भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, आँध्र प्रदेश

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45200AP1996PLC024428

मैसर्स SPLENDEUR BUILDTECH LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूं कि मैसर्स
SPLENDEUR BUILDTECH LIMITED

जो मूल रुप में दिनांक पच्चीस जून उन्नीस सौ छियानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
R.K.SHANGRI-LA RETREAT LIMITED

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं सा का नि 507 (अ) दिनांक 24.6.1985 एस आर एन A82663204 दिनांक 29/04/2010 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रुप में मैसर्स
SPLENDEUR PROJECTS LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा हैदराबाद में आज दिनांक उनतीस अप्रैल दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Andhra Pradesh

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U45200AP1996PLC024428

In the matter of M/s SPLENDEUR BUILDTECH LIMITED

I hereby certify that SPLENDEUR BUILDTECH LIMITED which was originally incorporated on Twenty Fifth day of June Nineteen Hundred Ninety Six under the Companies Act, 1956 (No. 1 of 1956) as R.K.SHANGRI-LA RETREAT LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A82663204 dated 29/04/2010 the name of the said company is this day changed to SPLENDEUR PROJECTS LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Hyderabad this Twenty Nineth day of April Two Thousand Ten .

कम्पनी रजिस्ट्रार, आन्ध्र प्रदेश ★ REGISTRAR OF COMPANIES A.P. ★

(P C NANDA KUMAR)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

आँध्र प्रदेश

Andhra Pradesh

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

SPLENDEUR PROJECTS LIMITED
602, AL-KARIM TRADE CENTRE,'A' BLOCK, 6TH FLOOR,, RANIGUNJ, M.G.ROAD.,
SECUNDERABAD - 500003,
Andhra Pradesh, INDIA

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, आँध्र प्रदेश

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कार्पोरेट पहचान सख्या : U45200AP1996PLC024428

मैसर्स R.K.SHANGRI-LA RETREAT LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स
R.K.SHANGRI-LA RETREAT LIMITED

जो मूल रूप में दिनांक पच्चीस जून उन्नीस सौ छियानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
R.K.SHANGRI-LA RETREAT LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं.सा.का.नि 507 (अ) दिनांक 24.6.1985 एस.आर.एन A16726994 दिनांक 02/07/2007 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
SPLENDEUR BUILDTECH LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा हैदराबाद में आज दिनांक दो जुलाई दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Andhra Pradesh

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U45200AP1996PLC024428

In the matter of M/s R.K.SHANGRI-LA RETREAT LIMITED

I hereby certify that R.K.SHANGRI-LA RETREAT LIMITED which was originally incorporated on Twenty Fifth day of June Nineteen Hundred Ninety Six under the Companies Act, 1956 (No. 1 of 1956) as R.K.SHANGRI-LA RETREAT LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A16726994 dated 02/07/2007 the name of the said company is this day changed to SPLENDEUR BUILDTECH LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Hyderabad this Second day of July Two Thousand Seven.

(LAKSHMI PRASAD K)
कम्पनी रजिस्ट्रार / Registrar of Companies
आँध्र प्रदेश
Andhra Pradesh

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

SPLENDEUR BUILDTECH LIMITED
602, AL-KARIM TRADE CENTRE,'A' BLOCK, 6TH FLOOR,, RANIGUNJ, M.G.ROAD,,
SECUNDERABAD-3. - 500003.
Andhra Pradesh, INDIA

मै एतद्द्वारा प्रमाणित करता हू कि आज ....

Company No. 01-24428

Certificate of Commencement of Bussiness.

Pursuant of section 149(3) of the Companies Act, 1956.

I hereby certify that the R.K.SHANGRI-LA RETREAT LIMITED

which was incorporated under the Companies Act, 1956, on the 25th day of June, 1996 and which has this day filed a duly verified declaration in this prescribed from that the conditions of section 149 (1) (a) to (d)/149 (2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

Given under my hand at Hyderabad this 5th day of July one thousand nine hundred and Ninety Six.

(S.N.JEYA)
REGISTRAR OF COMPANIES
ANDHRA PRADESH, HYDERABAD

INCORPORATED UNDER THE COMPANIES ACT, 1956
(1 of 1956)

AMENDED UNDER THE COMPANIES ACT, 2013
(18 of 2013)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SPLENDEUR PROJECTS PRIVATE LIMITED

I. * The name of the Company is "**SPLENDEUR PROJECTS PRIVATE LIMITED.**"

II. **The Registered Office of the Company will be situated in the State of Telangana.

III. The objects for which the Company is established are:

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

1. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, buildings and herditaments of any tenure or description for the development, improvement and construction of Multi-storied Residential/Commercial complexes, Townships, Farms, Farm Houses, Resorts, Hotels, Gardens, Plantations, Houses, Restaurants, Stadiums, Swimming pools, Play grounds, Amusement parks.

2. To manage, administer, own, acquire, set up, buy, sell, construct, improve, develop, manage, operate, hire, lease, act as agents, and carry on the business of all sorts of construction of Multi-storied Residential/Commercial complexes, Townships, Farms, Farm Houses, Resorts, Hotels, Gardens, Plantations, Houses, Restaurants, Stadiums, Swimming pools, Play grounds, Amusement parks.

**The company has changed its name from "Splendeur Projects Limited to Splendeur Projects Private Limited" vide special resolution passed at extra –ordinary general meeting held on 05th February,2016.*

*** The name of the State of Registered Office is changed from state of Andhra Pradesh to State of Telangana due to the implementation of The Andhra Pradesh Reorganisation Act, 2014.*

6. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, copy rights, trade marks, formulae, licences, concessions, and the like offering any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company to use, exercise, develop or grant licences in respect of or otherwise turn to account, the property rights, or information so required.

7. To adopt such means of making known the articles, goods, products, appliances, manufactured or dealt in by or at the disposal of the Company as may seem expedient.

8. To appoint managers, engineers, contractors, brokers, canvassers, agents and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purposes of the Company and to discharge and to discontinue the same.

9. To expend money on experimenting upon and testing and improving or securing any process or processes, patent or patents, or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.

10. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.

11. To create any subscription fund, sinking fund, reserve fund, insurance fund, or any other special fund whether for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company or the staff or labour or for any development fund.

12. To sell, lease, mortgage, grant licences, easements, and other rights, over and in any other manner whatsoever to transfer, deal with or dispose off the undertaking, Property, assets, rights and effects 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.

13. To apply, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to object or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

14. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or do such things for improving the market share for Company's products with any individuals, person or

प्ररूप आई आर
Form I
[See Regulation 16 (1)]

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता 01-........................ का सं ....

No 01- 24428 of 19 96-97

मै एतद्द्वारा प्रमाणित करता हूं कि आज ....

कम्पनी अधिनियम, 1956 के अधीन निगमित की गई है और यह कम्पनी परिसीमित है ।

I hereby certify that R.K.SHANGRI-LA RETREAT LIMITED

is this day incorporated under the Companies Act, 1956 * (and that the Company is limited.)

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

Given under my hand at Hyderabad this 25th day of June One thousand nine hundred and Ninety Six

(4th Asadha 1918 Saka)

SEAL
जे.एस.सी.-1
J.S.C-1

REGISTRAR OF COMPANIES A.P.

(B.KOTESWARA RAO)
कम्पनियों का रजिस्टर
Asst. Registrar of Companies
Andhra Pradesh.
Hyderabad

* TO BE OMITTED IN RESPECT OF UNLIMITED COMPANY

22. To appoint agents and constitute branches and agencies of the Company in India or any part of the world, in the matters and for the purposes aforesaid to act solely or jointly with any other person, Company, corporation or body as the circumstances may require.

23. To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid up shares of this Company with or without preferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.

24. To manage land, buildings and other property both movable and immovable whether belonging to the Company or not and to collect rents and income and to supply to tenants and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences.

25. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights.

26. To provide for and furnish or secure to any members or customers of the Company or to any subscribers to or purchasers or possessors of any publication of the Company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.

27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds or any other funds for the welfare or benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments or any other pecuniary aid to any person who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time the Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such person, and also establish and subscribe to any institution, associations, clubs or funds calculated to the benefit of or to advance the interests and well being of the Company and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any other Company.

28. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary Company or not, and for that purpose to enter into any arrangements the Company may think fit.

dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or Companies and generally to give guarantee and indemnities.

37. To Enter into, make and perform contract of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state, body or Government or colony or dependency thereof.

38. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider to be preliminary out of the funds of the Company.

39. To establish competitions in respect of contributions or information suitable for insertion in any publications of the Company, or otherwise for any of the purposes of the Company, and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.

40. To procure the registration, incorporation or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.

41. To obtain any permission/order of the Government for enabling the Company to carry on any of its objects into effect or for effecting any modification of the Company's constitution.

42. To refer to or agree to refer any claims, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives or between the Company and third parties, to arbitration and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

43. To make donations to such persons or institutions and in such cases and either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institution objects or for exhibition or for any public general or other objects subject to the provisions of the Companies Act, 1956.

44. To invest and deal with moneys of the Company not immediately required in any manner.

45. To undertake, carry out, promote and sponsor programmes for rural development including any programme promoting the social and economic welfare or the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through any agency or in any other manner.

53. To sell any patent rights or privileges belonging to the Company or which may be acquired by it, or any interest in the same and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents and privileges in which the Company may be interested and to do all such acts or things as may be deemed expedient for turning to account any inventions, patent and privileges in which the Company may be interested.

54. To do all or any of the above things either as principals, agents, brokers, trustees, contractors or otherwise and either by or through agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others and to do all things as are incidental or conducive to the attainment of the above objects.

55. Subject to the provisions of the Companies Act, 1956 or any other enactment in force, to indemnify and keep indemnified, members, officers, Directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company and for any loss damage or misfortune whatever and which shall happen in the execution of the duties of the officer or in relation thereto.

56. Generally to do all such other things as may appear to be incidental and in any way conducive to the attainment of the above objects or any of them.

IV. The liability of the members of the Company is limited.

V. The Authorised share capital of the company is Rs.30, 000,000/- (Rupees Three Crores only) divided into 30, 00,000 (Thirty Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each with rights, privileges and conditions attached thereto as or provided by the regulations of the Company for the time being with power to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively subject to the laws for the time being into several classes and to attach thereto respectively subject to the laws for the time being such preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company subject to the provisions of the Companies Act, 2013.

*** *The other objects have been deleted in consonance with Companies Act, 2013 vide Special resolution passed at Extra ordinary General Meeting held on February 05th, 2016.*

Sl. No.	Name, Address, Description Occupation and Signature of the Subscriber	No. of Equity Shares taken by Each subscriber	Name, Description Occupation and Signature of Witness
6	**Sd/-** **MADHU SURANA** W/o. R.K. Surana Plot No.34, Paigah Housing Colony S.P. Road SECUNDERABAD – 500 003. Occ : Business	100 (one hundred only)	**Sd/-** **OM PRAKASH JAKHOTIA** S/o. Late Shri Muralidhar jakhotia 105, Tahsaiman Chambers, Innovation Colony, 142/C, Penderghast Road, Secunderabad – 500 003. (A.P.) Occ: Company Secretary
7	**Sd/-** **ANITA SURANA** W/o. Sunil Kumar Surana Plot No.34, Paigah Housing Colony S.P. Road SECUNDERABAD – 500 003. Occ : Business	100 (one hundred only)	
	TOTAL NO. OF EQUITY SHARES TAKEN	700 (Seven hundred only)	

PLACE : SECUNDERABAD

DATE : 18.06.1996.

SEBI	(q) Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992
Depository	(r) Depository means a Company formed and registered under the Act and has been granted a certificate of registration by SEBI under the Securities & Exchange Board of India Act 1992.
Registrar	(s) Registrar shall mean the Registrar or the office of Registrar of Companies
Words	(t) "Words" importing the masculine gender include the feminine gender and vice versa.
	(u) Except where the context otherwise requires, words importing the singular shall include the plural and vice versa.

3. The Company is Private Company within the meaning of Section 2 (68) of the Companies Act, 2013 and accordingly:-

   a) The right to transfer shares of the Company is restricted.

   b) The number of members of the Company (exclusive of persons, who are in the employment of the Company or who have been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased) shall be limited to Two Hundred. Provided that where two or more persons hold one or more shares jointly, they shall, for the purpose of this definition be treated as single member.

   c) The Company prohibits any invitation to the public to subscribe for any securities of the company.

SHARES & SHARE CAPITAL

4. The Authorized Share Capital of the Company is Rs.30, 000,000/- (Rupees Three Crores only) divided into 30, 00,000 (Thirty Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each.

5. The shares shall be under control of the Board of Directors who may allot or otherwise dispose of the same or any of them to such persons, either at a premium or at par or at a discount and at such times as the Directors may think fit, and with full powers to give to any person the call on any shares either at par or at a premium or at a discount during such time and for such consideration of services rendered to the Company in its formation or otherwise on such terms and conditions as the Board of Directors in their discretion deem fit but subject always to the provisions contained in Article 3.

old, decrepit, worn out or where the cages on the reverse for recording transfers have been fully utilized. Any renewed certificates shall be marked as such.

Splitting and consolidating of share certificate

22. Any registered holder of the shares being in possession of any Share Certificate or share Certificates to the company can apply to the company for the issue of two or more fresh share certificates comprising the same shares bearing the same distinctive numbers as were comprised in the said certificates.

Issue of Certificates

23. Every certificate of title to the share or shares shall be issued only in accordance with the provisions of Companies (share capital and Debentures) Rules 2014, or any amendment thereof or any provision of law applicable thereto, for the time being in force.

CALLS ON SHARE

24. Subject to the provisions of the Act the Board may, from time to time, make such calls as they think fit upon the members in respect of all money unpaid on the shares held by them respectively whether on account of the nominal value of the shares or by way of premium.

Partial payment not to preclude forfeiture

25. Neither a judgment nor a decree in favour of the company for call or other moneys due in respect of any share, nor any part payment or satisfaction there under, nor the receipt by company of portion of any money which shall from time to time be due from any member in respect of any share either by way of principal or interest, or any indulgence granted by the company in respect of the payment of any such money shall preclude the company from thereafter proceeding to enforce a forfeiture of such share as hereinafter provided.

LIEN

26. The company shall have a first and paramount lien upon all shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of the sale thereof for all money's (whether payable presently or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that this article will have full effect.

Authority to transfer

27. To give effect to such sale, the Board may authorize any person to transfer the shares sold to the purchaser there of and the purchaser shall be registered as the holder of the shares 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 effected by any irregularity or invalidity in the proceedings relating to the sale.

(5) For the purpose of such transfer the consideration shall be the fair value as may be determined in accordance with the normally accepted principles for computation of book value. In the absence of the above the consideration shall be the nominal value of the shares.

(6) Nothing in clause (3) shall prejudice any power of the Board to register as a share holder any person to whom the right to any share has been transmitted by operation of law.

(7) Nothing in this article shall prejudice the power of the Board to refuse to register the transfer of any shares to a transferee, whether a member or not.

Transfer to infants, insolvent and persons of unsound mind.

32. No share shall in any circumstances be transferred to an infant, insolvent or person of unsound mind.

Board's right to refuse to register.

33. (1) The Board may at any time in their absolute discretion and without assigning any reason decline to register any transfer of shares, whether fully paid-up or not and whether the transferee is a member of the company or not and may also decline to register any transfer of shares on which the company has a lien.

(2) If the Board refuses to register any transfer or transmission of right, they shall, within two months from the date on which the instrument of transfer or the intimation of such transmission was delivered to the company send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.

(3) The provisions of this clause shall apply to transfer of stock also.

Endorsement of transfer and issue of Certificate

34. (1) Every endorsement upon the certificate of any share in favor of any transferee shall be signed by a Director / Secretary or by some other person for the time being duly authorized by the Board in that behalf. In case any transferee of a share shall apply for a new certificate in lieu of the old or existing certificate, he shall be entitled to receive a new certificate on payment of a sum of Rupee One for every such certificate of shares to which the said transfer relates and upon delivering the old, or existing certificate which is to be replaced by a new one.

Provided that no fee shall be charged for issuing new certificate in replacement of those which are decrepit or worn out certificates or where cages on the reverse for recording transfers have been fully utilized.

(2) No fee shall be charged for transfer or transmission of shares or for registration of any Power of Attorney, Probate, letters of administration or other similar documents.

(d) Sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived ;

(e) Cancel any shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

(2) The resolution whereby any share is sub-divided may determine that, as between the holder of the share resulting from such sub-division one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.

Application of provisions to new shares

41. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the share in the original share capital.

Reduction of capital etc.

42. The company may by special resolution reduce in any manner and with, and subject to any incident authorized and consent required by law:

(a) its share capital ;
(b) any Capital Redemption Reserve Account ; or
(c) any Share Premium Account

GENERAL MEETINGS

Annual General Meetings

43. The company shall in each year hold in addition to the other meetings a general meeting at intervals and in accordance with the provisions specified below :-

(a) The first annual general meeting of the company shall be held within eighteen months of its incorporation.

(b) The next annual general meeting of the company shall be held within six months after the expiry of the financial year in which the first annual general meeting was held and thereafter the annual general meeting shall be held by the company within six months after the expiry of each financial year, subject however to the power of the Registrar of Companies to extend the time within which such a meeting can be held for a period not exceeding three months, and subject thereto not more than fifteen months shall elapse from the date of one annual general meeting and that of the next.

which gives the right to vote on the matters to be considered at the meeting. Provided that where any members of the company are entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members shall be taken into account for purpose of this Article in respect of the former resolution or resolutions and not in respect of the latter.

Accidental omission to give notice not to invalidate meeting

47. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of, resolution passed at, meeting.

Special Business

48. (a) All business shall be deemed special that is transacted at an extraordinary general meeting and also that is transacted at an annual general meeting with the exception of business relating to

(i) The consideration of the accounts, Balance sheet, Reports of the Directors and Auditors;

(ii) The declaration of a Dividend;

(iii) The appointment of Directors in the place of those retiring ; and

(iv) The appointment and fixing of the remuneration of the Auditors

(b) Where any items of business to be transacted at the meeting are deemed special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every director of the company. Where any item of business consists of according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Provided that where any item of special business as aforesaid to be transacted at the meeting of the company, relates to or affects any other company, the extent of share holding interest in that other company of every Director of the company, shall also be set out in the statement if the extent of such share holding interest is not less than 20% of the paid up share capital of that other company.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

49. Two members personally present shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the quorum is present.

If quorum not present when meeting to be dissolved and when to be adjourned

50. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall

In what cases poll taken without adjournment

56. A poll demanded on the election of Chairman or on a question of Adjournment shall be taken forth with. A poll demanded on any other question shall be taken at such time not being later than 48 hours from the time when the demand was made, as the Chairman may direct.

No member entitled to vote while call due to the Company

57. No member shall be entitled to vote either personally or by proxy at any general meeting or meeting of a class of shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which any call or other sums presently payable by him have not been paid or in regard to which the company has, and has not exercised, any right of lien.

58. Subject to the provisions of these Articles, and without prejudice to any special privileges or restrictions as to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every member, not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on show of hands every member present in person or by proxy shall be in proportion to his share of the paid-up Equity Share Capital of the company. Provided, however, if any Preference Shareholder be present at any meeting of the company, save as provided in clause (b) of sub-section (2) of Section 47 of the Companies Act, 2013 he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to the Preference Shares.

Proxies permitted on polls

59. On a poll, votes may be given either personally or by proxy.

Minutes of Meetings

60. (1) The company shall comply with the requirements of Section 118 of the Companies Act, 2013 as and when made applicable by notification in respect of keeping of the minutes of all proceedings of every General Meeting and every meeting and every meeting of the Board or any committee of the Board.

(2) The Chairman of the meeting may exclude at his absolute discretion such of the matters as, or could reasonably be regarded as, defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the company.

DIRECTORS

Number of Directors

61. Until otherwise determined by a General Meeting and subject to Section 149 of the Companies Act, 2013, the number of Directors shall not be less than two and not more than fifteen including all kinds of Directors.

Disqualification for appointment of director

68. (1) A person shall not be eligible for appointment as a director of a company, if —

a) he is of unsound mind and stands so declared by a competent court

b) he is an undischarged insolvent

c) he has applied to be adjudicated as an insolvent and his application is pending

d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence. But if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company

e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force

f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call

g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years or

h) he has not complied with sub-section (3) of section 152.

(2) Any other provisions as provide under Section 164 of Companies Act, 2013.

Vacation of office by Directors

69. (1) The office of a director shall become vacant in case—

(a) He incurs any of the disqualifications specified in Article 69

(b) He absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board

(c) He acts in contravention of the provisions of section 184 of the Companies Act, 2013 relating to entering into contracts or arrangements in which he is directly or indirectly interested

(d) He fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184 of the Companies Act, 2013

Quorum

75. The quorum for a meeting of the Board shall be one-third of the total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-third of the total strength, the number of the remaining Directors, that is to say the number of the Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any whose place are vacant at the time. The term "Interested Director" means any director whose presence cannot by reason of the Act count for purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote on any matter.

Questions how decided

76. (1) Save as otherwise expressly provided in the Act, a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the regulations of the company for the time being vested in or exercisable by the Directors generally, and all questions arising at any meeting of the Board shall be decided by a majority of the Board.

(2) In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director. Provided the Chairman shall not have a casting vote at the election of a Chairman of the Board.

POWER AND DUTIES OF DIRECTORS

Powers of Company Vested in Directors

77. (1) (i) Subject to the provisions of the Act the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers and to do all such act, and things as the Company is authorised to exercise and do, provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or in any other statute or by the Memorandum of Association or by these Articles or otherwise to be exercised or done by the Company in general meeting provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or in any other Act or in the Memorandum of Association or these Articles or any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in general meeting provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if those regulations had not been made.

(ii) Without prejudice to the general power conferred by clause (i) of this Article and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by the Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the power of the Board shall include, without limitation, the following powers:

(a)To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

(m) To give to any person employed or engaged by the Company a commission on the profits of any particular business or transaction, or a share in the general profits of the Company, and such commission or share of profits, shall be treated as part of the working expenses of that Company.

(n) To enter into treaty arrangements with other entities for reinsuring risks undertaken by the Company, and also to accept reinsurance risks of any other parties take their re-insurance and to enter into such other business arrangements as may be necessary for the business of the Company.

(o) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.

(p) To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, release contracts and documents and to give the necessary authority for such purpose.

(q) To distribute by way of bonus amongst the staff of the Company a share in the profits of the Company and to give to any officer or other persons employed by the company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.

(r) To provide for the welfare of Directors or ex-directors or employees or ex-employees of 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, dwelling or by grants of money, pension, gratuities, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of interests and recreation, hospitals and dispensaries, medical and other assistance subject to the provisions of the Act to subscribe to or contribute to or otherwise assist or guarantee or pay moneys to charitable, benevolent, religious, scientific, national or other institutions, bodies either by reason of locality of operation or of public and general utility or otherwise.

(s) To appoint and at their discretion, remove or suspend such general managers, managers, secretaries, assistants, supervisors, scientists, technician, engineers, consultants, legal, medical or economic advisors, research workers, laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and determine their powers and duties and fix their salaries or emoluments or remuneration and to require security in such instances and of such amount as they may think fit and from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit.

(t) To comply with the requirements of any local law which in their opinion it shall, in the interest or the Company, be necessary or expedient to comply with.

resolution and the Register of Directors, managers, etc, and notifications or any change therein.

BORROWING

78. (1) The Company shall have powers to borrow from person or persons and secure payment of any sums or sums of money for the purpose of the Company and the Board of Directors may from time to time at its discretion exercise this power and may also accept any sum or sums as loans or otherwise from any one or one of the Directors of the Company on security or otherwise and upon such terms and conditions in all respect as it thinks fit.

(2) The Board of Directors may from time to time raise or borrow any sum or sums of money for and on behalf of the Company from the members or other persons, financial institutions, corporations, Companies or banks or the Directors may themselves advance money to the Company at such interest as may be approved of by the Board.

(3) The Board of Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by pledge or creation of any lien, mortgage or charges or whole or any part of the property (present or future) or of the uncalled capital of the Company or by issue of bond, debentures or debenture stock of the company (perpetual of otherwise) charged upon all or any part of the property of the Company both present and future) including its uncalled capital for the time being.

(4) If the Director or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability

REGISTER OF MORTGAGES

79. The Directors shall cause a proper register to be kept in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company; and shall duly comply with the Act in regard to the Registration of mortgages and charges therein specified and otherwise.

COMMON SEAL

Common Seal

80. The Board shall provide a Common seal for the Company and shall have power from time to time to cancel the same and substitute a new seal in lieu thereof. The Common Seal shall be kept at the Registered Office of the company and committed to the custody of the Secretary.

Official Seal for use abroad

81. The company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors and exercised by them in accordance with the said Act.