



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Delhi

4th Floor, IFCI Tower, 61, Nehru Place, New Delhi, Delhi, INDIA, 110019

Corporate Identity Number : U74140DL1997PTC091209.

SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The share holders of M/s JONES LANG LASALLE PROPERTY CONSULTANTS (INDIA) PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 30/09/2015 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

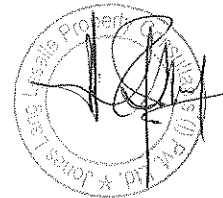
I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Delhi this Second day of November Two Thousand Fifteen.

Validity unknown
Digitally signed by
Registrar of Companies
Ministry of Corporate
Affairs, Government of India
Date: 2015.11.02
14:54:32 GMT+05:30

Shatrughan chauhan
Registrar of Companies
Registrar of Companies
Delhi

Mailing Address as per record available in Registrar of Companies office:
JONES LANG LASALLE PROPERTY CONSULTANTS (INDIA) PRIVATE LIMITED
No.1110, 11th Floor., Ashoka Estate, 24, Barakhamba Road.,
New Delhi - 110001,
Delhi, INDIA



COMPANY NO. 55-91209 CIN U74140DL1997PTC91209

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME

In the office of the Registrar of Companies, NCT of Delhi
& Haryana [under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF M/s LASALLE PARTNERS (INDIA) PRIVATE LIMITED.

I hereby certify that LASALLE PARTNERS (INDIA) PRIVATE LIMITED,

which was originally incorporated on Seventeenth December of
one thousand nine hundred and ninety seven
under the Companies Act, 1956 (Act 1 of 1956) under the name

LASALLE PARTNERS (INDIA) PRIVATE 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
read with Government of India, Department of Company Affairs, Notifi-
cation No. G.S.R. 507(E) dated 24-06-1985 by Registrar of Companies,
NCT of Delhi & Haryana, New Delhi vide letter No. ROC/21/55-91209/904
dated 27/08/2004 the name of the said company is this day changed to

Jones Lang LaSalle Property Consultants (India) Pvt. Ltd.

and this Certificate is issued pursuant to Section 23(I) of the said
Act .

Given under my hand at New Delhi this Eight September
of Two Thousand and Four .



Prasanna
(*Dr. Prasad Singh Chauhan*)
REGISTRAR OF COMPANIES,
N.C.T. OF DELHI AND HARYANA





सत्यमेव जयते
प्रारूप एक
Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० 55-91209 शक 19 19
No. 55-91209 of 19 97-98

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज लैसले पार्टनर्स इण्डिया प्राइवेट लिमिटेड

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


I hereby certify that LASALLE PARTNERS (INDIA) PRIVATE LIMITED

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

मेरे हस्ताक्षर से आज ता० 26 अक्टूबर 1919 को दिया गया।

Given under my hand at ... NEW DELHI .. this SEVENTEENTH day of DECEMBER ... One thousand nine hundred and NINETY SEVEN




तहायक इ. तिरकी
कम्पनी रजिस्ट्रार

स. स. क्षेत्र दिल्ली एवं हरियाणा

(E. TIRKEY)

ASSTT. Registrar of Companies
N.C.T. OF DELHI & HARYANA



MEMORANDUM OF ASSOCIATION

OF

**JONES LANG LASALLE PROPERTY CONSULTANTS (INDIA)
PRIVATE LIMITED**

**(Incorporated Under the Companies Act, 1956)
(Company Limited By Shares)**

- 01 The name of the Company is **JONES LANG LASALLE PROPERTY CONSULTANTS (INDIA) PRIVATE LIMITED**
- 02 The Registered Office of the Company will be situated in the National Capital territory of Delhi
- 03 The Objects for which the Company is established are: -

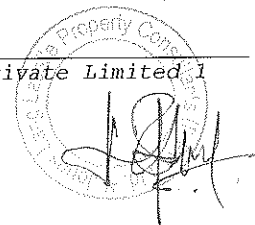
(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

01. To carry on business of providing, in India or anywhere else in the world, consulting and advisory services in the field of real estate pertaining to project development, support, maintenance, management, administration, research, maintenance of data base and planning, auctioneering, surveying, industrial asset dispositions¹, valuation, sourcing, agency and marketing or any other connected field and to undertake, carryout, execute and implement the services to and for and on behalf of the clients².
02. To carry on the business as consultants, advisors, experts, managers and technical collaborators in the fields of purchase, sale, licensing, leasing, hiring, renting, valuation and legal matters relating to any residential, commercial, industrial, including entities primarily holding real estate³ retail, real or personal estate including lands, mines, business, properties whether movable or immovable, residential, industrial, commercial buildings, factories, mills, houses, flats, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, shopping cum residential complexes, cottages, licences, easement or interest to and for institutions, concerns, bodies, associations (incorporated or un-incorporated), departments and services of the Government, public or local authorities,

¹ Amended vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on 30th September 2015.

² Amended vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on 30th September 2015.

³ Amended vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on 30th September 2015



trust, scientific research and development centers, individuals and companies whether Indian or foreign.

03. To carry on tenant representation services including defining space requirements, identifying suitable alternatives, recommending appropriate occupancy solutions, negotiating lease and ownership terms with third parties, providing management of corporate interior design and construction services and to render similar services to landlords and property owners.
04. To carry on the business of providing Facility Management Services by way of provision of staff and services for the management of client facilities and services.⁴

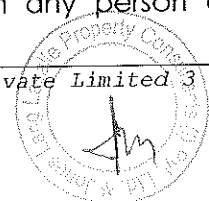
(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 03 (a):

01. To develop, construct, build, erect, install, alter, convert, improve, add, establish, design, renovate, recondition, protect, participate, exchange, repair, demolish, remove, replace, maintain, manage, let on hire, commercialize, turn to account, fabricate, handle, search, survey, examine and control all kinds of buildings, structures and all other types of moveable or immovable properties and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sorts of lands and buildings, and to act as buyer, seller, importer, exporter, agents, distributors, stockist, or otherwise to deal in all types of raw materials, goods, fittings, parts, accessories, know how, consumables, plants and machineries, tools and tackles used for the foregoing purposes and to do all incidental acts and things necessary for the attainment of the above objects.
02. To act as property managers, hotel and leisure agents and consultants, project managers, research, data collectors, general consultants and to act as advisor, representative, middleman, serviceman, liaisoner, arbitrator, conciliator and to make evaluations, feasibility studies including techno-economic feasibility studies, project reports, forecasts, surveys and rehabilitation packages and for the purpose, to run, establish, maintain, provide, operate, manage, supervise, arrange and take on hire all necessary services, facilities, conveniences, equipments etc. and to do all incidental acts and things necessary for the attainment of foregoing objects.

⁴ Inserted vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on 30th September 2015

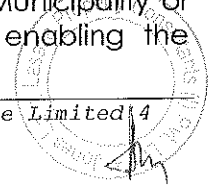


03. To provide investment banking services including real estate finance, portfolios advisory activities, corporate finance and institutional property sales.
04. To provide property management, appraisal, valuation, marketing, leasing, advisory, analysis and research, consultancy, tenant introduction, broking and other related services to landlords and property owners and to act as agents and facility managers for properties occupied by corporate owners and users, and to provide development, management and other related services to investors and real estate users seeking to develop new buildings or renovate existing facilities.
05. To acquire and take over upon any terms and subject to any conditions, the whole or any part of the business, property, assets and liabilities of any person, firm or company engaged in consultancy and advisory services pertaining to real estate business, to attain the main objects of the company.
06. To provide real estate investment management services to institutional investors, corporations and individuals through a broad range of real estate money management products and services.
07. To purchase, take on lease or in exchange, hire or otherwise, any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
08. To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, reservoirs, water sources, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things.
09. To apply for purchase, or otherwise acquire, and project and renew in any part of the world any patents, patent rights, trade marks, copy rights, designs, licences, concessions, and the like, conferring any exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company, or the acquisition of which may calculated directly or indirectly to benefit the Company, and use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights, to attain the main objects of the company.
10. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint adventure or reciprocal concession, or for limiting competition with any person or



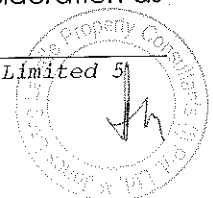
company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

11. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property or rights of the Company.
12. To vest any real or personal 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.
13. To subscribe for, take on otherwise acquire, and hold shares stock, debentures, or other securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
14. To invest and deal with the money of the Company not immediately required in any manner, to attain the main objects of the company.
15. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and other having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities, to attain the main objects of the company.
16. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
17. To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
18. To apply for, promote and obtain any act of Parliament, charter, privilege, concession, licence or authorization of any Government, Municipality or other authority or any Department of Government for enabling the



Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company.

19. To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such Government, authority, person or company may think it desirable to obtain and to carry out, exercise and comply therewith.
20. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company.
21. To pay for any rights or property acquired by the Company, and to remunerate any person or 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.
22. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give, or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary of the Company, or who are or were at any time Directors or Officers of the Company or of any such other persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
23. To establish or promote or concur in establishing any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
24. To sell lease, mortgage or otherwise dispose off 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, stock debentures, or other securities of any other company whether or not having objects altogether in part similar to those of the Company.

25. To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
26. To open current, fixed, overdraft or other account with any banks, bankers, shroff or merchant and to pay into and to draw moneys from such accounts.
27. To transact and carry on any agency or consultancy business, which may be conveniently carried on in connection with the main objects of the Company.
28. To enter into negotiations with foreign companies and other persons and acquire by grant, purchase, lease, barter, licence or other terms, formulae, process and other rights and benefits and to obtain Financial and Technical Collaboration, technical information, know-how expert advice, to attain the main objects of the company.
29. To acquire and take over business enterprises having the objects altogether or in part similar to those of this Company, to attain the main objects of the company.
30. To establish offices or agencies, within or outside India, and equip the same with all amenities or conveniences, electric, telephone, telegraphic, fax machines, modern office equipments, and appoint agents in order to carry out the objects of the Company.
31. To act as agent, commission agent, del-credre agent, C & F agent, franchiser, representative, broker, informer, correspondent or otherwise to deal in all goods, commodities, chattels, materials, services as are incidental or conducive to the attainment of the objects under these presents.
32. To conduct, undertake the conduct of, participate in and meet either wholly or partly the expenses of any local, national or international exhibitions for the business of the Company.
33. To take or otherwise acquire or hold shares in any other company firm or association having objects altogether or in part similar to those of the company, to attain the main objects of the company.
34. To establish a Trust or Trusts and/or appoint Trustees thereof from time to time and vest funds or any property in the trustees who shall hold and



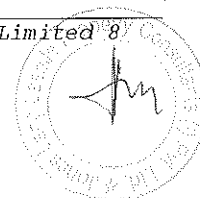
deal with such funds or property in such manner as the Company may decide.

35. To subscribe to, become a member of, and cooperate with any other company, firm or association, whether incorporated or not whose objects are altogether or in part similar to those of the Company and to procure from and communicate to any such company such information as may be likely to forward the objects of the Company.
36. To adopt such means of making known the business activities of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition or works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
37. To incorporate, float, promote, constitute or form any subsidiary company or companies or to make any existing company as the subsidiary of the company for the purpose of carrying on any business or branch of a business which the company is authorized to carry on or not, and to enter into any arrangement with such subsidiary company for sharing profits and losses of any business or branch of business as carried on, or to make any other arrangement which may seem conducive with reference to any business so carried on including power at any time to close any such branch or business, to attain the main objects of the company.
38. To establish branches, franchises, depots, offices, showrooms, parlors, retail counters, service centers, business centers, business parks, websites, portals, application and software solutions, other networks and establishments in India and abroad as may be required for the business of the Company and to operate, run, maintain or discontinue such establishments as may be. To undertake, carryout and execute support services such as transaction accounting, accounting system, human resources, HR shared services, property and asset management services, accounts processing, processing shared services, managing shared services, back office operations, data processing, secondment services as may be required by the real estate industry, infrastructure and allied industries so as to attain the main objects of the Company.⁵
39. To adopt all pre-incorporation contracts entered into by the promoters with any person on behalf of the Company by way of ratification or substitution and to remunerate any person or Company for services rendered or to be rendered to the Company for the formation or promotion of the Company or for the acquisition of any property, licence, letter of intent, allotments, know-how or similar thing by the Company.

⁵ Amended vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on 30th September 2015

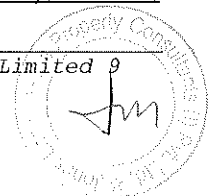


40. Subject to the approval of the prescribed authorities, to acquire and take over as a going concern by purchase of, or on lease and o undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property, rights and liabilities of any person or persons, firm or any company carrying on any business, to attain the main objects of the company.
41. To secure, promote, organize, manage or enter into collaboration agreement in all its branches with any person, firm, company, corporation, authority, body or other entity in India or abroad to acquire technical know-how, buy back arrangement, procurement of capital goods, financial assistance, training & development or for any other purpose whatsoever and subject to law in force pay such commission, fees, royalty or other charges as may be agreed from time to time, to attain the main objects of the company.
42. To refer to arbitration the matter related to any claim, demand, dispute, or for any other question raised by or against the company, or in which the company is directly or indirectly interested or concerned, and to do all to do all acts, deeds, matters and things to carry out and enforce the award, to attain the main objects of the company.
43. To undertake or promote research in economic, fiscal commercial, financial, agricultural, medical, industrial, mining, technical and scientific problems and matters, to attain the main objects of the company.
44. To arrange, manage, promote, motivate, subsidize and organize training programmes for the employees, trainees & apprentices at all levels as may be conducive to the interest of the company and for the purpose to establish training centers, to organize and hold seminars, conferences, workshop, study meetings, group discussions written tests, lectures, practical training, demonstrations and other devices in India or elsewhere in the world and for the purpose to incur recurring and non-recurring expenses as may be necessary from time to time, to attain the main objects of the company.
45. To pay, reimburse or give credit for all cost, charges and expenses out of the funds of the company which are incidental to the promotion, formation, registration and establishment of the company as are incurred by the promoters in its preliminary or pre-incorporation stage and alternatively to issue shares against such expenses as may be decided by the Board of Directors from time to time, to attain the main objects of the company.
46. To make donations, charities & contributions to individuals, firms, companies, trust, institutions, welfare funds, national relief funds, hospitals, recognized political parties etc., either in cash or in kind such sums as may be allowed by law and in particular to remunerate any person, company, firm, body, association, or corporation introducing business to this



company and also to subscribe and contribute to religious, political, benevolent, national, public, cultural, educational or other institutions, funds or trusts established for the benefit of the employees, ex-employees (including directors) business associates or to their dependents & relatives or for general public, to attain the main objects of the company.

47. To become member of other bodies of persons and associations, including Societies, Clubs and Companies limited by guarantee, whether formed for profit, or for non-profit activities, to attain the main objects of the company.
48. The company may from time to time invite, accept and receive or without any such invitation receive any gifts of immovable or movable property and offerings of voluntary donations or bequests and legacies either from the members, shareholders or from any other person for all or any of the objects of the company with or without any special conditions provided such conditions attached are not inconsistent with or derogatory to any of the -objects of the company, subject to any such conditions as aforesaid, all such gifts, donations, contributions, grants, offerings, legacies and bequests including lands, buildings and other immovable properties shall be treated as forming part of the properties of the company and be applied accordingly, the directors shall at their absolute discretion be entitled to decide grants, offerings, contributions, legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal, to attain the main objects of the company.
49. To receive grants, subsidies, contributions, donations, loans, advances or other moneys or deposit of whatsoever nature from state government, central government, foreign government and bodies, banks, companies, trusts or individuals with or without conditions for the purpose of fulfillment of objects of the company or for such other purposes as may be directed by donor and to do all such acts and things necessary for the said purpose, to attain the main objects of the company.
50. To apply for, approach, obtain, hold, renew, protect, defend, prolong, procure and manage any recognition in India or abroad in any establishments, authorities, chamber of commerce, institutions, organizations, trusts, associations, councils, chapters, clubs or other entities whether belongs to government, semi government, local authorities, public bodies, private persons or otherwise for the purpose of standardization of quality, know-how, formula, export, import, quota, rights, entitlements and other benefits as are conducive for the attainment of the objects of the Company, to attain the main objects of the company.
- 51 To undertake, carryout and execute services associated with engineering such as lifts, HVAC, electrical, plumbing, energy and sustainability, utilities;



workplace services associated with employees such as reception, mail, reprographics, catering, transport, concierge, archiving; soft services associated with building such as janitorial, cleaning, landscaping, security; space occupancy services associated with the occupied space such as minor projects, space planning, moves/adds/changes, headcount tracking, chargebacks and any other services related, allied, ancillary and incidental to real estate, infrastructure and allied industries as may be required to attain the main objects of the Company.⁶

52 To undertake, carryout and execute strategic consulting services such as placement service functions, urban planning, urban redevelopment, , health care, senior living, e-auction and bid process management, real estate market research and assessment services, feasibility studies, valuation of real estate assets, plant and machinery, escrow services as may be required by the clients, infrastructure related advisory services relating to roads, airports, railway stations, ports, bus terminals, industrial estates and other infrastructural facilities, design related work including interior fit outs as may be required to attain the main objects of the Company.⁷

53 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.⁸

04 The liability of Members is limited.

05 The Authorized Share Capital of the Company is Rs.12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each. (Amended vide Ordinary Resolution passed at the Extra-ordinary General Meeting of Members of the Company held on May 02, 2008)

Note: Other Objects Clause - III (C) deleted vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on 30th September 2015

Contd. on Page Number 11

⁶ Inserted vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on 30th September 2015

⁷ Inserted vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on 30th September 2015

⁸ Renumbered vide Special Resolution passed by the Members of the Company at their Annual General Meeting held on 30th September 2015



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

SI No.	Names, Addresses Description and Occupations of Subscribers	No. of shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Address, Description And Occupation of Witness
01	Mr. DEEPAK CHOPRA S/o. Mr. S.K. Chopra R/O. 4213, Sector D Puckety, Vasant Kunj New Delhi-70 Lawyer	10 (Ten Equity Shares)	Sd/-	Sd/- Nimai Vijay M No. 094377 Chartered Accountant, S/o. Sh. P.D. Vijay #100, Adarsh Kunj, Plot # 85, I.P.EXTN., Delhi-110092
02	Mr. MRIGANK SHARMA S/o. Mr. Bhabani Charan Sarmah No. 29, Kailash Colony, New Delhi-110048. Lawyer	10 (Ten Equity Shares)	Sd/-	
	TOTAL	20 (Twenty Equity Shares)		

Dated this 03rd day of December, 1997 at New Delhi



ARTICLES OF ASSOCIATION
OF
JONES LANG LASALLE PROPERTY CONSULTANTS (INDIA)
PRIVATE LIMITED
(Incorporated Under the Companies Act, 1956)
(Company Limited By Shares)

I INTERPRETATION

(1) In these regulations -

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

(b) "the seal" means the common seal of the Company.

(1A) Subject to as hereinafter provided, the Regulations contained in TABLE – F in the First Schedule to the Companies Act, 2013, shall apply to this Company in so far as they are applicable to a Private Company.

(1B) The Company is a Private Limited Company within the meaning of section 2(68) of the Companies Act, 2013 having a minimum paid-up share capital of Rs.1.00 lakh or such higher paid-up share capital as may be prescribed and which by its articles, -

i) Restricts the right to transfer its shares;

ii) Except in case of One Person Company, limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a Company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that –

(A) Persons who are in the employment of the Company;
and

(B) 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, Shall not be included in the number of members; and



Prohibits any invitation to the public to subscribe for any securities of the Company;

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

II

SHARE CAPITAL AND VARIATION OF RIGHTS

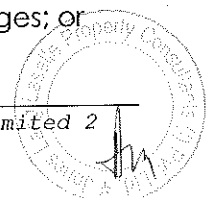
01

- (i) The Authorized Share Capital of the Company is Rs.12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.
- (ii) The Board of Directors may by sanction in the General Meeting increase share capital by such sum to be divided into such amount as may be specified in the resolution.
- (iii) The Board of Directors may allot fully paid-up shares to minors represented by their guardians, if Board passes a resolution to that effect.
- (iv) The Board of Directors shall have powers to issue & allot shares for consideration otherwise than in cash and for services rendered or to be rendered to the Company.
- (v) Subject to the provisions of the Act and these Articles, the shares in the capital of the Company and all other securities 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.
- (vi) The members shall have the right to renounce their entitlement in the equity shares offered on rights basis, in part or full in favour of the Board of Directors of the Company only

02

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

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



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

- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

03

(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the Company.

04

Except as required by law, no person shall be recognized 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.

05

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

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

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

06

(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of



issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

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

07 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.

08 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

09

- (i) The Company shall have a first and paramount lien—

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

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

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

10 The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made -

- (a) unless a sum in respect of which the lien exists is presently payable; or
(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered



holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11

- (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12

- (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

13

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

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

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.

14

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 installments.

15

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

16



- (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17

- (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18 The Board –

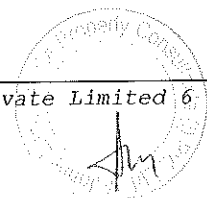
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

19

- (i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20 The Board may, subject to the right of appeal conferred by section 58 decline to Register –



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

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

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

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

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

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

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

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

TRANSMISSION OF SHARES

23

(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

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

24

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

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

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



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

25

- (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

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

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

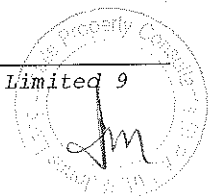
- 27 In case of a One Person Company –

- (i) on the death of the sole member, the person nominated by such member shall be the person recognized by the Company as having title to all the shares of the member;
- (ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the Company;
- (iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the Company was entitled or liable;
- (iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the Company.



FORFEITURE OF SHARES

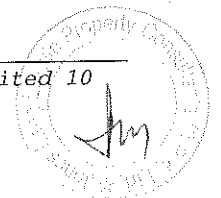
- 28 If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
- 29 The notice aforesaid shall –
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- 30 If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 31
- (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 32
- (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
 - (ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
- 33
- (i) A duly verified declaration in writing that the declarant is a Director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;



- (ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - (iii) The transferee shall thereupon be registered as the holder of the share; and
 - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- 34** The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

- 35** The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- 36** Subject to the provisions of section 61, the Company may, by ordinary resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- 37** Where shares are converted into stock,—
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.



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

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

38 The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, -

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

CAPITALISATION OF PROFITS

39

(i) The Company in general meeting may, upon the recommendation of the Board, resolve -

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

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

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

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

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



- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

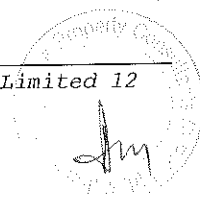
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- (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall -
 - (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares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

BUY-BACK OF SHARES

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

GENERAL MEETINGS



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

43

- (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
- (iii) The provisions of section 101 to 107 of the Companies Act, 2013 and provisions of section 109 of the Companies Act, 2013 shall not apply to this Company. The quorum of the meeting shall be two members present either personally or through a proxy and shall have the right to vote.

PROCEEDINGS AT GENERAL MEETINGS

44

- (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be two members present either personally or through a proxy and shall have the right to vote.

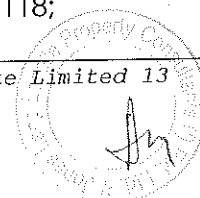
45 The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

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

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

48 In case of a One Person Company –

- (i) the resolution required to be passed at the general meetings of the Company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the Company and entered in the minutes book maintained under section 118;



- (ii) such minutes book shall be signed and dated by the member;
- (i) the resolution shall become effective from the date of signing such minutes by the sole member.

ADJOURNMENT OF MEETING

49

- (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

50 Subject to any rights or restrictions for the time being attached to any class or classes of shares,-

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

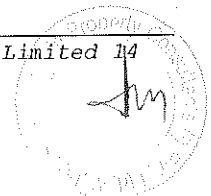
51 A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52

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

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

53 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or



on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

- 54** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 55** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 56**
- (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

- 57** The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 58** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- 59** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

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

BOARD OF DIRECTORS

60

- (i) 1) The first Directors of the Company shall be:

01 Mr. DEEPAK CHOPRA



02 Mr. MRIGANK SHARMA

2) The present Directors of the Company as on 29.09.2015 are :

01 Mr. ROHIN RAJA SHAH

02 Mr. SANTHOSH KUMAR

03 Mr. ANURAG MATHUR

- (ii) The Board of Directors of the Company may appoint Additional Directors, Nominee Directors and Alternate Directors subject to the terms and conditions mentioned in section 161 of the Companies Act, 2013.
- (iii) No share qualification is necessary for being a Director in the Company.
- (iv) The Board of Directors may, subject to the provision of the Companies Act, 2013 appoint a Managing Director and fix the terms of appointment, remuneration, duties and responsibilities from time to time.

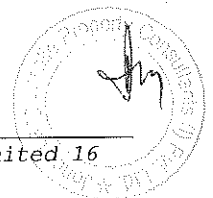
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- (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them -
 - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
 - (b) in connection with the business of the Company.

62 The Board may pay all expenses incurred in getting up and registering the Company.

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

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



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

66

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

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

PROCEEDINGS OF THE BOARD

67

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

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

68

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

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

69

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

70

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

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 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.

71



- (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72

- (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 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.

73

- (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74

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

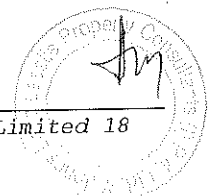
75

Save as otherwise expressly provided in the Act, a resolution in writing, signed by 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.

76

In case of a One Person Company –

- (i) where the Company is having only one Director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;
- (ii) such minutes book shall be signed and dated by the Director;
- (iii) the resolution shall become effective from the date of signing such minutes by the Director.



CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

77 Subject to the provisions of the Act, -

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

78 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

- (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one director as the Board may appoint for the purpose and such director shall sign every instrument to which the Seal of the Company is so affixed in his presence.

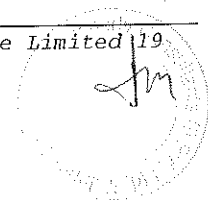
DIVIDENDS AND RESERVE

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

81 Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

82

- (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed



in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

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

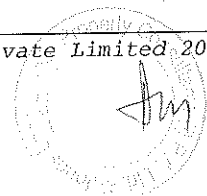
83

- (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

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

85

- (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (iii) Notwithstanding anything contained in the Articles of Association of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf, as amended from time to time by the Board, it shall be open for the Members of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final) by him/them for any financial year which may be declared or recommended by the Board of Directors of the Company. The waiver/forgoing by the Members, his/their



right to receive the dividend (Interim or final) by him/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/their right to receive the dividend (interim or final) by him/them under this Article

- 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
- (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.
 - (ii) No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

WINDING UP

- 90 Subject to the provisions of Chapter XX of the Act and rules made thereunder –
- (i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.



INDEMNITY

- 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.

(Restated Articles of Association of the Company adopted vide Annual General Meeting of the Company held on 30th September 2015 by way of passing a Special Resolution by the Members of the Company)

Contd. on Page Number 23



Sl No.	Names, Addresses Description and Occupations of Subscribers	Signature of the Subscribers	Signature, Name, Address, Description And Occupation of Witness
01	Mr. DEEPAK CHOPRA S/o. Mr. S.K. Chopra R/O. 4213, Sector D Puckety, Vasant Kunj <u>New Delhi-70</u> Lawyer	Sd/-	Sd/- Nimai Vijay M No. 094377 Chartered Accountant, S/o. Sh. P.D. Vijay #100, Adarsh Kunj, Plot # 85, I.P.EXTN., Delhi-110092
02	Mr. MRIGANK SHARMA S/o. Mr. Bhabani Charan Sarmah No. 29, Kailash Colony, <u>New Delhi-110048.</u> Lawyer	Sd/-	

Dated this 03rd day of December, 1997 at New Delhi

