

Form No. INC-34**e-AOA (e-Articles of Association)**

[Pursuant to Section 5 of the Companies Act, 2013
and rules made thereunder read with Schedule I]



Form language

☒ English☐ Hindi

Refer instruction kit for filing the form.

All fields marked in * are mandatory

Table applicable to company as notified under schedule I of the Companies Act, 2013
(F, G, H)

F

Table F / G / H (basis on the selection of above-mentioned field) as notified under schedule I of
the companies Act, 2013 is applicable to

(F – a company limited by shares

G – a company limited by guarantee and having a share capital

H – a company limited by guarantee and not having share capital)

F - A COMPANY LIMITED BY
SHARES

The name of the company is

GACM Technologies Limited

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
<input type="checkbox"/>	<input type="checkbox"/>	1	<ul style="list-style-type: none"> • Definition A. "The Act" or "The Companies Act" means the Companies Act, 2013, or the Previous Companies Act, as may be in force at any given point of time, and shall be deemed to include rules, regulations, notifications, guidelines, circulars or clarifications made, issued or given there under from time to time. B. "Articles" means these Articles of Association of the Company as altered and prevailing from time to time. C. "Board of Directors" or "Board" means the collective body of the Directors for the time being of the Company. D. "Chairperson" includes Chairman. E. "Company" means GACM Technologies Limited. F. "Depository" means Depository as defined in the Act. G. "Director" means a director appointed to the Board. H. "In Writing" and "Written" includes printing, lithography and other modes of representing or reproducing words in visible form including in electronic form. I. "Member" or "Shareholder" shall mean the registered holder (either holding shares in physical form or in dematerialized form in the records of the Depository) for the time being of any shares in the Capital of the Company. J. "Memorandum" means the Memorandum of Association of the Company, as may be altered and prevailing from time to time. K. "Month" means calendar month. L. "Rules" means Rules prescribed under the Act. M. "Seal" means the Common Seal for the time being of the Company. N. "The Officer" means the Registered Office for the time being of the Company. • Where the context admits or requires, words importing the singular number shall include the plural number and vice versa and words importing the masculine gender shall include feminine gender. • Unless the context otherwise requires, words or

			expressions contained in these regulations shall bear the same meaning as in the Act
			Share Capital and Variation of rights
<input type="checkbox"/>	<input type="checkbox"/>	II 1	<ul style="list-style-type: none"> • The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original, increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided hereinafter and allowed by law. • 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 Board, who may issue, allot or otherwise dispose of the same to such persons, In such proportion, on such terms and conditions, either at a premium or at part, as fully or partly paid-up, for cash or for consideration other than cash including by way of payment for goods, property and assets acquired or services availed, or upon conversion of debentures or loans, and at such time as they may think fit. • The Board or the Company, as the case may be, subject to the provisions of the Act issue further shares to: a. persons who, at the date of offer, are holders of equity shares of the of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person; or b. Employees under any scheme of employees' stock option; or c. Any person whether or not including persons referred in (a) and (b) above d. By way of preferential offer or private placement or otherwise as the board may determine in accordance with the Act and Rules made thereunder. • The Company may issue following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: a. Equity share capital; i. with voting rights; and ii. with differential rights as to dividend, voting or otherwise in accordance with Act and Rules b. Preference Share Capital • The Share capital may be divided into different class of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shales of that class) may, subject to the provisions of the Act, be varied with the consent in writing of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of that class, as prescribed by the Act.
<input type="checkbox"/>	<input type="checkbox"/>	2	<ul style="list-style-type: none"> • Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act, 1996 and to offer its Shares, Debentures and other Securities for subscription in a dematerialized form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in physical and dematerialized form in any media as permitted by law including any form of electronic media. • All the shares in the capital of the Company, other than those hold in dematerialized form, shall be numbered consecutively. • Share certificates shall be issued in accordance with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations if any. • Every person whose name is entered as a member in the register of members shall be entitled to receive

			<p>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. • 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</p>
<input type="checkbox"/>	<input type="checkbox"/>	3	<ul style="list-style-type: none"> • 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. • If any certificate is lost or destroyed, the Company may, upon furnishing proof of loss or destruction, execution of indemnity and affidavit, completion of statutory formalities. And reimbursement of out-of-pocket expenses, if any, incurred in investigating the evidence produced, to the satisfaction of the Board, and payment of such fees as may be fixed by the Board, issue a new certificate in lieu thereof. • The Company at the request of the shareholder, issue two or more new share Certificates in lieu of an existing share certificate, and consolidate the share comprised in two or more share certificates into one certificate, upon production and surrender of the existing share certificates. • The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company. • 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.
<input type="checkbox"/>	<input type="checkbox"/>	4	<ul style="list-style-type: none"> • Except as specified provided in these articles, the provisions relating to joint holder of shares, calls, lien on shares, forfeiture of shares, transfer and transmission of shares and voting at meeting shall be applicable to shares held in a depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act, 1996 or any other law for the time being in force. • In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 or any other law for the time being in force shall apply. • Register and an index of beneficial owners in the manner prescribed in the Act maintained by a depository under the provision of the Depositories Act, 1996 or any other law for the time being in force shall be deemed to be a register of members, index of members and register and index of debenture-holders, as the case may be, for the purpose of the Act.

<input type="checkbox"/>	<input type="checkbox"/>	5	<ul style="list-style-type: none"> • The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. • The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. • The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
<input type="checkbox"/>	<input type="checkbox"/>	6	<ul style="list-style-type: none"> • If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. • To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	8	<ul style="list-style-type: none"> • 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. • Subject to the provisions of the Act and rules made there under, the Board shall have power to issue or re-issue preference shares of one or more classes which are liable to be redeemed or converted into equity shares, on such terms and conditions and in such manner as may be determined by the Board..
			Lien
<input type="checkbox"/>	<input type="checkbox"/>	9	<ul style="list-style-type: none"> • 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. • 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. • The Company's lien shall be absolute and hence Company shall not be bound to recognize any equitable or other claim or interest of any other person, creditor of the registered holder unless required by a court of competent jurisdiction or by any statute. • In exercising its lien, the Company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to

			or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
<input type="checkbox"/>	<input type="checkbox"/>	10	<ul style="list-style-type: none"> • 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.
<input type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> • To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof a. The purchaser shall be registered as the holder of the shares comprised in any such transfer. b. 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. • Unless otherwise agreed registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. 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.
<input type="checkbox"/>	<input type="checkbox"/>	12	<ul style="list-style-type: none"> • The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. • The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale • The provision of these articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.
			<i>Calls on shares</i>
<input type="checkbox"/>	<input type="checkbox"/>	13	<ul style="list-style-type: none"> • 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. • A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments. • Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. • A call may be revoked or postponed at the discretion of the Board.
<input type="checkbox"/>	<input type="checkbox"/>	14	<ul style="list-style-type: none"> • By the condition of allotment of any shares, the whole or part of the amount of issue if price thereof shall be payable by instalments, then every such instalment shall when due, be paid to the company by the person who, for the time being and from time to time is or shall be the registered holder of the share or the legal representative of deceased holder. • All calls shall be made on a uniform basis on all shares falling under the same class.

			(Explanation: shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class).
<input type="checkbox"/>	<input type="checkbox"/>	15	<ul style="list-style-type: none"> Neither a judgement not a decree in favor of the company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
<input type="checkbox"/>	<input type="checkbox"/>	16	<ul style="list-style-type: none"> If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
<input type="checkbox"/>	<input type="checkbox"/>	17	<ol style="list-style-type: none"> Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
<input type="checkbox"/>	<input type="checkbox"/>	18	<ul style="list-style-type: none"> 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. The provision of these articles relating to calls on shares shall mutatis mutandis apply to any other securities including debentures of the Company
			Transfer of shares
<input type="checkbox"/>	<input type="checkbox"/>	19	<ul style="list-style-type: none"> • Every endorsement upon the certificate of any share in favor of any transferee shall be signed by a Director or by some other person for the time being duly authorized by the Board of Directors in that behalf; • Shares in the Company are freely transferrable. However, the Board may decline to register any transfer of shares on which Company has lien. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. • The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
<input type="checkbox"/>	<input type="checkbox"/>		<ol style="list-style-type: none"> The Board may, subject to the right of appeal conferred by section 58 decline to register—

		20	ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or iii. any transfer of shares on which the company has a lien.
<input type="checkbox"/>	<input type="checkbox"/>	21	<ul style="list-style-type: none"> 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.
<input type="checkbox"/>	<input type="checkbox"/>	22	<ul style="list-style-type: none"> 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. The provision of these articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company. If the shares are in Dematerialized Mode, the same will be governed by Depositories Act
			Transmission of shares
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	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— <ul style="list-style-type: none"> 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.
<input type="checkbox"/>	<input type="checkbox"/>	25	<ul style="list-style-type: none"> If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member. The Board may require any person(s) to whom any share(s) are being transmitted

			to fully indemnify the Company, its directors, key managerial personnel and officers. before registration of transmission
<input type="checkbox"/>	<input type="checkbox"/>	26	<ul style="list-style-type: none"> • 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.
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	27	<ul style="list-style-type: none"> • Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall be entitled to treat the person whose name appears on the Register of members as the holder of any share or whose name appears as the beneficial Owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not he shall have express or implied notice thereof • The provision of these articles relating to transmission shall mutatis mutandis apply to any other securities including debentures of the Company.
<input type="checkbox"/>	<input type="checkbox"/>		
			Forfeiture of shares
<input type="checkbox"/>	<input type="checkbox"/>	28	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.
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	29	<ul style="list-style-type: none"> • The notice aforesaid shall— • name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and • state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	31	<ol style="list-style-type: none"> A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	32	<ol style="list-style-type: none"> 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.
<input type="checkbox"/>	<input type="checkbox"/>		

			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.
<input type="checkbox"/>	<input type="checkbox"/>	33	<ul style="list-style-type: none"> • A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; • The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of; • The transferee shall thereupon be registered as the holder of the share; and • The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. • Up on any sale after forfeiture or for enforcing a lien in exercise of the powers herein above given. the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person • Upon sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate if any, originally issued in respect of the relative share shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the shares to the person(s) entitles thereto. • The Board may, subject to the Provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
<input type="checkbox"/>	<input type="checkbox"/>	34	<ul style="list-style-type: none"> • The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. • The provision of these articles relating to Forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
			Alteration of capital
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	36	<ul style="list-style-type: none"> • Subject to the provisions of section 61, the company may, by ordinary resolution: a. Increase the share capital by such sum to be divided into shares of such amount; as may be specified in the resolution; b. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; c. Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination d. Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; e. 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 The cancellation of shares shall not be deemed to be a reduction of Share Capital.
<input type="checkbox"/>	<input type="checkbox"/>	37	<ul style="list-style-type: none"> Where shares are converted into stock,— the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
<input type="checkbox"/>	<input type="checkbox"/>	38	<ul style="list-style-type: none"> The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law, — it share capital; any capital redemption reserve account; or any share premium account. any other reserve in the nature of share capital
			Capitalisation of profits
<input type="checkbox"/>	<input type="checkbox"/>	39	<ul style="list-style-type: none"> The company in general meeting may, upon the recommendation of the Board, resolve— that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards — paying up any amounts for the time being unpaid on any shares held by such members respectively; paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; The Board shall give effect to the resolution passed by the company

			in pursuance of this regulation.
<input type="checkbox"/>	<input type="checkbox"/>		<p>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>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</p> <p>b. generally do all acts and things required to give effect thereto.</p> <p>ii. The Board shall have power—</p> <p>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</p> <p>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;</p> <p>iii. Any agreement made under such authority shall be effective and binding on such members</p>
		40	
			Buy-back of shares
<input type="checkbox"/>	<input type="checkbox"/>	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
<input type="checkbox"/>	<input type="checkbox"/>	42	All general meetings other than annual general meeting shall be called extraordinary general meeting.
<input type="checkbox"/>	<input type="checkbox"/>	43	<ul style="list-style-type: none"> The Board may, whenever it thinks fit, call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. The company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner be prescribed by the Rules and kept by making within thirty days of conclusion every such meeting concerned or passing of resolution ballot entries thereof in books kept for that purpose with their page consecutively numbered. The minutes of the meeting kept in accordance with the provision of the Act shall be evidence of the proceedings recorded therein
			Proceedings at general meetings
<input type="checkbox"/>	<input type="checkbox"/>	44	<p>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.</p>

			ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
<input type="checkbox"/>	<input type="checkbox"/>	45	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	48	<ul style="list-style-type: none"> When chair is vacant, no business shall be transacted or discussed at any general meeting except election of Chairperson.
			Adjournment of meeting
<input type="checkbox"/>	<input type="checkbox"/>	49	<ul style="list-style-type: none"> 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
<input type="checkbox"/>	<input type="checkbox"/>	50	<ul style="list-style-type: none"> Subject to any rights or restrictions for the time being attached to any class or classes of shares,— on a show of hands, every member present in person shall have one vote; and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
<input type="checkbox"/>	<input type="checkbox"/>	51	<ul style="list-style-type: none"> A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. A member who has already voted by electronic means shall not be entitled to vote on the same business again in any other manner whether on poll or otherwise. The Chairperson shall have a second or casting vote, in addition to the vote(s) to which he may be entitled as a member on any business transacted at any general meeting, in case of an equality of votes, whether on show of hands, on a poll or in an electronic voting.
<input type="checkbox"/>	<input type="checkbox"/>	52	<ul style="list-style-type: none"> In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> If any member is a minor, the vote in respect of his shares shall be

		53	exercised by his guardian or any one of his guardians. • 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
<input type="checkbox"/>	<input type="checkbox"/>	54	Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
<input type="checkbox"/>	<input type="checkbox"/>	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
<input type="checkbox"/>	<input type="checkbox"/>	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
<input type="checkbox"/>	<input type="checkbox"/>	57	<ul style="list-style-type: none"> • Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person (whether a member or not) as a proxy on his behalf • 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.
<input type="checkbox"/>	<input type="checkbox"/>	58	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
<input type="checkbox"/>	<input type="checkbox"/>	59	<ul style="list-style-type: none"> • 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
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> • Subject to provision of the act, the number of Directors shall not be less than three and not more than fifteen. Provided the Company may appoint more than fifteen directors after passing a Special Resolution. • Notwithstanding anything contrary contained in the Articles, if the Company has availed any loan(s) from, or issued any debentures or other instruments / securities to, any bank(s), financial institution(s), non-banking financial companies, asset reconstruction companies or any other body corporate ("Lender(s)") and so long as any monies with respect to such loan(s)

		60	<p>granted by such Lender(s) to the Company remain outstanding by the Company to any Lender(s) or so Long as the Lender'(s) continue to hold debentures in the Company by direct subscription or private placement, or so long as the Lender(s) hold equity shares in the Company as a result of conversion of such loans / debentures, or if the agreement with the respective Lender(s) provide for appointment of any person or persons as a Director or Directors, or if the Company is required to appoint any person as a director pursuant to any agreement. Which Director or Directors is /are herein after referred to as "Nominee Directors on the Board, the Company may appoint such person nominated by such lender(s) as Nominee Director, in accordance with the terms and conditions specified in the agreement executed with such Lender. • Subject to provision of the Act. the Board shall have power at any time, to appoint Independent Director. Provided that the number of the Directors and Independent Director together shall not at any time exceed the maximum strength fixed for the Board by Articles. • Independent Directors appointed under the provisions of the Act shall not be liable to retire by rotation. • The Director who is appointed as Chairperson, can occupy both the position of Chairperson and Managing Director or Chief Executive Officer (CEO) and such equivalent managerial position thereof, in the Company. The Director who occupies both the position as Chairperson and Managing Director as aforesaid shall not be subject to retirement by rotation.</p>	
	<div data-bbox="250 890 277 921"><input type="checkbox"/></div> <div data-bbox="440 890 467 921"><input type="checkbox"/></div>	61	<ul style="list-style-type: none"> • Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Such person shall hold office only up to the date of the next annual general meeting, of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act. • The Board may appoint an alternate Director to act for a director (hereinafter called the 'Original Director') during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provision of the Act. • An alternate Director appointed under this Article shall not hold office as such for a period longer than that permitted to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director. • A Director may resign from his office by complying with relevant provision of the Act. 	
	<div data-bbox="250 1696 277 1728"><input type="checkbox"/></div> <div data-bbox="440 1696 467 1728"><input type="checkbox"/></div>	62	<ul style="list-style-type: none"> • The office of the Director shall stand vacated in accordance with the provisions of the Act. • If the office of any director appointed by the Company in any general meeting is vacated before his tenure of office expires in the normal course, the resulting Casual Vacancy be filled by the Board of Directors at a meeting of the Board. The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated. • The remuneration to Directors. in so far as it consists of monthly payment, shall be deemed to accrue 	

			from day -to-day. • The remuneration payable to Directors, including any Managing or Whole-time Director or manager if any and shall be determined in accordance with and subject to the provision of the Act by a resolution passed by the Company in general meeting or in such other manner as permitted under the Act. • The fees payable to every Director for attending a meeting of the Board of Directors or Committee thereof shall be such sum as may be decided by the Board, subject to the provisions of the Act.
<input type="checkbox"/>	<input type="checkbox"/>	63	<ul style="list-style-type: none"> • Every Director shall be entitled to be paid all travelling, hotel and other expenses properly incurred by him in attending and returning from meetings of the Board of Directors or any Committee thereof or General Meetings of the Company or in connection with the business of the Company. • 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 or its committee shall from time to time by resolution determine • Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a register to be kept for that purpose. • Subject to the provisions of the Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra Services or make a special exertion for any of the purposes of the Company, the Directors may pay to such Director or such special remuneration as they think fit, which remuneration may be in in form or either salary or Commission or a lump sum and may either be in addition to or substitution of the remuneration specified in the preceding articles.
<input type="checkbox"/>	<input type="checkbox"/>	64	<ul style="list-style-type: none"> • The power to manage the Company's business shall be vested in the Board' who may exercise all such powers and do all such acts and things, as the Company is permitted by its Memorandum of association or otherwise authorized under by any law, directed or required to be exercise or done by the Company in general meeting subject to the provision of the Act and other laws and of the memorandum and articles of association of the Company. Provided no such regulation made by the Company in general meeting shall invalidate any prior act of the Board, which would otherwise have been valid if such regulation had not been made. • The Board may appoint at any time and from time to time by a power of attorney under the Company's seal. Authorize any person to be the attorney of the Company for such purpose until with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board by or under these articles and for such period and subject to such conditions as the Board may from time to time think fit.
<input type="checkbox"/>	<input type="checkbox"/>	65	<ul style="list-style-type: none"> • The Board may, from time to time, at their discretion, raise or borrow, or secure the payment of, any sum or sums of money for the purposes of the Company; Provided that the moneys to be borrowed together with the moneys already borrowed by, the Company (apart from temporary loans obtained from the Company's banker in ordinary course of business) shall not at any time except ,with the consent of the Company by way of special resolution in general meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserve not set apart for any specific purpose. • The Board with the shareholder's consent where required by the Act and Rules, may raise or secure the payment or repayment of such Sum or sums in

			Such manner and upon such terms and conditions in all respects as they think fit and mortgage or charge the undertaking properties and uncalled capital of the Company and issue debentures, bonds and other securities, whether outright or as collateral securities for any debt. Liability or obligation of the Company or of any third party. Such debentures, bonds and other securities may be issued at a discount, premium or otherwise and with any privilege as to redemption, surrender, drawings or otherwise.
<input type="checkbox"/>	<input type="checkbox"/>	66	<ul style="list-style-type: none"> • Subject to the provision of the Act, the Board may, from time to time, appoint one or more of their bodies to the office of Managing Director / Whole-Time-Director or Managing Directors / Whole-Time-Directors for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another or otherwise as they may deem fit. The Whole-Time-Directors who are in the whole-time employment in the Company shall be subject to supervision and control of Managing Directors and exercise such powers as vested in Board from time to time. • If a Managing Director / Whole Time Director ceases to hold office as Director, he shall ipso facto be immediately to be ceased to be a Managing Director / Whole time Director. • The Board may, from time to time, entrust to and confer upon the Managing Director / Whole-time-Director for the time being, such of the powers exercisable under these present by the Board as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedite and they may confer such powers either collaterally with or to the exclusion of and in substitution for, all or any of the powers of the Directors in that behalf; and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.
			<i>Proceedings of the Board</i>
<input type="checkbox"/>	<input type="checkbox"/>	67	<ul style="list-style-type: none"> • The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. • A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board • A meeting of the Board of Directors shall be held at least four times every year and not more than 120 days shall lapse between two Board meetings. • Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. • The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Act / Rules.
<input type="checkbox"/>	<input type="checkbox"/>	68	<ol style="list-style-type: none"> Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	69	<ul style="list-style-type: none"> • The quorum for Board meeting shall be as provided in the Act • 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.
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	71	<ul style="list-style-type: none"> • The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. • Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board. • The participation of members of the committee in a meeting may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Act / Rules
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	76	i. In case of a One Person Company— ii. 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; iii. such minutes book shall be signed and dated by the director; iv. 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
<input type="checkbox"/>	<input type="checkbox"/>	77	<ul style="list-style-type: none"> • Subject to the provisions of the Act, a chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.

<input type="checkbox"/>	<input type="checkbox"/>	78	<ul style="list-style-type: none"> Subject to the provisions of the Act, a director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
			The Seal
<input type="checkbox"/>	<input type="checkbox"/>	79	<ul style="list-style-type: none"> The Company shall have common seal and directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or of a Committee of the Directors authorized by the Directors in that behalf, and every instrument to which seal shall be affixed shall be signed by a Director and shall be countersigned by another Director or any other person appointed by the Directors for the purpose.
			Dividends and Reserve
<input type="checkbox"/>	<input type="checkbox"/>	80	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	82	<ul style="list-style-type: none"> • The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit • The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. • The Board may at any time and from time to time at their discretion take out of any Reserves and apply the money so taken out of any purpose for which it can be applied.
<input type="checkbox"/>	<input type="checkbox"/>	83	<ul style="list-style-type: none"> 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.
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>		<ul style="list-style-type: none"> 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

		85	<p>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.</p> <p>ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
<input type="checkbox"/>	<input type="checkbox"/>	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.
<input type="checkbox"/>	<input type="checkbox"/>	87	<ul style="list-style-type: none"> • 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. • Pursuant to the regulations regulating to transmission of shares contained in these Articles, the Board may retain dividends payable on shares in respect of which any person is entitled to become a member pursuant to the transmission clause, until such person becomes a member in respect of such shares.
<input type="checkbox"/>	<input type="checkbox"/>	88	<ul style="list-style-type: none"> • No dividend shall bear interest against the company. • Payment of dividend in the manner specified in these Articles shall be made at the risk of the person entitled to the dividend paid or to be paid. The Company shall be deemed to have made the payment and assumes a good discharge for such payment, if such payment is made as per the provisions of these Articles or any other permissible means
			Accounts
<input type="checkbox"/>	<input type="checkbox"/>	89	<ul style="list-style-type: none"> • The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors • No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting. • The appointment, qualifications, powers, rights, duties and remuneration of the Auditors shall be regulated by and in accordance with the Act and Rules made thereunder.
			Winding up
<input type="checkbox"/>	<input type="checkbox"/>	90	<ul style="list-style-type: none"> • Subject to the provisions of Chapter XX of the Act and rules made thereunder— • If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. • For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. • The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts 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
<input type="checkbox"/>	<input type="checkbox"/>	91	<ul style="list-style-type: none"> • Subject to the provision of the Act, every director, Managing Director, Whole Time Director, Manager, Chief Executive Officer, Company Secretary, Chief Financial Officer and other officer of the company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expenses) which such Director, Manager, Company Secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, Manager, Chief Executive officer, Company Secretary, Chief Financial Officer or officer or in any way in the discharge of his duties in such capacity. • Subject as mentioned above, Every Director, Managing Director, Manager, Company Secretary or other officer of the Company shall be indemnified against any liability by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor on in which he is acquired or discharged or connection with any application under applicable provisions of the Act in which relief is given to him by the Court or the Tribunal. • The Company may take and maintain any insurance as the Board may think fit on behalf of its present and I or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.
			Others
<input type="checkbox"/>	<input type="checkbox"/>	92	<ul style="list-style-type: none"> • Statutory Registers: The Company shall keep and maintain at its Registered Office all statutory registers, other than the Register of Members, which shall be maintained by the Registrar & Transfer Agents, for such duration as the Board may decide unless otherwise prescribed, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection between 10.30 a.m. to 1.00 p.m. on all business days, at the Registered Office of the Company by the persons entitled thereon on payment. where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. • General Power: Wherever in the Act, Rules, Regulations, Guidelines, standards etc., by any statutory authority / body, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorized and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, Rules, Regulations, Guidelines, standards etc., without there being any specific Article in that behalf herein provided. • Secrecy Clause: No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret proves or which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interests of the Company to communicate to the Public. • Omnibus Clause: Wherever in the Companies Act, 2013 or any of its successor Act or Rules made there under, it has been provided that the company shall have any right, privilege or authority or that the company could carry out any

		transaction only if the company is so authorized by its articles, then in that case, the company shall have any right, privilege or authority and to carry out such transactions as have been permitted by the Companies act or rules there under, without there being any specific regulation in that behalf herein provided
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Attachments

First Subscriber (s) sheet

4. AOA Subscription Clause.pdf

Declaration

Pursuant to resolution no. dated, I, on the behalf of Board of Directors, declare that following amendments have been adopted in Article of Association:

Change the Name of the Company FROM Stampede Capital Limited TO GACM Technologies Limited

To be digitally signed by

Name

SHAIK HASEENA

Designation

Director

DIN

08141400

DSC