from calcium carbonate, hydrated lime, lime stone or lime, calcium carbide chemicals or gases made from or based on based on one or more of the products mentioned herein.
98. To carry on business as producers, Importers, exporters, buyers, sellers, distributors, stockists, agents and brokers of coal, coke, charcoal, petroleum-coke copper, iron ore bauxite kyanite, fire clay, China-clay, salt, sodium chloride, calcium phosphate, Nickle beryllium, uranium, zinc, lead, asbestos tin alumina, mercury, silicon, sulphur, graphite, brass aluminium' silicas and bentonite quartz, dextrin, magnesite, dolomite, ferro-alloys, corundum, manganese, manganese, mica, silver, gold platinum, diamond, sapphire, ruby,



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topaz, garnet, emerald, pearl and other precious, semiprecious or commercial minerals and stones and to act as metal founders, manufacturers, agents and dealers of metals, sheets, wicca, rods, squares, plates, metal falls, pipes, tubes, Ingots, billets, circles, parts, coils, utensils, ornaments, decorative and art materials and jewellery made wholly or partly from any one or more of the metals and materials mentioned herein.

99. To manufacture, export, import, buy, sell and deal in voltaic battery cells, power pack or shortage batteries and battery containers and battery eliminators of different types required for or used in domestic, household, Industrial, commercial, agricultural, mining, hospital, surgical or scientific appliances, machinery, apparatus or accessories and railways, tramways, automobile and other vehicles, air crafts, boats, ships, defence establishments, army, navy, and air force for wireless, radios, torches, toys, electronic equipment or otherwise and also to carry on business as manufacturers of and dealers in torches, toys, 'personal aids, and other appliances working on such batteries and such items and goods, which may be useful, akin or otherwise connected with any one or more of the aforesaid Items or products.
100. To carry on business as agents, brokers, distributors, traders, stockists, buyers, dealers, importers, exporters, wholesalers, retailers, preservatory, processors, refiners, producers and manufacturers of sugar, sugar candy, gur, molasses, sweets, sweet meats, synthetic, sweetening agents and materials, toffee, lozenges, chocolates and products made partly or wholly of sugar or any sweet product.
101. To own, purchase, take on lease, hire or exchange, or otherwise acquire any estate, land, tea garden, orchards, groves, plantations and farms and to carry on business as cultivators, growers, producers, exporters, agents, brokers traders or stockists of tea, coffee cocoa, cinchona, rubber bamboo, timber fruit, vegetables, coconut, spices, cardamom, jute, hemp, cotton, sugarcane linseed, oil-seeds, wheat and other grains and any kind of horticulture, agricultural food or beverage product or products.
102. To carry on business as lessors, manufacturers dealers of Dental Equipment's.
103. To carry on business as manufacturers, producers, dealers importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper and packages, board, sheets, packing materials,, stationery goods and articles made fully or partly of paper for domestic, household, educational, commercial, Industrial Government or public use.
104. To carry on business as manufacturers, fabricator, producers, Importers, exporters, dealers, agents, stockists, retailers, traders or brokers of foundry equipment, mould boxes, ingot mould, material, handling equipment, tools, gadgets, accessories, spares, Chemicals, raw materials, fuel, stores, parts, apparatus and goods used in or required by the foundries and producers of steel or metal and to purchase, sell or otherwise deal in all sorts of iron and steel goods new and old.



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105. To carry on the business as producers, makers, dealer, analysts, investigators and consultants in public health, and environmental engineering, water, sewage and effluent treatment, water, air and land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/or provide technical or Industrial knowhow formula, process and applied technology and to act as engineers, architects, planners, designers, technical advisers, analysts investigators, consultants, contractors builders, fabricators, founders, manufacturers and suppliers of all kinds of plants, machineries, apparatuses, implements, rolling stocks, chemicals and their derivative products or substances necessary, allied, auxiliary or ancillary thereto and to undertake and execute any, contract in connection with the main objects and to buy, sell, Import, export, build, process, manufacture, fabricate, alter, repair, convert, let an hire and deal in all or any of them.

106. To carry on business as agents, Importers, exporters, of raw materials required by industries, workshops, transporters, railways or for agricultural, herbal plantations, handling excavation, domestic fabrication, or irrigation purposes and to acquire, construct, hire, decorate, maintain or own land, workshops, factories, shops, show rooms, office, rights or agencies required for or in connection with any such business.

107. To carry on business as manufacturers, producers, refiners, processors, converters, dealers, traders, importers, exporters, retailers, stocklist, buyers or sellers of para nitro chloral benzene, ortho nitro chloral benzene, di nitro chloral benzene, paracetamol, aluminium sulphate, manganese sulphate, acids, rubber, chemicals dyestuffs, fertilisers, organic or inorganic and/or mixed chemicals Including fine and heavy chemicals, synthetic resins, plastics or p.v.c. materials and such products, machineries and parts. required for use in or based on partly or fully one or more of the aforementioned materials or products.

108. To carry on business as producers, distributors, Importers, extorters, exhibitors and financers of cinematography films, and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, musical, lighting, appliances, instruments, equipment and machines and to construct, establish, own, hire or otherwise acquire and to manage, let our for rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, bars, restaurants and other buildings or work required for the purposes of production distribution or exhibition of the films, operas, stage plays, dances, operates, burlesques, vaudeville, revues, ballets, pantomimes, spectacular, pieces, promenade, concerts, circus or other performances and entertainments and to act as dealers, importers, exporters of municipal instruments and records, tapes, cinema, and film projectors and cameras, wigs of materials related or connected with the aforesaid objects and business, and to require exclusive or limited rights to any play, story, script, musical songs and lyric, book, article or any technique by producing purchasing or otherwise acquiring and to use exercise, develop or exploit or turn to account such rights for the business of the companies and to act as agents for training, retaining, arranging and supplying artists, stars, art directors, script or arranging



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and supplying artists, stars, art directors, script or story writers, technicians, extras and other personnel required by the Company or other for film, cinema or show business.

109. To carry on business as manufacturers, dealers, importers exporters, stockists or distributors or razors, safety razors, blades.

110. To carry on business as dealers, distributors, stockists, buyers, sellers repairers, cleaners, stores, importers, exporters or agents of motor cars, trucks, lorries and carriages, motor cycles, scooters, bicycles, tractors, earth moving equipment trailers and other vehicle agricultural implements, pumps and machineries and spare parts, engines, motors accessories, components, tools, batteries glass panels and sheets, apparatus, Liftings, furnishing materials, tyres, tubes, paints, lubricants, fuel, oils, gas used or required for such vehicles, implements or machines and to act as transporters of goods and passengers, travelling or clearing agents and to let out hire or finance on hire-purchase system or otherwise automobile and other vehicles, implements, machines and any of aforementioned products or things.

111. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, buildings and hereditaments of any tenure or description including agricultural land mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein, and any right or connected with land and buildings so situated and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, hostels, gardens, swimming pools, play-grounds, buildings, works and conveniences of all kinds and by leasing, hiring, disposing of the same and, to manage land, building and other properties, whether belonging to the Company or not, and to collect rents and income, and to supply tenants and occupier and other, refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.

112. To carry on business as manufacturers, dealers, importers, exporters, stockists, agents, contractors, distributors, buyers or sellers of paper and packages, boxes, wrappers, tapes, films sheets, laminates and other packing materials made of paper, card-board, corrugated sheets, cloth, hessian, timber, teak, ply-wood, metal, plastic, p.v.c. or other synthetic, chemical, fibrous or natural products and to own acquire, take on lease, rent, hire, purchase, build, construct, develop or arrange land, building, godown, shops, plant, machinery, equipment, stores or stocks, or services required in connection with or in relation to any of the foregoing business.

113. To carry on the business as traders, dealers, ~~wholesalers~~, retailers, makers, designers, combers, sources, spinners, weavers, finishers, dyers and manufacturers of readymade garments, yarns and fabrics of wool, cotton, jute, silk, rayon, nylon, terylene and other

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natural, synthetic and/or fibrous substances and/or manufacturers of materials from the waste realised from the above mentioned products either on its own account or on commission and to carry on the business as drapers and dealers of furnishing fabrics in all its branches, as costumiers, readymade dress and mantle makers, silk mercers, makers, and suppliers of clothing, lingerie and trimmings of every kind, furriers' drapers, haberdashers, milliners, hosiers, glovers, lace makers, feather dressers, folk makers, dealers in and manufacturers of yarns, fabrics and also to manufacture, deal in or process natural starch and other sizing materials, dyestuff, synthetic or chemical substances of all kinds and compounds either basic or intermediate required for the above-mentioned product or products.

114. To carry on business as manufacturers, producers, growers, fabricators, processors, refiners, stockists, agents, importers, exporters, traders, wholesalers, retailers, distributors, concessionaries or dealers of drugs, medicines, chemicals, spirits, mixtures, tonics, pigments, powders, tablets, pills, capsules, Injections, oils, compounds, mother tinctures, trituration's, globules, creams, scents, soaps, lotions, shampoo, toilet goods and all kinds of pharmaceutical cosmetics and medicinal preparations required or used in Homeopathic, Allopathic, Ayurvedic, Unani, Bio-chemic or nature cure or any other medicinal system or branch or medicine or as beauty aid or personal hygiene, juices, squash, sharbat, nourishment, foods and concentrates, bandages, cotton, gauze, crutches and implements of stores and books, Journals and publications and all sorts of storage or packaging materials connected with or required for any one or more of the above mentioned items and products.
115. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers and dealers of all kinds of abrasive grits and micro grits of white and brown aluminium oxide, silicon carbide, emery; natural corundum, alumina and all kinds of abrasives including bonded and coated abrasives, grinding wheels, sharpening stones, hones, paper and cloth and all types of refractories based on alumina or on any other material of any other kind, and all materials, goods and ingredients used or that could be used in the manufacture of processing of abrasives of any kind allied products, byproducts and substitutes for all or any of them and to treat and utilise any waste arising from any such manufacture, production or process, whether carried on by the Company or otherwise.
116. To carry research and development work for industrial agricultural and minerals, productivity and methods of production matters and problems relating to accountancy, business management, distribution, marketing and selling and to collect, analyse, examine, prepare, are, formulate, publish, distribute and circulate data, statistics, reports, journals, books, magazines, newspapers, literature and information relating to any type of business, trade, Industry, sports, education, society, cinema or real estates and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the objects of the company and for extending, developing and/or improving any type of business, trade, estate, industry, commerce, organisation, methods, techniques, technical know-how, patents, trademarks and procedures to



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consider and evaluate problems relating to administration management, manufacture, production, storage, distribution management, manufacture, production, storage, distribution finance, marketing and sale, and/or relating to the rendering of and service.

117. To carry on business as exporters; traders, agents, representatives, dealers, stockists, importers or distributors of Industrial commercial, agricultural, scientific, household, domestic farm and forest products, goods, plants, machineries, equipment, apparatuses, gadgets, appliances, accessories, spare parts or other merchandise Including tea, coffee, jute and Jute goods, textiles, cotton, yarn wool and woollen goods, handicrafts, place of arts, jewellery, ornaments, minerals, electronic, musical and sports goods, cloth, dresses, garments, transport vehicles, food products, live stocks, books, reading and educative materials, paper products, shares and securities.

118. To carry on business as agents, Importers, exporter, dealers, traders, stockists, brokers, buyers, lessors manufacturers of medical and surgical Equipment's, hirers and producers of plants machinery, equipment, machine tools, apparatus, components parts, fittings Implements, accessories or raw materials required by Industries, workshops, transporters, railways or for agricultural, plantations, handling, excavation, domestic, fabrication, or irrigation purposes and to acquire, construct, hire, decorate, maintain or own land; workshops, factories, shops, show rooms, offices, rights or required for or in connection with any such business.

119. To carry on business as transporters of goods, passengers, live-stock and materials by road, rail, waterways, sea or air and to own, purchase, take or give on lease, charter or hire or otherwise run, use or acquire transport vehicles, and carriers of all kinds required for the transport business and to act as forwarding agents, workhouse, men and booking agents.

120. To carry on business as advisers and/or consultants on matters and problems relating to the industries, administration, management, organisation, accountancy, costing, financial, marketing, Computer Software & hardware, Import export commercial or economic activities, labour, statistical, organization, methods, quality control and data processing, technical 'know how's operation, manufacture, production storage, distribution, sale and purchase of goods, property of and in relation to any business, trade, commerce, industry, mine, agriculture, housing or real estate and upon the means, methods and procedure for the establishment, construction, development. Improvement and expansion of business trade, commerce, Industry, agriculture, buildings, real estates plant or machineries and all systems, methods, techniques process, principles in relation to the foregoing and to carry on business of rendering services on any one or more of aforesaid matters.

121. To carry on business as manufacturers, producers or growers of, dealers in exporters, Imported, stockists, agents, distributors of ice, ice-candy, Ice-cream and other ice products, carbonated, aerated or mineral waters, fruit juice, wines, liquors and other alcoholic, non-alcoholic or synthetic drinks, dairy products, fresh, dehydrated, preserved or processed vegetables, fruits oils, seeds, and other farm, agricultural or food products

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and to provide for cold storage or preservations of such products, medicines for own establish, purchase, take on lease' rent or hire, build, construct develop or otherwise acquire and arrange land, building, cold storage space or warehouses, go downs, containers, shops. show-rooms, workshops, vehicles, plants, machineries, equipment, apparatus, appliances, stores or services required in connection with or in relation to cold storage or any of the business or object mentioned herein.

122. To carry on business as agents, brokers, traders, leaser, leasee, importers, exporters, dealers, stockists, distributors and/or dealers of merchandise, agricultural and forest produce, engineering goods, pipes and tubes, machineries spare parts, accessories, equipment and materials and to purchase, on lease or rent or otherwise acquire any establishment marketing 'any of the goods and products mentions herein-in-before.

123. To carry on business of advertisement and publicity agents and contractors in various ways and manners Including outdoor and in newspapers, magazines, books, screens slides, walls, buses, railways, other transport vehicles and public places, audio visual display and to prepare, advise, manufacture and construct advertising devices and to publishes or advertise the same through any media whatsoever.

124. To carry on the business of printers publishers, stationers lithographers, stereotypes, electrotypers, photographers, Litho- graphics, printers, lithographers and engravers, die-strikers, book binders, designers, draftsman, paper and Ink manufacturers, envelope manufacturers, account book manufacturers machine rulers, numerical printers, bag-makers, cardboard manufacturers, ticket manufacturers, calendars and book-sellers, diary' printers, dealer in playing, visiting railway festive, complimentary, wedding or other ceremonial cards or fancy cards or valentines, dealers In stamps, parchment and agents for the payment of, stamp duties.

125. To purchase or otherwise acquire any land, building or premises and to turn into account, development, improve, alter, demolish, let out for the purpose of carrying on the business of hotel, restaurants, refreshment and tea rooms, cafes and milk and snack bars, and as caterers and contractors in all its respective branches, bankers, confectioners, tobacconists, milk sellers, butter seitors, dairymen, grocers, polluters, green-grocers, farmers, ice merchants, and ice cream manufacturers to manufacture buy, sell, refine, prepare, grow, import, export, and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid, and to establish and provide all kinds of conveniences and attractions for customers and others, and In particular reading, writing and smoke rooms, lockers and safe deposits, telephones and telegraph; stores, and shops.

126. To carry on business of running nursing homes, clinic's pharmacies, Indoor or out-door hospitals, medical, anatomical, orthopaedic, surgical and Xray units, laboratories, research establishments nature cure centres and to acquire land, buildings, plants, equipment, accessories, instruments, gadgets, furniture and fittings and other facilities for treatment and nursing of patients of various types of diseases, ailments sickness, illness and other body or mental troubles.



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127. To carry on the business/work of the scientific research, which may lead to, or facilitate an extension of, the activities of the business, or that class of the business, in which the company deals or any scientific research of medical nature, with relation to the welfare of the mass.

128. To undertake any programme of rural development in India without any distinction of religion, caste, creed race, lingual group and which shall not be for the benefit of any individual or community.

129. To own, purchase, take on lease, hire or exchange or other- wise acquire any estate, land, tea gardens, orchards, groves, plantations, and faring and to carry on business as cultivators, growers, producers, planters manufactures, buyers, sellers, dealers, importers exporters, agents, brokers, traders or stockists of tea coffee, cocoa, cinchona, rubber, bamboo, timber, fruits, vegetables, coconut, spices, cardamom, jute, hemp cotton, sugarcane, linseed, oilseeds, wheat and other grains and any kind of horticulture, agricultural food or beverage product of products.

130. To carry to business as Tourist Agents, and Contractors and to facilitate travelling and to provide for tourists and travellers or promote the provision of conveyances of all kinds In the way of yes through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and boarding and/or lodging accommodation, guides, safe sale deposits, enquiry bureaus, libraries, reading rooms, baggage transport and otherwise and to charter steamships and Aire planes for fixed periods or for particular voyage and flights,

131. To cultivate, grow, product or deal in any agriculture vegetable or fruit products, and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors, and vendors of milk and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits vegetables, cash crops and provisions of all kinds, growers oil and dealers in corn, hay and straw, seedsmen, and nurserymen, and to buy, sell, manufacture, and trade in any goods usually traded in any of the above business or any other business Inclusive of stapled foods and medicinal preparations from milk, vegetable and animal products or any substitute for any of them associated with the farming interest which may be advantageously carried on by the company.

132. To develop and turn to account any land acquired by the Company or in which the Company is interested and in particular by surveying, laying out and preparing the same for pulling down, decorating, maintaining furnishing fitting up and improving building, farming, cultivating, letting on build building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders tenants, others, and to construct, carryout, maintain, improve, manage, work, control and supervise any roads, underground tunnels and railway lines and sidings, mills crushing works, hydraulic works, electric works, factories/warehouses, shops level shafts, coaling station, docks, coke or even plant dwelling houses, office buildings, and



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conveniences and to contribute to, subsidise or otherwise aid or take part in any such operations.

AND IT IS HEREBY DECLARED THAT:

I) The word "Company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body or association of persons, whether incorporated or not Incorporated and whether domiciled in India or elsewhere; and

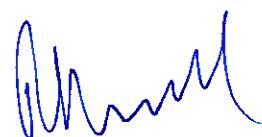
II) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, as accordingly shall in no wise be limited or restricted (except where otherwise expressed, In such paragraphs) by reference to or inference from the terms of any other paragraph (or the name of the Company), but may be carried out in as full and ample manner and construed in as wide a sense as If each of the said paragraphs defined the objects of a separate and distinct company.

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. The Authorised Share Capital of the Company is Rs. 692,00,00,000/- (Rupees Six Hundred Ninety Two Crores only) divided 3,12,00,000 (Three Crore Twelve Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each and 66,08,00,000 (Sixty Six Crore Eight Lakh) Non-Cumulative Redeemable Preference shares of Rs. 10/- (Rupees Ten only)



RAJNIKANT SHROFF
DIRECTOR
DIN - 00180810
DATE - 04/08/2025



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

Name, Address & Occupation of Subscriber	Signature of Subscriber	No. of Equity Shares	Name, Address & Occupation of Witness	Signature of Witness
Mr. Himanshu S. Namle s/o Sheshrao Namle 118 Hindu Colony Bombay-14 Business	-Sd/-	5 (Five) Equity	Swati Mayekar W/o Sandesh S. Mayekar Chartered Accountant 114 Hindu Colony Bombay 400 014.	
Miss Hemangi Kulkarni D/o Dinkar Kulkarni Naupada Thane Service	Sd/-	5 (Five) Equity 10 Ten Equity		Sd/-

Bombay

Dated: 21.08.86

Sd/-

Stamp and seal with signature



RAJNIKANT SHROFF
DIRECTOR
DIN - 00180810
DATE - 04/08/2025

*ARTICLES OF ASSOCIATION.

OF

DEMURIC HOLDINGS PRIVATE LIMITED

Preliminary

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company except in so far as otherwise expressly incorporated herein below.

Interpretation

2. In these regulations the Act means the Companies Act 2013:
 - "the seal means the common seal of the company.
 - "the company means Demuric Holdings Private Limited.
3. 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. This Company is a Private Limited Company within the following meaning of Section 2(68) of the Companies Act 2013 and accordingly the following provisions shall have effect namely.
 - i. The number of members of Company (exclusive of persons who are in the employment of the Company and persons who having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased) is not to exceed two hundred provided where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this clause be treated as single member.
 - ii. Any invitation to the public to subscribe for any shares in or debentures of the Company is hereby prohibited
 - iii. The right to transfer the shares of the Company is restricted in the manner and to extent hereinafter appearing and
 - iv. The minimum paid-up capital of the Company is Rs. 100000- (Rupees One Lac only).

Share Capital and Variation of rights

4. 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.
5. 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 one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.

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

**Adopted new set of Articles of Association of the Company as per Companies Act, 2013 vide special resolution passed at Extra- ordinary General Meeting held on 15th February, 2024.*



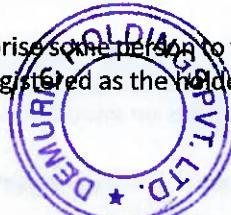
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6. If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and 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. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.
7. 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 recognize (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.
8. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under subsection (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
9. 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. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
11. 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

12. The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
13. 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.
14. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares



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comprised in any such transfer. 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.

15. 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. 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

16. 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. 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. A call may be revoked or postponed at the discretion of the Board.

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

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

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

20. 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. 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.

21. 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

22. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. 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.
23. The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.
24. The Board may decline to recognise any instrument of transfer unless



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- 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.

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

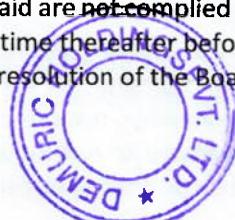
Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

- 26. On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares 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.
- 27. Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
- 28. If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 29. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.

Forfeiture of shares

- 30. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
- 31. The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.
- 32. 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.



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33. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.

34. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

35. A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.

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

Alteration of capital

37. 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.

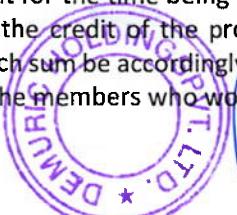
38. Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum 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.

39. Where shares are converted into stock 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. 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. 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.

40. The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law it share capital any capital redemption reserve account or any share premium account.

Capitalisation of profits

41. The company in general meeting may upon the recommendation of the Board resolve 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 that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled



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thereto if distributed by way of dividend and in the same proportions. 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 paying up any amounts for the time being unpaid on any shares held by such

members respectively 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 partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) 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 The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

42. Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members

Buy-back of shares

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

General meetings

44. All general meetings other than annual general meeting shall be called extraordinary general meeting.

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

Proceedings at general meetings

46. 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. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.

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

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

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



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Adjournment of meeting

50. The Chairperson may with the consent of any meeting at which quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

51. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

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

53. 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. For this purpose seniority shall be determined by the order in which the names stand in the register of members.

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

55. Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.

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

57. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

Proxy

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

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

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

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



Board of Directors

61. The number of the directors unless otherwise determined by the Company in general meeting shall not be less than 2 (two) and shall not be more than 15 (fifteen). The first Directors of the Company are:

1. MR. HIMANSHU NAMLE
2. MS. HEMANGI KULKARNI

62. The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. 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 in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.

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

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

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

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

67. 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. 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.

****67A. Nominee Director**

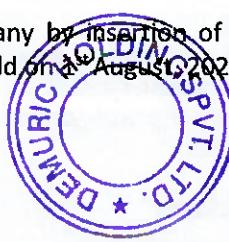
- a. *Subject to the provisions of the Act, whenever a debenture trustee nominates a person to be appointed as a director on the Board of the company (such director, a "Nominee Director") in exercise of its duties under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together "SEBI Regulations"), as amended from time to time, the Board shall appoint such person as a Nominee Director.*
- b. *The Nominee Director so appointed shall not be liable to retire by rotation nor be required to hold any qualification shares.*
- c. *The Nominee Director so appointed shall hold office so long as the default subsists.*
- d. *Any vacancy in the office of such Nominee Director during the term shall be filled in by the debenture trustee(s) by nominating another person."*

Proceedings of the Board

68. The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.

69. Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.

****Altered Articles of Association of the Company by insertion of clause 67A vide special resolution passed at Annual General Meeting held on 1st August, 2025.**



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70. 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.
71. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. 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.
72. 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. 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.
73. A committee may elect a Chairperson of its meetings. 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.
74. A committee may meet and adjourn as it thinks fit. 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.
75. 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.
76. 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

77. Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer.
78. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.

The Seal

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

Dividends and Reserve



RAJNIKANT SHROFF
DIRECTOR
DIN - 00180810
DATE - 04/08/2025

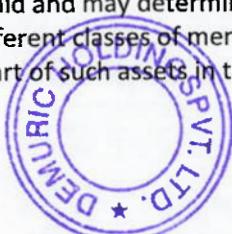
80. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
81. Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
82. 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. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.
83. Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
84. The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
85. Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
86. Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.
87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
88. No dividend shall bear interest against the company.

Accounts

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

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts



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for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91. 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.



We, the several persons whose names. and addresses are subscribed below, are desirous of being formed into a Company In' pursuance of these Articles of Association AND we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Name, Address & Occupation of Subscriber	Signature of Subscriber	No. of Equity Shares	Name, Address & Occupation of Witness	Signature of Witness
Mr. Himanshu S. Namle s/o Sheshrao Namle 118 Hindu Colony Bombay-14 Business Miss Hemangi Kulkarni D/o Dinkar Kulkarni Naupada Thane Service	-Sd/- Sd/-	5 (Five) 5 (Five) 10 Ten Equity	Swati Mayekar W/o Sandesh S. Mayekar Chartered Accountant 114 Hindu Colony Bombay 400 014.	Sd/-

Bombay

Dated: 21.08.86

Sd/-

Stamp and seal with signature



RAJNIKANT SHROFF
DIRECTOR
DIN - 00180810
DATE - 04/08/2025