

**THE COMPANIES ACT, 2013**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**EFORU ENTERTAINMENT LIMITED**  
**[Company Limited by shares]**

- I. The Name of the Company is: **EFORU ENTERTAINMENT LIMITED\***
- II. The Registered Office of the Company will be situated in the State of **Gujarat\*\***.
- III. The objects for which the Company is established are as follows:

**#(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION: -**

1. To undertake, handle and carry on business in India and abroad connected with events for different corporate, companies or individuals which includes any happening such as organizing and management of luxury events, government & private events, road shows including financial market, expositions, seminars, fashion shows, concerts, lavish parties, conferences, social events e.g. summer camp for children, game shows, fun events & and sale of tickets or simply bookings & reservations and to acquire, purchase, sale, import or export, let on hire, install for that purposes various things, equipment and systems viz. audio visual systems, exhibitions, display panels and boards, conference kit and guides, and to provide support services including venue decor and infrastructural support as providing venue booking, no objection certificates and government permissions, sound and light arrangements, fabrication of stalls, stage platforms, decorative items, transportation and labour or any other device or systems to execute the said business.
2. To carry on the business of developing, promoting, marketing, organizing and managing artists and celebrity management national as well as international events, product brands, corporate and business themes, evenings, launches, ideas, managing public and media relations, press & publicity, concept designing and management for promotion of products, building of brands through promotions and events for corporate, other business and professional entities, institutions, other groups, individuals of its own or in tie up or partnership with other agencies, service providers including international agencies involved in providing similar type of services and to promote, produce, organize and manage international and

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\* Altered by Special Resolutions passed by the members through postal ballot on 19<sup>th</sup> September, 2025 and 11<sup>th</sup> January, 2026.

\*\*Altered by Special Resolution passed by the members through postal ballot on 30<sup>th</sup> March, 2025.

# Altered by Special Resolutions passed by the members through postal ballot on 30<sup>th</sup> March, 2025 and in Annual General Meeting held on 30<sup>th</sup> September, 2025.

local music events, to provide complete technical and infrastructure support, including staging, lighting and sound for concerts, venue, on stage & back stage management, to do creative integration of sponsor banding & innovative sponsor entitlements of events, have coverage of live music events, television specials & music videos, merchandising, procurement of governmental permission & licenses for events, travel management, freight logistics & hospitality.

3. To carry on the business of producing, directing, editing, distributing, and marketing films, documentaries, short films, television shows, webseries, and all other forms of audio-visual content and this includes the creation, acquisition, and licensing of intellectual property rights associated with such content and to establish, manage, and operate film production houses, studios, and related facilities, providing all necessary equipment, services, and expertise required for film production, including cinematography, sound recording, editing, animation, and visual effects and to acquire, create, buy, sell, or license copyrights, trademarks, patents, and other intellectual property rights related to the creation, production, and distribution of films, television programs, and digital media and to engage in the business of film distribution, covering theatrical, digital, television, and satellite distribution, film production, postproduction, marketing, promotion, and advertising, including organizing film festivals, premieres, and related events and will acquire, sell, license, or syndicate distribution rights for films, television programs, and multimedia content, both domestically and internationally.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) :—**

1. To discount, bills, advance money on the security of goods lying with or under the control of the company. To receive, goods on consignment basis and to do all other such acts that may be necessary in connection with the main business of the Company.
2. To insure, underwrite undertake, goods, merchandise or such other properties In connection with the main business of the Company.
3. To purchase, take on lease, or otherwise acquire all or any part of the, business or undertaking or property and assets of any other such person, firm, company, or corporation carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all of such business.
4. To take on lease, hire or purchase or acquire on licence any lands, rights, connected with lands, mills, factories, plants, buildings cars, apparatus, stock-in-trade, rights, privileges, and movable or immovable property of any description which may be deemed necessary or convenient for the main business of the company to carry on and to pay for the same either In shares of the company or in cash or partly in shares and partly in cash.

5. To borrow or raise money on any terms without security or on security of mortgage of land, building, factories, machinery, tools, bills of exchange, promissory note, bonds, bills of lading, warrants, stocks, shares, debentures, book debts or undertaking of the Company and properties of every description or any one or more of them from Banks, Financial Institutions, Companies and any other person or association of persons, provided the Company shall not carry on Banking business as defined in the Banking Regulation Act, 1949, subject to the provision of Section 2(31), 73 and 74 of the Companies Act, 2013 and directions of Reserve Bank of India.
6. To lend money to such persons, firms, institutions or companies and on such term as may seem expedient and in particular to customers and other dealing with the Company and to guarantee the performance of contracts by such persons or companies.
7. To give guarantee for the performance of discharge of any obligations, liabilities or duties or the payment of money by any persons, firms or companies or Governments or state or to give indemnities of all kinds.
8. To create, execute, grant or issue any mortgage, debentures, stock or bonds either at par or premium and either redeemable or irredeemable secured upon all or any part of the undertaking, rights, and properties of the Company, and future, including uncalled capital or the unpaid capital of this Company.
9. To enter into partnership or any other arrangements for sharing profits or losses, co-operations, Joint Ventures, reciprocal, concession, license or otherwise with any person, firm, association, society or body corporate carrying on or engaged in or about to carry on any business or transaction which this Company is authorized to carry on or engage in so as directly or indirectly to benefit the Company and to give any special rights, licenses and privileges and in particular the right to nominate one or more person or persons, whether they be shareholders or not, to be directors of the Company.
10. To promote and avail in promoting, constitute, form, organize Companies, syndicates or partnership of all kinds for the purpose of acquiring any undertaking or any property and liabilities of the Company or of advancing directly or indirectly objects thereof or for any purpose which this Company may think expedient.
11. To purchase or take on lease or in exchange or otherwise acquire any immovable or movable properties, flats and rights or privileges which the Company may think necessary or expedient for the purpose of the business and, in particular, land, buildings, works and easements and on such terms as may be deemed useful.
12. To sell or dispose of the undertaking, property and rights of the Company or any part thereof for consideration and on such considerations and on such terms and

conditions as the Company may think fit and in particular for shares, stocks, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.

13. To sell or sub-let any concessions or licenses obtained or contracts entered into and generally to sell the whole or any part of the property any business of the Company for cash, for shares or obligations of any person or persons.
14. To improve, manage, cultivate, develop, exchange, let on lease, let on mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or part of the properties and rights of the Company.
15. To enter into any agreement, with any state or union government or authorized supreme with or outside Indian union, municipal, local or otherwise, that seems conducive to the Company's objects or any of them and to obtain from any such governments or authorities all rights, charters, contracts, concessions and privileges which this Company may think desirable to obtain and carry out or exercise any to comply with any such arrangement, rights, privileges and concessions.
16. To pay for any properties, rights, services or privileges acquired by the Company by issuing of shares and debentures of this Company or partly in shares or debentures and partly in cash or otherwise and to give shares or stock or debentures of this Company in exchange of the shares or stock or debentures of any other company.
17. To insure all or any of the properties, assets or obligations of the Company or whatever nature against and risk whatsoever.
18. To get insured all or any of the goods lying with the company against damage fire or loss.
19. To build, assemble, erect, maintain and establish prefabricated houses or apartments or structures in connection with the main business of the company.
20. To make, draw, Issue, accept, endorse, discount and buy promissory notes, bills of exchange hundies, cheques, debentures, bonds coupons and such other negotiable instruments and securities of all kinds.
21. Subject to Sections 58A and 292, 293 of the Act and the Regulations made there under and the directions issued by the Reserve Bank of India, to receive money on deposit or otherwise, with or without Interest and to receive, deposit or safe custody of any title deeds or such other securities of all kinds.

22. To enter into any arrangements with persons or companies or others in such manner as may be lawful and for such period as may be expedient to further the objects of the Company.
23. To indemnify members, officers, directors, secretary and servants of the Company against proceedings, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company or for any loss damages or misfortunes which may happen in the execution of the duties of their office or in relation thereto.
24. To enter into any arrangements including collaboration with manufacturers or suppliers in India or abroad, to acquire knowhow, patterns, trade marks, inventions, licences and concessions and to pay for the same either in cash or by issue of partly paid or fully paid up shares of the company or by way of recurring royalty payments or share in profits or otherwise as may be agreed upon and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.
25. To acquire by purchase, contract, concessional licence, lease or otherwise any lands, mines, quarries, buildings, factories, workshops, godowns and sheds as may be considered necessary for the attainment of the main objects of the Company.
26. To pay out of the Company's fund all costs and expenses incurred in connection with all matters, preliminary and incidental to the formation, promotion and incorporation of this company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and Incorporation of any company which may be promoted by this Company.
27. To establish agencies or branches in India or elsewhere and to regulate or to discontinue the same and to do all things which the Company lawfully may do as principals, agents, trustees, brokers contractors or otherwise.
28. To take or otherwise acquire and hold shares in any other such company having same objects altogether or in part similar to those of this Company.
29. To enter into partnership or into any arrangement for sharing profits, union of interests, or co-operation, joint ventures, reciprocal concession with any person, firm or company carrying on or engaged in any business, which this company is authorised to carry on and to lend money or to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm or company provided that the company shall not do any banking business within the meaning of Banking Regulation Act, 1949.
30. To promote any Company or companies for the purpose of acquiring all or any of the property and liability of this Company or for any other purpose conducive to the main business of the Company.

31. To enter into contract with Government, Central or State, Railways, Municipal, Local or such other Authorities or Private Parties for the supply of any material or goods for the attainment of the main objects of the Company.
32. To enter into any arrangements with the Government or other authorities, Municipal, Port Trust Railways, District or Local Boards, Civil and Military Authorities, that may seem conducive to the Company's objects or any of them and obtain from any such Government or such other authorities any rights, privileges and concession
33. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit the employees or ex-employees of the Company (or its predecessors in business) or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards Provident Funds and Insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful objects.
34. To float, promote, form, subsidize and assist limited companies or other companies, syndicates or firms or associations for the prosecution or execution of undertakings, works projects or enterprises of any description as may be expedient, for the main business of the company.
35. To open any kind of account in any bank and to make, accept and endorse and execute all types of promissory notes, bills of exchange and such other negotiable instruments of all types in connection with the main business of the company.
36. Subject to Sections 58A and 292, 293 of the Companies Act, 1956, and Rules made there under and Directions issued by the R.B.I, to borrow or raise money in such other manner as the company shall determine fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to redeem or pay off any such securities in connection with the main business of the company.
37. To establish, provide, maintain and conduct or otherwise subsidise in India or any part of the world, education and training institutions, research laboratories and experimental workshops for scientific and technical research and experiments to undertake and carry on scientific and technical researches, experiment and tests of all kinds, to promote studies and researches, scientific and technical investigations by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures meetings and conferences and by providing or contributing to the remuneration of scientists and technical professors or teachers and award of scholarships, prizes, grants to students or otherwise generally and to encourage, promote and reward studies, researches, investigations, experiments, tests and

inventions of any kind that may be likely to assist any business which the company is authorised to carry on and to enter into any arrangement with Government or any other such party for the purposes as aforesaid.

38. To buy for the purpose of the main business of the Company steam, heat, light, electricity, gas or any other such power making of gas and to take all steps incidental or necessary in respect of the same.
39. To acquire, from any person or any source, technical information, know-how, data, formulae, techniques and methods, engineering, manufacturing and operating plans, layouts, blue prints and other data for the design, installation, erection and consultancy, maintenance, operation of the plant, machinery, equipment and facilities whatsoever required for attaining the main objects of the Company and objects ancillary to the attainment of the main objects and to acquire, or grant or licence such other rights and benefits in connection therewith.
40. To purchase, take on lease, or otherwise acquire the undertaking, business and property or any part thereof of any company or companies carrying on business in India or elsewhere which this Company is entitled to undertake.
41. To enter into contracts, agreements and arrangements with any other such company, firm or person for the carrying out by such other company, firm or person on behalf of the Company any of the main objects for which this Company is formed.
42. To import, revise, clean, restore, recondition, treat and otherwise manipulate by any process or means by-products, re-use any waste, and other products capable of, being manufactured or produced out of or with the use of all or any raw material's ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same for the attainment of the main objects of the company.
43. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale or otherwise any goods belonging to the Company.
44. To employ experts to investigate into and examine the conditions, prospects, value, character and circumstances of any business concerns and undertakings and any assets, property or rights as may be necessary in connection with the main business of the Company.
45. To carry on any business or branch of a business which this Company is authorised to carry on through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary Company or companies for taking the profits and bearing the losses of any business or branch of business so carried on or for financing any such subsidiary company or guaranteeing its

liabilities, or to make any business or branch of business so carried on at any time and either temporarily or permanently to close any such branch of business.

46. To dispose of any property belonging to the Company and to help in purchase of any article or articles, whether made by the Company or not by way of advance or to assist in the purchase of any such article or articles.
47. To buy foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf for the attainment of main object of the company.
48. To lease, grant licences, easements and such other rights over and dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may deem fit and in particular for shares, debentures or securities of any other such company.
49. Subject to Sections 391 to 394 of the Companies Act, 1956 to amalgamate with any other company whose objects are similar to those of this Company whether by sale or purchase of fully or partly paid-up shares or otherwise of the undertaking or any such other Company, as aforesaid, with or without winding up or by sale or purchase of all or a controlling interest in the shares or stock of the other Company as aforesaid or in any other such manner.
50. Subject to the provisions of Section 78 of the Companies Act, 1956, to place to reserve or to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the Company may, from time to time, determine any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of dividend accrued on forfeited shares and moneys arising from the reissue by the Company of forfeited shares.
51. To apply for, purchase or otherwise acquire, prolong and renew, in any part of the world, any patents, patent rights, brevets d'invention, trade marks, designs, licences, and concessions conferring any exclusive or non-exclusive or limited rights to their use information as to any invention which may seem capable of being used for any of the business of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of the property rights, and information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
52. Subject to the provisions of the Companies Act, 1956, to make donations to such persons or institutions either of cash or any other such assets as may be conducive to any of the company's main objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to the company and also to subscribe, contribute or otherwise assist or guarantee money for

charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or the dependents, relatives or connections of such persons and, in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses, either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident funds and such other welfare funds of or such persons.

53. To refer or agree to refer to Arbitration in India or outside India any claim, demand, dispute or any other such question by or against the Company or in which the Company is interested or concerned and whether between the Company and its member or members of their representatives, or between the Company and third parties, and to observe and perform and to do all acts, deeds, matters and things required to carry out or enforce the award.
54. To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business whether by cash payment or by the allotment of shares, debentures, or such other securities of the Company, credited as paid up in full or in part.
55. To adopt such means of making known the business of the Company as may seem expedient, and in particular, by advertising in the press, by circulars, and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards.
56. To invest in other than investment in Company's own shares, the money of the Company not immediately required in such manner as may, from time to time, be determined and to lend money on mortgage of immovable property or on hypothecation or pledge of movable property with or without security.
57. To undertake and execute any trust (including the office of executor, administrator, receiver) of the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.
58. To insure the whole or any part of the property of the Company, either fully or partly, and to protect and indemnify the Company from liability or loss in any respect.

59. To exercise all or any of its corporate powers, rights and privileges and to conduct its main business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
  60. To procure the company to be registered or recognised under the laws of land in any part of the world.
  61. To make donation to any national fund or any other such fund constituted for a charitable, national or such other purpose, subject to Section 293-A, 293-B of the Companies Act, 1956.
  62. To create any depreciation funds, reserve funds, sinking fund, insurance fund or any special or such other fund whether for depreciation or for repairing, improving or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalising dividends or for any other purpose and to transfer and such funds or part thereof to any of the other funds herein mentioned.
  63. Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any booklet literature, attainment articles or organising lectures, conferences or seminars, workshops training programmes as are likely to advance the main objects or for giving merit awards, scholarships, any other such assistance to institutes, deserving students or other such scholars, consultants or persons to enable them to pursue studies or academic pursuits and for establishing or assisting institution, funds, or trust having any one of the main objects as one of its main objects.
- IV. The liability of the members is limited.
- V. The Authorized Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

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

Names, address, Occupation and description of Subscribers	No. of Equity Shares taken by each subscribers	Signature of Subscribers	Signature of witness with address, description and occupation
Ashwani Dewan S/o Ved Parkash 531-L, Model Town, Karnal (Business)	100 (One Hundred)	Sd/-	<p>I witness the signature of all the subscribers who had signed before me at Delhi</p> <p>Sd/-</p> <p><b>(DEEPAK GULATI)</b> S/o. Late Sh. C.L. Gulati R/o B-187, Naraina Vihar, New Delhi</p> <p>Chartered Accountant M. No. 86403</p>
Anil Dewan S/o. Ved Parkash Dewan 531-L, Model Town, Karnal (Business)	100 (One Hundred)	Sd/-	
Vijay Kumar Sharma S/o. Sh. Chanan Ram 240-R, Model Town, Karnal (Business)	100 (One Hundred)	Sd/-	
Sudha Sharma W/o. Sh. Vijay Kumar Sharma 240-R, Model Town, Karnal (Business)	100 (One Hundred)	Sd/-	
Kaushalya Sharma W/o. Sh. Raj Kumar Sharma 240-R, Model Town, Karnal (Business)	100 (One Hundred)	Sd/-	
Sunita Dewan W/o. Sh. Ashwani Dewan 531-L, Model Town, Karnal (Business)	100 (One Hundred)	Sd/-	



Raj Kumar Sharma S/o. Chanan Ram 240-R, Model Town, Karnal (Business)	100 (One Hundred)	Sd/-	
<b>Total</b>	700  (Seven Hundred only)		

Place : Delhi  
Dated : 24-10-94



**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)

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)

The name of the company is

Check if not applicable	Check if altered	Article No.	Description
<input type="checkbox"/>	<input type="checkbox"/>		<b>Interpretation</b>
<input type="checkbox"/>	<input type="checkbox"/>	I	<ul style="list-style-type: none"> <li>In these regulations the Act means the Companies Act 2013 the seal means the common seal of the company. 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		<b>Share Capital and Variation of rights</b>
<input type="checkbox"/>	<input type="checkbox"/>	II.1	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	2	<ul style="list-style-type: none"> <li>Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders</li> </ul>

<input type="checkbox"/>	<input type="checkbox"/>	3	<ul style="list-style-type: none"> <li>If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	4	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	5	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	6	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	7	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	8	<ul style="list-style-type: none"> <li>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.</li> </ul>

		<b>Lien</b>	
<input type="checkbox"/>	<input type="checkbox"/>	9	<ul style="list-style-type: none"> <li>The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	10	<ul style="list-style-type: none"> <li>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 unless a sum in respect of which the lien exists is presently payable or 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	11	<ul style="list-style-type: none"> <li>To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	12	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>Calls on shares</b>			
<input type="checkbox"/>	<input type="checkbox"/>	13	<ul style="list-style-type: none"> <li>The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	14	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	15	<ul style="list-style-type: none"> <li>The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</li> </ul>

<input type="checkbox"/>	<input type="checkbox"/>	16	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	17	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	18	<ul style="list-style-type: none"> <li>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.</li> </ul>
		<b>Transfer of shares</b>	
<input type="checkbox"/>	<input type="checkbox"/>	19	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	20	<ul style="list-style-type: none"> <li>The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	21	<ul style="list-style-type: none"> <li>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 56b. 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	22	<ul style="list-style-type: none"> <li>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.</li> </ul>

		<b>Transmission of shares</b>	
<input type="checkbox"/>	<input type="checkbox"/>	23	<ul style="list-style-type: none"> <li>On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	24	<ul style="list-style-type: none"> <li>Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	25	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	26	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	27	<ul style="list-style-type: none"> <li>In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent</li> </ul>

		of such person who shall in the event of the death of the member become the member of the company.
		<b>Forfeiture of shares</b>
<input type="checkbox"/>	<input type="checkbox"/>	28
		29
<input type="checkbox"/>	<input type="checkbox"/>	
		30
<input type="checkbox"/>	<input type="checkbox"/>	
		31
<input type="checkbox"/>	<input type="checkbox"/>	
		32
<input type="checkbox"/>	<input type="checkbox"/>	
		33
<input type="checkbox"/>	<input type="checkbox"/>	
		34
<input type="checkbox"/>	<input type="checkbox"/>	

of such person who shall in the event of the death of the member become the member of the company.

**Forfeiture of shares**

• 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.

• 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.

• 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.

• 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.

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

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

• 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.

			<b>Alteration of capital</b>
<input type="checkbox"/>	<input type="checkbox"/>	35	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	36	<ul style="list-style-type: none"> <li>Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	37	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	38	<ul style="list-style-type: none"> <li>The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.</li> </ul>
			<b>Capitalisation of profits</b>
<input type="checkbox"/>	<input type="checkbox"/>	39	<ul style="list-style-type: none"> <li>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</li> </ul>

		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"/>	40	<ul style="list-style-type: none"> <li>Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members</li> </ul>
		<b>Buy-back of shares</b>	
<input type="checkbox"/>	<input type="checkbox"/>	41	<ul style="list-style-type: none"> <li>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.</li> </ul>
		<b>General meetings</b>	
<input type="checkbox"/>	<input type="checkbox"/>	42	<ul style="list-style-type: none"> <li>All general meetings other than annual general meeting shall be called extraordinary general meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	43	<ul style="list-style-type: none"> <li>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.</li> </ul>
		<b>Proceedings at general meetings</b>	
<input type="checkbox"/>	<input type="checkbox"/>	44	<ul style="list-style-type: none"> <li>No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	45	<ul style="list-style-type: none"> <li>The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	46	<ul style="list-style-type: none"> <li>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</li> </ul>

		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	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	48	<ul style="list-style-type: none"> <li>In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
		<b>Adjournment of meeting</b>	
<input type="checkbox"/>	<input type="checkbox"/>	49	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
		<b>Voting rights</b>	
<input type="checkbox"/>	<input type="checkbox"/>	50	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	51	<ul style="list-style-type: none"> <li>A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	52	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	53	<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	54	<ul style="list-style-type: none"> <li>Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	55	<ul style="list-style-type: none"> <li>No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		

		by him in respect of shares in the company have been paid
<input type="checkbox"/>	<input type="checkbox"/>	56
		<ul style="list-style-type: none"> <li>No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.</li> </ul>
		<b>Proxy</b>
<input type="checkbox"/>	<input type="checkbox"/>	57
		<ul style="list-style-type: none"> <li>The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	58
		<ul style="list-style-type: none"> <li>An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	59
		<ul style="list-style-type: none"> <li>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.</li> </ul>
		<b>Board of Directors</b>
<input type="checkbox"/>	<input type="checkbox"/>	60
		<ul style="list-style-type: none"> <li>The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	61
		<ul style="list-style-type: none"> <li>The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	62
		<ul style="list-style-type: none"> <li>The Board may pay all expenses incurred in getting up and registering the company.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	63
		<ul style="list-style-type: none"> <li>The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	64
		<ul style="list-style-type: none"> <li>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</li> </ul>

		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	
<input type="checkbox"/>	<input type="checkbox"/>	65	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	66	<ul style="list-style-type: none"> <li>• Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
		<b>Proceedings of the Board</b>	
<input type="checkbox"/>	<input type="checkbox"/>	67	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	68	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	69	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	70	<ul style="list-style-type: none"> <li>• The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	71	<ul style="list-style-type: none"> <li>• 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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	72	<ul style="list-style-type: none"> <li>• A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		
<input type="checkbox"/>	<input type="checkbox"/>	73	<ul style="list-style-type: none"> <li>• A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>		

		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	
			<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	75	
			<ul style="list-style-type: none"> <li>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.</li> </ul>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	76	
			<ul style="list-style-type: none"> <li>In case of a One Person Company 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 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.</li> </ul>
		<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>	
<input type="checkbox"/>	<input type="checkbox"/>	77	
			<ul style="list-style-type: none"> <li>Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	78	
			<ul style="list-style-type: none"> <li>A provision of the Act or these regulations requiring or authorising 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.</li> </ul>
		<b>The Seal</b>	
<input type="checkbox"/>	<input type="checkbox"/>	79	
			<ul style="list-style-type: none"> <li>The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</li> </ul>
		<b>Dividends and Reserve</b>	
<input type="checkbox"/>	<input type="checkbox"/>	80	
			<ul style="list-style-type: none"> <li>The company in general meeting may declare dividends but no dividend shall exceed the amount recommended</li> </ul>

		by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	81
		<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	82
		<ul style="list-style-type: none"> <li>The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time think fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	83
		<ul style="list-style-type: none"> <li>Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	84
		<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	85
		<ul style="list-style-type: none"> <li>Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	86
		<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	87
		<ul style="list-style-type: none"> <li>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.</li> </ul>
<input type="checkbox"/>	<input type="checkbox"/>	88
		<ul style="list-style-type: none"> <li>No dividend shall bear interest against the company.</li> </ul>
		<b>Accounts</b>

<input type="checkbox"/>	<input type="checkbox"/>	89	<ul style="list-style-type: none"> <li>The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</li> </ul>
		<b>Winding up</b>	
<input type="checkbox"/>	<input type="checkbox"/>	90	<ul style="list-style-type: none"> <li>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.</li> </ul>
		<b>Indemnity</b>	
<input type="checkbox"/>	<input type="checkbox"/>	91	<ul style="list-style-type: none"> <li>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.</li> </ul>
		<b>Others</b>	
<input type="checkbox"/>	<input type="checkbox"/>	92	<ul style="list-style-type: none"> <li></li> </ul>

**Attachments**

First Subscriber (s) sheet

AOA and Clarification\_c (1).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

TO CONSIDER AND APPROVE CHANGE OF NAME OF THE COMPANY

**To be digitally signed by**

Name

PATEL MOKSHABEN RAVJIBHAI

Designation

Director

DIN

1\*7\*2\*1\*

DSC