

Given under my hand at Ahmedabad this Tenth day of February Two Thousand Ten .

(KAMAL HARJANI)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies गुजरात, दादरा एवं नगर हवेली Gujarat, Dadra and Nagar Havelli

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

RAJESH POWER SERVICES PRIVATE LIMITED

380/3, SIDDHI HOUSE, OPP. LAL BUNGLOWS,, B/H SASUJI DINNING HALL,OFF

C.G.ROAD, NAVRANGPURA,

AHMEDABAD - 380006,

Gujarat, INDIA





GOVERNMENT OF INDIA MINISTRY OF CORPORATE AFFAIRS

Central Processing Centre Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

Certificate of Incorporation Consequent upon conversion to public company

Corporate Identity Number: U31300GJ2010PLC059536

IN THE MATTER OF BAJESH POWER SERVICES PRIVATE LIMITED

I hereby certify that RAJESH POWER SERVICES PRIVATE LIMITED which was originally incorporated on TENTH day of FEBRUARY TWO THOUSAND TEN under Companies Act, 1956 as RAJESH POWER SERVICES PRIVATE LIMITED and upon an intimation made for conversion into public company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC, CPC vide SRN AA8354787 dated 26/06/2024 the name of the said company is this day changed to RAJESH POWER SERVICES LIMITED

Given under my hand at ROC, CPC this TWENTY SIXTH day of JUNE TWO THOUSAND TWENTY FOUR

Signature Not Verified

Digitally signed by DS CPC 1

Date: 2024.06.26 17:16:18 IST

Mitika Raja

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by Mitika Raja, Assistant Registrar of Companies/ Deputy Registrar of Companies and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014

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

RAJESH POWER SERVICES LIMITED

380/3, SIDDHI HOUSE, OPP. LAL BUNGLOWS, B/H SASUJI DINNING HALL,OFF C.G.ROAD,NAV, RANGPURA, NA, AHMEDABAD- 380006, Gujarat





GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Ahmedabad

RoC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad, Gujarat,

Corporate Identity Number: U31300GJ2010PTC059536.

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 RAJESH POWER SERVICES PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 06/05/2015 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 Ahmedabad this Eleventh day of May Two Thousand Fifteen.

VILAS SAMBHAJI HAJARE
Assistant Registrar of Companies
Registrar of Companies
Ahmedabad

Mailing Address as per record available in Registrar of Companies office:
RAJESH POWER SERVICES PRIVATE LIMITED
380/3, SIDDHI HOUSE, OPP. LAL BUNGLOWS,, B/H SASUJI DINNING HALL,OFF
C.G.ROAD,NAVRANGPURA,
AHMEDABAD - 380006,
Gujarat, INDIA



Table applicable to company as notified under schedule I of the companies Act, 2013

Table A

MEMORANDUM OF ASSOCIATION

OF

RAJESH POWER SERVICES LIMITED

(Formerly Known as RAJESH POWER SERVICES PRIVATE LIMITED) A COMPANY LIMITED BY SHARES DEED OF PARTNERSHIP

THIS DEED OF IS MADE AT AHMEDABAD THIS $6th^{Th}$ DAY OF FEBRUARY, 2010 BY AND BETWEEN:

- 1) Smt. Savitaben Ramchandrabhai Panchal Adult, Hindu, Resident of 3-B, Jalkamal Society, Nr. Gandhi Bridge, Shahpur, Ahmedabad The party of the first part,
- 2) Shri Ramanlal Lalbhai Patel Adult, Hindu, Resident of 18, Snehkunj Society, Ambawadi, Ahmedabad The party of the second part,
- **3) Shri Kantibhai Somabhai Patel** Adult, Hindu, Resident of 66, Shivranjani Society, Satellite Road, Ahmedabad The party of the third part,
- **4) Smt. Jyotsnaben Rameshbhai Patel** Adult, Hindu, Resident of 16, Snehkunj Society, Ambawadi, Ahmedabad The party of the fourth part,
- **5) Shri Kurang Ramchandrabhai Panchal**, Adult, Hindu, Resident of "Shri Hari", 1, Asni Society, Nr. Jodhpur Cross Road, Satellite, Ahmedabad The party of the fifth part,
- **6) Shri Nehalkumar Ramchandrabhai Panchal** Adult, Hindu, Resident of 3-B, Jalkamal Society, Nr. Gandhi Bridge, Shahpur, Ahmedabad The party of the sixth part and
- **7) Shri Rohitkumar Ratilal Patel** Adult, Hindu, Resident of 17, Snehkunj Society, Ambawadi, Ahmedabad The party of the seventh part.
- **8) Shri Jitendra Ratilal** Adult, Hindu, Resident of 17, Snehkunj Society, Ambawadi, Ahmedabad The party of the eighth part.
- **9) Smt. Vasantiben Amratlal** Adult, Hindu, Resident of 35, Maulikvile Raw House, Nr. Jodhpur Gam, Satellite, Ahmedabad The party of the ninth part.
- **10) Shri Daxesh Ramchandrabhai Panchal** Adult, Hindu, Resident of 3-B, Jalkamal Society, Nr. Gandhi Bridge, Shahpur, Ahmedabad The party of the tenth part.
- **11) Smt. Kokilaben Baldevbhai Patel** Adult, Hindu, Resident of 67, Shivranjani Society, Satellite Road, Ahmedabad The party of the eleventh part.
- **12) Shri Rajendra Baldevbhai Patel** Adult, Hindu, Resident of 67, Shivranjani Society, Satellite Road, Ahmedabad The party of the twelfth part.
- **13) Shri Prafulbhai Baldevbhai Patel** Adult, Hindu, Resident of 67, Shivranjani Society, Satellite Road, Ahmedabad The party of the thirteenth part.
- **14) Shri Vishal Hemantbhai Patel** Adult, Hindu, Resident of 67, Shivranjani Society, Satellite Road, Ahmedabad The party of the fourteenth part.
- **15) Smt. Veenaben Rohitkumar Patel** Adult, Hindu, Resident of 17, Snehkunj Society, Ambawadi, Ahmedabad The party of the fifteenth part.
- **Smt. Jollyben Jitendrabhai Patel** Adult, Hindu, Resident of 17, Snehkunj Society, Ambawadi, Ahmedabad The party of the sixteenth part.
- **17) Shri Krunal Daxeshbhai Panchal** Adult, Hindu, Resident of 3-B, Jalkamal Society, Nr. Gandhi Bridge, Shahpur, Ahmedabad The party of the seventeenth part.

Whereas the parties hereto above of the 1st to 17th part have been carrying out their partnership business relating to trading and manufacturing of electrical goods, cables, accessories etc. and also of laying of such cables and electrical lines etc. under the name and style of RAJESH TRADERS at Siddhi House, Opp. Lal Bunglow, B/h. Sasuji Dining Hall, Off C G Road, Navrangpura, Ahmedabad – 380009 as per their partnership deed Dt. 01-04-2007.

AND WHEREAS the parties hereto are desirous of recording amendments terms and conditions of their partnership.

NOW THESE PRESENTS WITNESSETH and it is hereby agreed by and between the parties hereto as under:

- (1) The name of the partnership firm shall be M/s. RAJESH POWER SERVICES
- (2) That the partnership business shall be continued to be carried on at Siddhi House, Opp. Lal Bunglow, B/h. Sasuji Dining Hall, Off C G Road, Navrangpura, Ahmedabad 380009. The partners may mutually decide to change the office address of the firm from time to time and may also open branches at any other place or places.
- (3) The partnership business have commenced and shall be deemed to have commenced from 01-04-2007.
- (4) That the business of partnership shall be that of manufacturing and trading of electrical goods, accessories, cables, wires and agency and service providing in the field of electrical job works, pipes and cale laying etc. The partners may carry out any other business with mutual consent.
- (5) The accounting year of the firm shall continue to be the financial year.
- (6) The parties hereto shall invest capital in such proportion as mentioned in their Profit Sharing Ratio and as may be mutually convenient and mutually agreed upon by the parties from time to time. At present, the fixed capital of Firm/Joint Stock Company will be Rs. 1,00,00,000/- divided into 10,00,000 units of Rs. 10/- each.

Sr.	Name of the partners	Share of	Amount
No.	•	Profit or Loss (%)	Rs.
1.	SMT. SAVITABEN R. PANCHAL	5	5,00,000
2.	SHRI RAMANLAL L. PATEL	7	7,00,000
3.	SHRI KANTIBHAI S. PATEL	7	7,00,000
4.	SMT. JYOTSNABEN R, PATEL	7	7,00,000
5.	SHRI KURANG R. PANCHAL	15	15,00,000
6.	SHRI NEHALKUMAR R. PANCHAL	15	15,00,000
7.	SHRI ROHITKUMAR R. PATEL	3	3,00,000
8.	SHRI JITENDRA RATILAL PATEL	3	3,00,000
9.	SMT. VASANTIBEN AMRUTLAL	7	7,00,000
10.	SHRI DAXESH R. PANCHAL	5	5,00,000
11.	SMT. KOKILABEN B. PATEL	2	2,00,000
12.	SHRI RAJENDRA BALDEVBHAI PATEL	2	2,00,000
13.	SHRI PRAFULBHAI B. PATEL	2	2,00,000
14.	SHRI VISHAL H. PATEL	2	2,00,000
15.	SMT. VEENABEN R. PATEL	4	4,00,000
16.	SMT. JOLLYBEN J. PATEL	4	4,00,000
17.	SHRI KRUNAL D. PANCHAL	10	10,00,000
	TOTAL	100.00%	1,00,00,000

NOW THIS INDENTURE WITNESSETH that each of the parties hereto respectively so far as it relates to the acts and deeds of himself, his representatives, heirs, executors and administrations both hereby covenant with each of the other of them respectively, so far as it relates, to the acts and deeds of himself and his respective representatives, heirs, executors and administrations and also a separate covenant with each of the other them that the several persons, if any, who shall become members of the Company in the manner continued in the Memorandum and Articles of Association, to be a Joint Stock Company under the name and style specified in the Memorandum and that such Company the members thereof shall be subject to the declaration and regulations continued in the Memorandum and Articles of Association.

- 1. The name of the company is RAJESH POWER SERVICES LIMITED.*
- 2. The Registered office of the company will be situated in the state of Gujarat-GJ

3.(a) The objects to be pursued by the company on its incorporation are :

To engage in the business of generation of electricity and generate, transmit, distribute, purchase, procure, sell, trade, import, export or accumulate or otherwise deal in all forms of electrical power in all aspects including Thermal Power, Solar Energy, Gas based power, wind power town, promote, set up, establish, develop, maintain, run, operate, manage and acquire generating company, generating station or stations of every kind and description, and to own, promote, set up, establish, develop, maintain, run, operate and manage transmission and distribution networks or systems, take on hire/lease power plants, co-generation, power plants, Energy conservation projects, power houses, transmission and distribution systems for generation, distribution, transmission and supply of electrical energy and buy, sell, supply, exchange, market, function as a licensee and deal in electrical power, energy with State Electricity Boards, State Government, Appropriate Authorities, licensee, specific industrial units and other consumers for industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Boards and any other component authority in accordance with the provisions of Indian Electricity Act, 1910 and/or Electricity (Supply) Act, 1948 or any statutory modifications or reenactment thereof and rules made there under and to acquire, in any manner, these networks or systems and to act as agent or representative of any person engaged in the planning, development, generation, transmission, distribution, supply, trading or financing of power and to investigate, research, design and prepare feasibility, appraisal or project reports and to build and execute projects for generation, transmission, distribution, supply, purchase, sale, trading, import, export, storage and accumulation of all forms of electrical power.

[A] Matters which are necessary for furtherance of the objects specified in clause III[A] are :-

- To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services.
- 2. To apply for, purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, brevets invention, licences, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or proposes to acquire.
- 3. To establish, provide, maintain and conduct or subsidies research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and

^{*} Altered vide special resolution passed in Extra Ordinary General Meeting held on 13th May, 2024.

researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the company.

- 4. To form incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorized to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.
- 5. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- 6. To enter into partnership, LLP or any arrangement for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which this company is authorized to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the company.
- 7. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.
- 8. To manage, sell, dispose off, let out mortgage, exchange, redeem, underlet, grant leases, licences, easements or turn to account or otherwise dispose off in any manner the whole of the undertaking or any properties (movable or immovable), assets, rights, and effects of the Company or any part thereof, on such terms and for such purposes and for such consideration as the company may think fit and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company and in the event of winding up of the Company to distribute among the members in specie or kind any properties or assets of the Company or any proceeds of sale or disposal of any properties of the Company, subject to the provisions of the Companies Act, 2013.
- 9. To enter into arrangements with any government or authorities municipal, local or any persons or company in India or abroad that may seem conducive to the objects of the company or any of them and to apply for, secure, acquire, obtain from such government, authorities, persons or company any right, privileges, powers, authority, charters, contracts, licences, concessions, grants, decrees, rights which the Company may think desirable.
- 10. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and charges in connection therewith and/ or make donations (by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or

option on shares, debentures, debenture-stocks or securities of this or any other company or in any other manner, whether out of the Company's capital or profits to any person, firm, company assisting to place or guaranteeing the subscription of other security of the company in or about the formation or promotion of the Company or for any other reason which the company may think fit subject to the provisions of the Companies Act, 2013.

- 11. To promote or join in the promotion of any company or companies including subsidiary companies (wholly owned or partly owned) for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to underwrite shares and securities therein.
- 12. To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.
- 13. Subject to provisions of Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India, to borrow or raise money or to take money on loan on interest from banks, financial institutions, government agencies, co-operative societies, persons, companies, firm, in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual including debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed, raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignments or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulations Act, 1949 or the Insurance Act, 1938, respectively.
- 14. To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue cheques, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.
- 15. To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by any person, company, firm, society, trust or body corporate.
- 16. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any company, corporation or association or a persons in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.
- 17. Subject to the provisions of the Companies Act, 2013 to accumulate funds and to invest or deal in with and invest money belonging to the Company in any deposits, shares, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.
- 18. To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person.
- 19. To establish, continue and support or aid in the establishment of cooperative societies, association and other institutions, funds, trusts, amenities and conveniences calculated to benefit or indemnify or insure employees or ex-employees of the Company or Directors or ex-Directors of the Company or the dependants or connections of such persons and at its discretion to construct, maintain, buildings, houses, dwelling or chawls or to grant bonus, pensions and allowance and

to make payments towards insurance and to pay for charitable or benevolent objects, also to remunerate or make donations by cash or other assets or to remunerate by the allotment of shares credited as fully or partly paid for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the company in or about the formation or promotion of the Company or for the conduct of its business.

- 20. To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semi-urban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.
- 21. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.
- 22. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, company or persons as may be thought appropriate or conducive to the interest of the Company.
- 23. To create any depreciation fund, reserve funds, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.
- 24. Subject to provisions of the Companies Act, 2013, to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.
- 25. To engage, employ, train, either in India or elsewhere, suspend and dismiss any agents, managers, superintendents, assistants, clerks, coolies other employees and to remunerate any such persons at such rate as shall be thought fit and to grant pensions or gratuities to any such person or to his widow or children and generally to provide for the welfare of employees.
- 26. To refer or agree to refer any claims, demands, disputes or any other questions by or against 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 party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- 27. To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.
- 28. To undertake the payment of all rent and the performance of all covenants, contracts, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.

- 29. To become members of or to enter into any agreement with any institution, association or company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire shares in any such institutions, association or company and contribute towards the capital or funds, thereof.
- 30. To undertake and execute any trust which may be beneficial to the Company directly or indirectly.
- 31. To ensure properties, assets, undertakings, contracts, guarantees, liabilities, risks or obligations of the Company of every nature and kind.
- 32. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.
- 33. To invest the funds of the Company not immediately required in Government or Semi Government corporations, companies or firms.
- 34. To pay a share in the profit of the company or commission to brokers sub-agents, agents or any other company, firm or person including the employees of the Company as may be thought fit for services rendered to the Company.
- 35. To employ experts, to investigate and examine into the conditions prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, concessions, properties and/or rights.
- 36. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade centers, exhibition centers, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.
- 37. To enter into arrangement for technical collaboration and/or other form of agreement including capital participation with a foreign or Indian company for the purpose of manufacture, quality control and product improvements and for marketing of the products which the Company is empowered to manufacture and/or market and to pay or to receive for such technical assistance or collaborations, royalties or other fees in cash or by allotment of shares of the Company credited as paid up or issue of debentures or debentures stock, subject to the provisions of laws for the time being in force.
- 38. To secure contracts for supply of the products manufactured by the company to military, civil and other departments of the government or semi-government bodies, corporations, public or private contracts, firms or persons and to recruit trained persons including persons retired from defense, police, military and paramilitary forces to employ detectives.
- 39. To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any company or undertaking entitled to carry on the business which the company is authorized to carry on.
- IV The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crores Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

This is to centify that tollowing is true translation of the particulars of subscriber Noy 6,9,13 & 17 respectively who have written their particulars in variacular language Gregoration. The untents of Memoriandum de Association and Anticles of Association have been explained to them and they have tillowed and fully understood. The same

SA. No. 01 Substribes	None, Address, descriptions, occupations and signatures of subscribers	Number a Equity shares taken by each subscribes
4	Kokilaben Baldevbhai Patel Wo Baldevbhai Somabhai Patel 67. Shivnamani Society, saxellite Road, Ahmedabad-15 occ.: Business Sld	20.000 (Twenty Thousand only)
9	Vasantiben Amhutlal Patel W/o Amhutlal Loibhai Patel 35, Maulik ville Row House Nh. Jodhpuh Gom. Satellite, Atmedabad-15 occ.! Business sid	fo,000 (seventy Phousand only)
13	Jyutsona Romeshbhai Patel Wo Romeshbhai Patel 16. Snehleunj Soviety Ambawadi, Ahmedubad-15 Occ.: Horsewite SIR	force o (seventy Thousand ons)
17	Scwitnben formchandenbeni Panch Wo Romehandrobhai Dhannshibhai 3-B. Jallzamal Society, Mr. Gandhibridge, Ols Shahpur	(horsond

COMANDA LIBET 21.)

Ahmedabad = The

occ.: Business sld.

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IN WITNESS WHEREOF We the several persons being parties to these presents, whose names and address are subscribed are desirous of being formed into Joint Stock Company as defined in Section 566 of the Companies Act, 1956.

In pursuance of This Memorandum of Association, and we have taken number of shares in the capital of the Company set out opposite our respective names.

RATENDRA BALDEVBHAZ PATEL STO Balterbhai Samabhui Parel. CFI Shirrangmi Societay Surelline Road Ahris OCC: Business Denny 1,50,000 Lucy Storman Harring Cone Lac Shirrang Panchal Ashni Soc, Blh Aritherilla Fifty Raw Hours, Satellite Road, Ahmedald-15 OCC: Business parchand
Raw House, Sate 11st out) Raw House, Sate 11st out) Road, Ahmedalul - 15 OCC: Busites, lastand RAFUL BALDEVBHAI PATCL Sto Buldevbheri Somuthuri Retel G7. Shiv ranguri Society G7. Shiv ranguri Society G8. Shever and contemple with stell CC- Business Bales oCC - Business Bales oCC - Business Bales Thousand only Thousand Th

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Place: Alimedabad

Dated this 6 Hs day of February 201 o

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Applicable to company as notified under schedule I of the Companies Act, 2013

ARTICLES OF ASSOCIATION

OF

RAJESH POWER SERVICES LIMITED

(Formerly Known as RAJESH POWER SERVICES PRIVATE LIMITED)

[Company Limited by shares] Interpretation.

- I. (1) In these regulations'
 - (a) 'Company' means **RAJESH POWER SERVICES LIMITED**.
 - (b) 'Office' means the Registered Office of the Company.
 - (c) 'Act' means the Companies Act, 2013 and any statutory modification thereof.
 - (d) 'Seal' means the Common Seal of the Company.
 - (e) 'Director' means a director appointed to the Board of a company.
 - (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
 - (3) The Company is a Public Company Limited by Shares within the meaning of Section 2 (71) of the Companies Act, 2013 and accordingly.

"Public company" means a company:

- (a) is not a private company
- (b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital as may be prescribed Provided that a company which is a subsidiary of a company not being a private company shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

Share capital and variation of rights

- II. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
 - 2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - (ii) Every certificate shall be under 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.
 - **3.** (*i*) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu

thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
- **4.** Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- **5.** (*i*) The company may exercise the powers of paying commissions conferred by subsection (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- **6.** (*i*) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- **7.** The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
- **8.** Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

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

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

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- **10.** The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and

demandingpayment 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 orthe person entitled thereto by reason of his death or insolvency.

- **11.** (*i*) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
 - (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- **12.** (*i*) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

- **13.** (*i*) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
 - Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
 - (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
- **14.** A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
- **15.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- **16.** (*i*) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
 - (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless

the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

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

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

Transmission of shares

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

- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

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

Forfeiture of shares

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

- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- **33.** The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

- **34.** The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- **35.** Subject to the provisions of section 61, the company may, by ordinary resolution,—
 - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- 36. Where shares are converted into stock,—
 - (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
 - Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
 - (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. Sweat Equity/Employees Stock Option Scheme (Esop)

Subject to the provisions of Section 2(88), 54 and other applicable provisions of the Act and the rules made thereunder the Company may issue sweat equity shares if such issue is authorised by a special resolution passed by the Company in the general meeting. The Company may also issue shares to employees including its working Directors, under ESOP or any other scheme, if authorised by a special resolution of the Company in a general meeting subject to the provisions of the Act.

- **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.

Capitalization of profits

- **39.** (i) The company in general meeting may, upon the recommendation of the Board, resolve—
 - (a) that it is desirable to capitalize 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—
 - paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
- 40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 - (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
 - (ii) The Board shall have power—
 - 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.

Proceedings at general meetings

- **44.** (*i*) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- **45.** The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- **46.** If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- **47.** If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

- **48.** (*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

- **49.** 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 paidup equity share capital of the company.
- **50.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

- **51.** (*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.
- **52.** 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.
- **53.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- **54.** 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.
- **55.** (*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

- 56. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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.
- **57.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- **58.** 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

59. Unless otherwise determined by a General Meeting the number of Directors shall not be less than 3 and not more than 15.

The following shall be the First Directors of the Company.

- 1. KURANG RAMCHANDRAPANCHAL
- 2. RAJENDRA BALDEVBHAI PATEL
- 3. DAXESH RAMCHANDRAPANCHAL
- 4. PRAFUL BALDEVBHAI PATEL
- 5. VISHAL HEMANTKUMAR PATEL
- 6. NEHAL RAMCHANDRAPANCHAL

None of the directors shall be required to hold any qualification shares.

- **60.** (*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.
- **61.** The Board may pay all expenses incurred in getting up and registering the company.
- **62.** The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.
- **63.** 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.
- **64.** 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.
- **65.** (*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

- **66.** (*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.
- **67.** (*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.
- **68.** 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.
- **69.** (*i*) Mr. Kurang Panchal, Director of the company, appointed as a chairperson of meetings and in his absence Mr. Rajendra Patel appointed as a chairperson of 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

directors present may choose one of their number to be Chairperson of the meeting.

- **70.** (*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.
- **71.** (*i*) A committee may elect a Chairperson of its meetings in compliance with other applicable laws and regulations.
 - (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.
- **72.** (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.
- 73. 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.
- **74.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

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

- 75. Subject to the provisions of the Act,—
 - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- **76.** 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.

Dividends and Reserve

- 77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- **78.** Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- **79.** (*i*) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the

- company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- **80.** (*i*) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
 - (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - (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.
- **81.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- **82.** (*i*) Any dividend, interest or other monies payable in cash in respect of shares 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.
- **83.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- **84.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- **85.** No dividend shall bear interest against the company.

Accounts

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

Winding up

- 87. 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

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

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Norme. Address, descriptions occupations and signatures of the subscribers

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> Condan (CHANDA KIRIT K.) FOA

IN WITNESS WHEREOF We the several persons being parties to these presents, whose names and address are subscribed are desirous of being formed into Joint Stock Company as defined in Section 566 of the Companies Act, 1956. In pursuance of These Articles of Association

Sr. No.	Names, addresses, descriptions, occupation and signature of subscribers	Name, address, description and occupation of the Common witness
В	RAJENDRA BALDEVBHAI PATEL SIO. Baldevbhui Somubhui Ritel. 67, Shibrumai Societey, Sudelite Roud Ahmelabuz-15 OCC: Business	1 to 12 Na. 0101 1 380009
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Sr. No.	Names, addresses, descriptions, occupation and signature of subscribers	Name, address, description and occupation of the Common witness
5 4 8	SIO RATILAL BAPUDING PATEL 2-SUTHIN BUNGLOW, OBP: MISHANT-1, 132 Feet Ring Ruad, Salelite, Almedana a-340015 OCC: Business wir sirentime zonana VEENA ROHITKUMAR PATEL WIO. ROHITKUMAR RATTLAL PATEL 2- Surbhi Bunglow. Opp-Mishant Bunglow, 132 Feet Ring Road, Satelite, Ahmedabad-380015	Commen without to substantes Hos 116/7 Cheudo Kinit, sto (Howele Khim)ithor; 501, Vistional Complex, Opt. Letis Bhowan, No. old High Court, Interne The, Phineellibad - 380 009 Court C.A. Mem. No: 045662

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Sr. No.	Names, addresses, descriptions, occupation and signature of subscribers	Name, address, description and occupation of the Common witness
10)	S/O Hemantbhai Baldeubhai Patel. 67, Shiuranjani Society. Satelite Road. Ahmedabad - I.S. OCC: BUSINESS. Vishal PATEL JITENDRAKOMAR RATILAL S/O RATILAL BAPUDAS PATEL S/O RATILAL BAPUDAS PATEL 17, SNEHIKUNI SOCIETY 17, SNEHIKUNI SOCIETY S.M. ROAD, AMBAWADI S.M. ROAD, AMBAWADI OCC: BUSINESS NITH MARESMIL AMONG OCC: BUSINESS NITH MARESMIL AMONG	un Witness to subschiber New 1 to 17 Church well Kinit 510 (howle Khimjibhar. stranal Complex Opp Lotan Bhowan, thigh (aust, Income Pox, sellabad-380009.
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signature of subscribers of the Common witness 15 DAXESHDHAI RAMCHANDRA PANCHAL. 3-BJAC KAMAL SOSCHTY, HR. GANDHI BRIDUTE, O/S SHAHPUR CATE, AHMEDDADA D-47 Cer. Business Thousand. 16 Nehal Rumchandra Phinomen Panohd. 3-BJAIKELMIN SOSTA, No. rumchus Bridge O/S Shahpur Crefe Antondaud d-4 Oci Business: 112knohd. 17 21kilinian 21kilinian viliki 2201 Shahpur Crefe Antondaud d-4 Oci Business: 112knohd. 18 21kilinian 21kilinian viliki 2201 Shahpur Crefe 2202 Shah
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