

Certificate of Incorporation Consequent upon conversion to Public Limited Company



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GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Ahmedabad

RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

Corporate Identity Number: U15111GJ2016PLC092355

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company

IN THE MATTER OF SHREE RADHE DAIRY FARM & FOODS PRIVATE LIMITED

I hereby certify that SHREE RADHE DAIRY FARM & FOODS PRIVATE LIMITED which was originally incorporated on Sixth day of June Two thousand sixteen under the Companies Act, 2013 as SHREE RADHE DAIRY FARM & FOODS PRIVATE LIMITED and upon an intimation made for conversion into Public Limited Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the RoC - Ahmedabad vide SRN F08825481 dated 29.08.2022 the name of the said company is this day changed to SHREE RADHE DAIRY FARM & FOODS LIMITED.

Given under my hand at Ahmedabad this Twenty ninth day of August Two thousand twenty-two.



RAMESH CHANDRA MISHRA

Registrar of Companies

RoC - Ahmedabad

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

SHREE RADHE DAIRY FARM & FOODS LIMITED

Office No. 427/428, Fourth Floor, Sky View,, Nr.Swaminarayan
Temple, Opp. Sagwadi, Varachha Rd, Surat, Gujarat, India,
395006





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 8 the Companies (Incorporation) Rules, 2014]

I hereby certify that SHREE RADHE DAIRY FARM & FOODS PRIVATE LIMITED is incorporated on this Sixth day of June Two thousand sixteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U15111GJ2016PTC092355.

Given under my hand at Manesar this Sixth day of June Two thousand sixteen .

DS Ministry of
Corporate Affairs -
(Govt of India) 14

Digitally signed by DS Ministry of Corporate Affairs -
(Govt of India) 14
DN: cn=DS Ministry of Corporate Affairs - (Govt of
India), ou=CA - DS, postalCode=110016,
serialNumber=PKCE, st=AS, o=Ministry of Corporate
Affairs - Govt of India, c=IN
Reason: I signed in the accuracy and integrity of this
document
Date: 2016.06.06 16:33:50 +05'30'

SITARAM SHARAN GUPTA
Assistant Registrar of Companies

Central Registration Centre

For and on behalf of the Jurisdictional Registrar of Companies

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

SHREE RADHE DAIRY FARM & FOODS PRIVATE LIMITED

SHOP NO. 7, SATYAM SHIVAM SUNDARAM APP., ABRAMA ROAD,
MOTA VARACHHA, SURAT, Surat, Gujarat, India, 394101



SHREE RADHE DAIRY FARM & FOODS LIMITED*

1st. The Name of the Company is **SHREE RADHE DAIRY FARM & FOODS LIMITED***

2nd. The Registered Office of the Company will be situated in the State of Gujarat.

3rd. (a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on the business as producers, manufactures, processors, makers, inventors, convertors, dealers, importers, exporters, traders, buyers, sellers, packers, retailers, wholesalers, suppliers, preservers or otherwise deal in all kinds of food and dairy products and in particular but not limited to ghee and its allied products and all products and substances of any description derived from or by the manipulation or treatment of milk in any manner whatsoever, cream, butter, paneer, cheese, yogurt, margarine, condensed milk, powder milk, skimmed milk and ghee and to carry on the business as manufacturers, dealers, buyers, sellers, distributors, importers, exporters, traders, and deal in Ghee in different sizes and weights of all forms, containers and all types of drinks, fruits and dry fruits and eatables and frozen foods, milk, milk products of all kinds and description, condensed and powdered milk, flavored milk, fruit coloured milk, allied milk products, creamed butter, sausages, sweet confectionery.

(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE:—

1. To enter into arrangement for rendering and obtaining technical collaboration and knowhow for the purpose of attainment of the main object.
2. To carry on the business of dairy farming in all their respective forms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodorize, grind, bleach, hydrogenate, buy, sell, or otherwise deal in all kinds of agricultural, horticultural, dairy, poultry and farm produce and products including food grains cereals, seed, oilseeds, plants, flowers, vegetables, fruits, vegetables and edible oils, meat, fish, eggs and food and food products and preparation of any nature or description whatsoever.
3. To render service and cater, distribute, provide other eatables and to conduct, manage and carry on business as proprietors of dairies, hotels, restaurants, cafeterias, refreshments and tea rooms, cafes and snack bars.
4. To buy, breed, improve, import, sell, export and give on hire lend or otherwise deal or trade in buffaloes, cows and other animals. Cattle stock of every description.
5. To acquire by purchase, lease or otherwise for purpose of the Company any real personal property, rights, or privileges and in particular any land, buildings, rights, of way, easements, licenses, concessions and privileges, patents, patent rights, machinery, rolling stock, plant, accessories and stock-in-trade.

***Conversion of Private Limited Company to Public Limited Company vide Special Resolution passed at an Extra Ordinary General Meeting held on Tuesday, 21st Day of June, 2022.**

***Clause V is Altered vide Special Resolution passed at an Extra Ordinary General Meeting held on Thursday, 21st Day of March, 2019.**

6. To accumulate funds and to invest or otherwise employ moneys belonging to the Company upon any shares, securities or other investments whatsoever upon such terms as may be thought proper and from time to time to vary such investments in such manner as the Company may think fit.
7. To acquire any shares, stocks, debentures, debenture-stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
8. To invest and deal with the moneys of the Company in any investments, moveable or immovable, in such manner as may from time to time seem expedient and be determined, subject to the provisions of the Companies Act, 2013.
9. To borrow or raise money other than public deposits or to receive money in deposit at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures or debenture-stock, convertible into shares of this Company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities, subject to the provisions of Section 26 of the Companies Act, 2013 and directives of Reserve Bank of India, subject to the provisions Of the Companies Act, 2013.
10. To promote any firm, company or undertaking in India or abroad and to undertake or take part in the formation management, supervision or control of the business or operations or projects of any firm. Company, body corporate, undertaking, person, institution, association, departments and services of the Government, public or local authorities, trusts and scientific research and development centers in India or abroad. and for that purpose to act as consultants, administrators, agents or in any other capacity and to appoint and remunerate any Directors, administrators, managers or accountants or other experts or agent.
11. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same and to sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
12. To acquire either by way of purchase or subscription of shares, out right purchase or lease or development agreement lands with or without construction, buildings and structures, houses or other related properties for any tenure and any interest or rights connected therein for construction, investment or re-sale purpose
13. To purchase, take on lease or in exchange or on hire or otherwise acquire, erect, maintain, reconstruct and adopt in any part of the world any buildings, offices, workshops, factories, plants, machinery, accessories and other things found necessary or convenient for the purposes of the adding to altering or enlarging

all or any of the buildings, factories, premises and machinery for the time being the property, of the Company and by expanding from time to time such sums of money as may be necessary or expedient for the purposes of improving, adding to, altering, repairing and maintaining the buildings and machinery and property for the time being of the Company and to construct. Maintain and alter any buildings or works necessary or convenient for the purpose of the Company.

14. To purchase or by any other means acquire and protect, prolong and renew any patents, patent rights, brevets, invention, licences, protections, trade marks and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
15. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
16. To lend money or property on mortgage of immoveable property or on hypothecation or pledge of moveable property or without security to such person and on such terms as may seem expedient and in particular to customers of and persons having dealings with the Company, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949, subject to the provisions of the Companies Act, 1956.
17. To take over the business of the partnership or ownership firms with or without its assets and liabilities.
18. To enter into any arrangements with the Government of India or with any States or with any authorities, municipal, local or otherwise or with any persons, partnership firms, proprietor firms, companies, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authority or persons any rights, powers, privileges, licences, decrees, sanctions, grants, and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions, grants and concessions.
19. To provide for the welfare of Directors or employees or ex-employees of the Company or its predecessors in business and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing of contributing to provident and other associations, institutions, funds, profit-sharing or other schemes, or trust and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
20. To make, draw, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bill of lading, debentures and other negotiable or transferable instruments or securities and to open Bank accounts, current or overdraft and operate on the

same.

21. To distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any moneys, received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares.
22. To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, building, easements, machinery, plant and stock-in-trade.
23. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public institutions or objects or for any exhibition.
24. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital.
25. 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, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
26. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with scientific research, trade, industry or commerce and particularly with the business and activities of the Company including any association, institution or fund for the protection of the interest of masters, owners and employers against loss, by bad-debts, accidents or otherwise.
27. To apply for, promote and obtain any Act, charter, privilege, concession, licence, authorization, if any: Government, State or municipality, provisional order or licence of any authority for enabling the Company to carry out any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
28. To make donations to such persons or institution and in such cases and either of cash or any other assets that may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, educational, scientific, religious or benevolent, national, public or other institutions, objects or for any exhibition or for any public, objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience 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 connection 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 lumpsum and to make payments towards insurance and to form and contribute to provident and benefit

funds of or for such persons.

29. To refer or agree to refer any claim demand, dispute or any other questions, by or against the Company, or in which the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to all acts, deeds, matters and things to carry out or enforce the awards.
30. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
31. To distribute any of the property of the Company in specie among the members subject to the provisions of the Companies Act in the event of winding-up.
32. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
33. To train or pay for the training in India or abroad of the Company's employee or any candidate in the interest of or for the furtherance of the Company's objects.
34. To carry on any business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangements with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
35. To appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be interested.
36. To take part in the supervision and control of the business of the operations of any company or undertaking and to appoint and remunerate any directors, trustees, accountants or other experts or agents for such business operations.
37. To acquire and undertake the whole or any part of the business, property and liabilities of any person firm or company carrying on or proposing to carry on, possessed of property suitable for the purposes of this Company, or which is capable of being conducted so as directly or in-directly to benefit the Company.
38. To sell any patent rights or privileges belonging to the Company of which may be acquired by it or any interest in the same, and to grant licence for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges, which the Company may be interested.
39. To pay all preliminary expenses of any company promoted by the Company or any Company in which the Company is or may

contemplate being interested including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by any such company.

40. To invest and deal with the surplus monies for the Company in such manner as may from time to time be determined with or without security.
41. To receive money on deposit other than public deposit or loan and borrow or raise money in such manner as the Company shall think fit, and to secure the repayment of any money borrowed, raised or owing or the repayment or performance of any debt liability, obligation, contract, guarantee or other engagement incurred or to be entered into by the Company or any other person or company in any way and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) or by mortgage, charge or lien upon all or any of the property or assets, of the Company (both present and future), including its uncalled capital and to purchase redeem or payoff any securities, subject to the provisions of Section 58-A and directives of R.B.I.
42. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
43. To carry on the business of consultants and advisers to individuals, bodies, corporate, societies, undertakings institutions, associations, government, local authorities and others on problems relating to the administration, (organisation and management) of industry and business and the training of personnel for industry and business and to carry on all or any of the business of industrial business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services,
44. To engage in research into all problems relating to personnel and industrial and business management and distribution marketing and selling, and to collect, prepare and distribute information and statistics relating to any type of business and industry and generally to act as market research consultants.
45. To act as issue house, transfer agents and liaison officers and generally to act as agents or representatives and to undertake accountancy, clerical, or similar work.
46. To collect, acquire, preserve, tabulate, distribute, disseminate and publish information and statistics connected with any trade or industry throughout all markets or territories with or without observations, comments, notes or explanations thereon.
47. To carry on or operate a technical service to provide development work on any product, substance, material or thing and their uses and applications, training of workers in operating equipments, and work out and provide for free use or resale or by licensing, new or reformed technical know-how on their applications or new processes.
48. To carry on the business of hotel, restaurant, cafe house, restaurant room, boarding, and lodging house keepers, manufacturers of aerated mineral and artificial waters and other drinks, caterers for public amusements.

49. To carry on the business as financial advisers and to advise and assist in all financial, costing, accounting internal control and other similar matters to advise and assist in the preparation of all revenue and capital budgets, deployment of funds, long term planning of utilisation of resources for rehabilitation, renewal, expansion and diversification procuring bank and institutional finance including cash credit facilities, overdraft, facilities, subscription of debentures and term loans, to asses the needs for short and long term credit facilities and raising of resources, to advise assist in the formulation of internal control procedures for the maintenance and presentation of all assets and prevention of fraud, wastage, financial and cost accounting procedure and other connected matters, to advise and assist in formulating long term financial policies and control of their execution, and generally to advise and assist in all financial, fiscal and revenue matters.
50. To carry on business as brokers and agents, in respect of all classes of insurance including marine, fire; life, accident, burglary, workman's compensation, indemnity and motors subject to the Insurance Act, 1938.
51. To purchase, manufacture, construct, fabricate, prepare for market, assemble, hire, let on hire, alter, exchange, treat, repair, improve, and deal in all kinds of plants, machinery, equipments, accessories, spare parts, appliances, tools, apparatus utensils, receptacles, materials, substances, articles, things, requisites and facilities of all kinds and description.
52. To carry on business as manufacturers of and dealers in, all types of containers, receptacles, boxes, cartons, cases, drums, cages, bins, jars, carboyds, tubes, cartes; packing cases, cans, bottle vials and fittings thereof of every kind and to manufacture and deal in plastic, bakelite, celluloid, glass, woods, plywood, hardboard, strawboard, and boards of all other description and any other material whether chemically treated or not, used for the manufacture of any of the aforesaid articles.
53. To carry on the business of warehousemen, removers, packers, houlers, transport, cartage and houlage contractors, and agents, storekeepers and general providers, carriers, custom agents, forwarding, transport and commission agents, wharfingers, cargo superintendents, jobmasters mucadams, and to receive valuables, securities, goods and material of all kinds on deposit or for safe custody and to lend or give guarantee on the security thereof.
54. To promote, establish, acquire and run or otherwise carry on the business of Plastic industry or business manufacturers of and dealers of plastic products and materials Thermoplastic and Thermosetting of wax bakelite, celluloid products, chemicals of all sorts and other articles of things and similar or allied products or processes and to sell, purchase or otherwise acquire or deal in materials of things in connection with such trade, industry of manufacture and to do all things as are usual or necessary in relation to or in connection with business or industry or manufacture.
55. To carry on business of the manufacturers and dealers, importers and exporters of natural and synthetic resins, moulding powers, adhesives and cements, oil paints, distempers, cellular paints, colours, varnishes, enamels, gold and silver leaf enamels, spirits and other allied articles.
56. To carry on the business of waterproofers and manufacturers of

Indian Rubber, leather, imitation leather, leather cloth, plastics, oil, cloth, linoleum, tarpaulin, hospital sheeting.

57. To carry on the business of manufacturing, buying, selling, exchanging, converting, altering, importing, exporting, processing, twisting or otherwise handling or dealing in cotton yarn, silk yarn, artificial and pure staple fibre and such other fibre, fibres and fibrous materials or allied products or substances or substitutes for all or any of them, or yarn or yarns for textile or other use; as may be practicable or deemed expedient.
58. To carry on the business of manufacturers of and dealers in chemicals of any nature and kind whatsoever and as wholesale or retail chemists, drysalters, oil and colour men, importers, exporters and manufacturers of- and dealers in heavy chemicals, alkalis, acids, drugs, tanis, essences, pharmaceutical, sizing, medicinal, chemical, industrial and other preparations and articles of any nature and kind whatsoever, mineral and other waters, soaps, cements, oils, fats, paints, varnishes, compounds, rubber, chemicals or preparations, drugs, dyestuffs, organic or mineral intermediates, paints and colour grinders, makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials 'sad to manufacture, refine, manipulate import and deal in salt and marine minerals and their derivatives, byproducts and compounds of any nature and kind whatsoever.
59. To manufacture, buy, sell, convert, fabricate, film, bags; tubes, containers of any size or shape, rigid, flexible or a composite of both, from any thermoplastics or thermosetting materials by the moulding.
60. To design, manufacture, assemble, contract for, buy, sell, let out on hire; provide consultancy services and generally deal in engines of all types, automobiles and all other moters, agricultural tractors and implements and other machinery items, pumps, fluid compressors, boats, planes, plant, tie-rod ends and linkages, including all types of ball joints, hydraulic and fluid dampers including shock absorbers, sparking plugs, dynamoes, alternators, thermostatic bimetal relays, clad metals in various combinations, electrical contacts and assemblies thereof, propellers, air steam, gas, water and other fluid gauges, indicators, governors, injectors, high and low pressure and other valves, pistons, piston rings, gudgeon pins, circlose, chains, stayrods, wires, fans; forges, bolts, nuts, screws, washers, studs, drill pins; rivets, hinges' nails, spikes, variable and other gears, buffers, stops, fabrics in timber, canes, asbestos, canvas, linen, radiators, pulleys, belts and belt fasteners, hoods, wind and other screens and shields, lamps, silencers, petrol tanks, chasis, mats, crank cases and gear boxes, commodities, wares, petrol and other fuels and all chemicals, accessories, appliances and tools of every description, whether for use in connection with automobiles, refineries, petrochemical plants, shipping, aeronautics, various"l dustries, munitions of war, .engineering or otherwise however and all kinds of straight, other allied goods, materials, parts, utensils, compounds and accessories or requirements.
61. To carry on the business of electricians, electrical engineers and manufacturers of all kinds electrical machinery and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply, deal in accumulators, lamps, meters, engines, dynamos, batteries, telephonic or telegraphic apparatus of any kind and manufacturers of and dealers scientific instruments of any kind.
62. To acquire from time to time and to manufacture and deal in




cotton, art silk and woolen textile.

63. To carry on the business of engineers, chemists, druggists, drysalter, oil and colour men importers and manufacturers of and dealers in pharmaceutical, medical, chemical industrial and other preparations and articles, compounds, pills, paints, pigments and varnishes, drugs; dyeware and paints, and colour grinders, cabinet makers, makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials, and to buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus.
64. To carry on business as iron-masters, iron-founders, iron-workers, steel-makers, blast furnace proprietors, brass-founders and metal makers, refiners and workers generally, shipbuilders and shiprights, dock and wharf owner, colliery owner, ore importers and workers, sand-blast workers, mechanical engineers, motor engineers, electrical engineers, oil, fuel engineers, constructional engineers, marine engineers, civil engineers, consulting engineers, mill wrights, wheelwrights, cement and asbestos manufacturers, wood and timber merchants, joiners, woodworkers, manufacturing, chemists, quarry owners, bricks and tile manufacturers, galvanizers, machinists, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage owners and oil merchants and contractors generally.
65. To carry on business as importers, exporters, import agents, buyers and sellers of mechanical, electrical, refrigeration, air-conditioning, pharmaceutical, chemical and other predicts, apparatus, tools, appliances and all kinds of food stuff, canned or otherwise including meat, sheep pigs, poultry preserved meat and other commodities articles goods or things 0'; every description and as general merchants, bakers, and confectioners.
66. To carry on the business of providing throughout the world through the medium of high speed telecommunication computer networking and satellite, all kinds of IT enabled services including data analysis, processing services providing, outsourcing services in the field including and relating to medical profession, legal profession, book-keeping, computer software, medical transcription, legal transcription and other transcriptions, medical billing services, insurance adjudication, claims processing, telemarketing and operating as call centers.
67. To carry on India and Abroad either alone or jointly or in partnership or in collaboration or joint venture with any other persons, firms or companies in India and Abroad the business of Software Designing, Developing, Marketing, Purchasing, Selling, Importing, Exporting, Franchising, Research and Development of Graphics and Web Designing Business Portal Development, E-Commerce, M-Commerce, and business related to coaching, consultancy, research and development and training and opening training centers relating to Computer Hardwares and Softwares in India or Abroad and to act in India and Abroad as consultants and service providers for Data Processing Services, Data Entry Operation Services, E-Marketing Services, E-Mail Services, Data Fax Services, Internet Services, Infranet Services, Internet Fax Services, Web Services, ISDN Services and Computer Systems AMC Holders and to Design, Develop, Buy, Sell, Import, Export, Represent, Franchise, Implement Trade, Hire, Lease, Deal with and carry on business of Computer Softwares and Information Systems including Package Softwares, Customised Softwares, Business Softwares, Education Softwares, Entertainment

Softwares, Databases, Computer Languages, Software Knowhows, Software Algorithms, Software Technologies, Software Projects and all Information Technology Products, Applications and Services.

68. To run, develop, re-develop, construct, re-construct, build, re-build, design, alter, improve, maintain, repair, buy, sell, lease, rent whole or in parts Software information Technology Parks in India and Abroad and for the same acquire land in India and Abroad by way of outright purchase or on lease.
 69. To undertake the business of establishing, promoting, supporting, developing, providing, operating, handling, managing, running, administering and organizing business of express delivery of documents, papers, packages, parcels and consignments within or outside India by air, water and all other surface mode of transport
 70. To undertake the business of freight forwarders, movers, transporter, carriers, customs clearing and forwarding agents and also to undertake business of warehousing, storing, logistics, and related services.
- 4th. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5th. The Share Capital of the Company is Rs.50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each.

We, the several persons, whose names and addresses are subscribed, 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 against our respective names:-

Sr No.	Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1	 <p>Bhupendra Natarajlal Surtkali J/S/O Natarajlal Bhupendra lal Surtkali J/S/O. Aad: Shop no: 7 Shree Jem. shreeam Sundaram. clpp. Atakmer Road. matar vakhelhu Road Surt. Gujarat. India Occupation: Business.</p>	5500 Five Thousand Five Hundred only	Bh + en	I witness to the subscribers who have signed in my presence on 20 th May, 2016. at Surat further I have verified their identity details (D.O) for their identification and satisfied my self of their identification particulars as filed in. Bhadesh M. Kothariya Address: 216, Sriter Vihar. Soc 2, Opp. Renuka bhavan APP. Prma SOMNAY Market Road, surat - 395010 Profession: Practicing Cost Accountant + Mem no. 37963 COP no. 37963 Sign <u>Bhadesh</u>
2	 <p>Shuvash Bhai BUBU Bhai Dhanuni S/O BUBUBHAI JAGUBHAI Dhanuni Address: 74, Dhanuni Fuliyu, Tal. KASAR Tal. KASAR, Tal- JAMKANDOLGA, dist. Rajkot, Gujarat, India. Occupation: Business.</p>	1500 one Thousand five Hundred only	Bh + en	Bhadesh M. Kothariya Address: 216, Sriter Vihar. Soc 2, Opp. Renuka bhavan APP. Prma SOMNAY Market Road, surat - 395010 Profession: Practicing Cost Accountant + Mem no. 37963 COP no. 37963 Sign <u>Bhadesh</u>
3	 <p>Kalprabhai fulabhai Thummar S/O fulabhai UKabhai Thummar Address: 201, ASHOK Nagar, Katarjyam, Surat, Gujarat India Occupation: Business</p>	3000 Three Thousand only	Bh + en	Bhadesh M. Kothariya Address: 216, Sriter Vihar. Soc 2, Opp. Renuka bhavan APP. Prma SOMNAY Market Road, surat - 395010 Profession: Practicing Cost Accountant + Mem no. 37963 COP no. 37963 Sign <u>Bhadesh</u>

Place: SURAT

Dated:

20/05/2016.

**THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SHREE RADHE DAIRY FARM & FOODS LIMITED***

Interpretation

I. (1) In these regulations-

- (a) "the Act" means the Companies Act, 2013,
- (b) "the seal" means the common seal of the company.

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

Public Company

II. Public company means a company which

- (a) is not a private company [and]
- (b) has a minimum paid-up share capital as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

Share capital and variation of rights

III. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

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

- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary..

Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

Explanation:- For the purpose of this item, it is hereby clarified that in case of One person Company, it shall be sufficient if the certificate is signed by a director and the company secretary, wherever the company has appointed a company secretary, or any other person authorized by the Board for the purpose

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem

***Conversion of Private Limited Company to Public Limited Company vide Special Resolution passed at an Extra Ordinary General Meeting held on Tuesday, 21st Day of June, 2022.**

adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

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

Lien

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

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- 10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
Provided that no sale shall be made—
 - (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

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

Calls on shares

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

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

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

Transfer of shares

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

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

Transmission of shares

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

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

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

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

Forfeiture of shares

28. If a member fails to pay any call, or 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
29. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - (iii) The transferee shall thereupon be registered as the holder of the share; and
 - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

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

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
 - (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

Capitalization of profits

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

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

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.
43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
48. In case of a One Person Company—
- (i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;
- (ii) such minutes book shall be signed and dated by the member;
- (iii) the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

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

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. The number of the directors and the names of the first directors are :
1. **BHUPATKUMAR NARANBHAI SUKHADIYA**
 2. **JAGRUTIBEN SUKHADIYA**
61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
62. The Board may pay all expenses incurred in getting up and registering the company.
63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
64. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
68. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the

company, but for no other purpose.

- 70.** (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- 71.** (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 72.** (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 73.** (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 74.** All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- 75.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
- 76.** In case of a One Person Company—
- (i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;
- (ii) such minutes book shall be signed and dated by the director;
- (iii) the resolution shall become effective from the date of signing such minutes by the director.

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

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

The Seal

- 79.** (i) The Board shall provide for the safe custody of the seal
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board 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.

Dividends and Reserve

- 80.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 81.** Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- 82.** (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 83.** (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 84.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 85.** (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to

whom it is sent.

- 86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 88. No dividend shall bear interest against the company.

Accounts

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

Winding up

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

Indemnity

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

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association.

Sr No.	Names, addresses, descriptions and occupations of subscribers	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1	 <p>Bhupendra Natambhai Sukheliya S/O Natarajambhai Bhugvanthai Sukheliya. Address: Shop no. 7, Shetram shram, Sundhram App. Abhama Road, Meera Vachha Road, Surat. Gujarat. India. Occupation: Business.</p>		<p>I witness to the subscribers who have signed in my presence on 20th May, 2016, at Surat. Further I have notified their identity details [ID] for their identification by self and satisfied my best of their identification particulars as filled in.</p> <p>Bhuresh M. Kotadiya S/O Mansukhbhai Kotadiya. Address: 216, Sarita Vihar Soc - 2, Opp. Purnima Bhawan Apt. Purna BOMBAY Market Road, Surat - 395010 Profession: practicing cost accountant Mem. no. 37963 COP no. 37963 Sign <u>Bhuresh</u></p>
2	 <p>Bhavesh Bhui Babu Bhui Dhunani S/O Babu Bhui Jugal Bhui Dhunani Address: 7B, Dhunani Purniya, Tarek Sagar, Tarakusar, Tulum Kundodan, Dist - Rajkot, Gujarat, India Occupation: Business</p>		
3	 <p>Karshbhai Jugalbhai Thrommar s/o Jugalbhai Jugalbhai Thrommar Address: 201, Ashok Nagar, Katarjam, Surat, Gujarat, India. Occupation: Business</p>		

Place: SURAT

Dated: 20/05/2016.