
**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
VEERHEALTH CARE LIMITED**

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L65910MH1992PLC067632

मैसर्स NIYATI INDUSTRIES LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
NIYATI INDUSTRIES LIMITED

जो मूल रूप में दिनांक दस जुलाई उन्नीस सौ बानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
NIYATI LEASING LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्.आर्.एन B77619260 दिनांक 11/07/2013 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
VEERHEALTH CARE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र मुंबई में आज दिनांक ग्यारह जुलाई दो हजार तेरह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L65910MH1992PLC067632

In the matter of M/s NIYATI INDUSTRIES LIMITED

I hereby certify that NIYATI INDUSTRIES LIMITED which was originally incorporated on Tenth day of July Nineteen Hundred Ninety Two under the Companies Act, 1956 (No. 1 of 1956) as NIYATI LEASING LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B77619260 dated 11/07/2013 the name of the said company is this day changed to VEERHEALTH CARE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Mumbai this Eleventh day of July Two Thousand Thirteen.

Signature valid
Digitally signed by Bhat
Marpal Singh Bhat
Date: 2013.07.11 15:23:44
GMT+05:30

Registrar of Companies, Maharashtra, Mumbai

कम्पनी रजिस्ट्रार, महाराष्ट्र, मुंबई

*Note: The corresponding form has been approved by RAJENDER SINGH MEENA, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

VEERHEALTH CARE LIMITED
629-A, 1ST FLOOR, GAZDAR HOUSE, DHOBI TALAO,, JAGANNATH SHANKARSHETH
MARG, KALBADEVI POST OFFICE,
MUMBAI - 400002,
Maharashtra, INDIA



No. 11-67632

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,
MUMBAI.

In the matter of NIYATI LEASING LIMITED

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G.S.R. 507E dated the 24th June 1985 the change of the Company :

from **NIYATI LEASING LIMITED**

to **NIYATI INDUSTRIES LIMITED**

and I hereby certify that **NIYATI LEASING LIMITED**

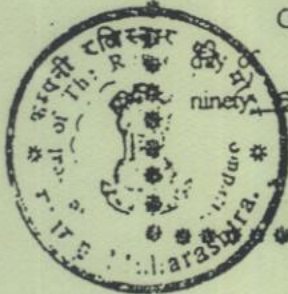
which was originally incorporated on TENTH
day of JULY, 92 under the Companies Act, 1956 and under the name
NIYATI LEASING LIMITED having
duly passed the necessary resolution in terms of section 21(2)(a) of the
Companies Act, 1956 the name of the said Company is this day
changed to **NIYATI INDUSTRIES LIMITED**

and this
certificate is issued pursuant to Section 23(1) of the said Act/

Given under my hand at MUMBAI this TWENTYSEVENTH
MARCH

one thousand nine hundred
ninety SEVEN.

R Vasudevan
(R. VASUDEVAN)
Registrar
Register of Companies
Maharashtra, Mumbai.





प्रारूप० आई० आर०
Form I. R.

निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

ता० 11-67632 की सं०
No. of Date 92

मैं एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम 1956 (1956 का सं० 1) के अधीन निगमित की गई है और वह
कम्पनी परिसीमित है।

I hereby certify that NIYATI LEASING LIMITED

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

मेरे हस्ताक्षर से आज ता० को दिया गया।
Given under my hand at BOMBAY this TENTH
day of JULY One thousand nine hundred and NINETY TWO

(S. L. PANIGAR)
कम्पनियों का रजिस्ट्रार
ADDL. Registrar of Companies

जे० एत० सी० 1
J. S. C. 1

32/एम०एफ०एस०/सिविल/कल/89—20,000—8-8-90—भासमुगा।
32/MFS/Civil/Cal/89—20,000—8-8-90—GIPG.

11-67632



सत्यमेव जयते

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र

Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149(3) के अनुसार
Pursuant of Section 149(3) of the Companies Act, 1956

हैं एवंद्वारा प्रमाणित करता हूँ कि

जो कम्पनी अधिनियम, 1956 के अधीन तारीख को नियमित की गई थी और जिसने आज विहित प्ररूप में सम्यक रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149(1) (क) से लेकर (घ) तक/149(2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the **NIYATI LEASING LIMITED**

which was incorporated under the Companies Act, 1956, on the **TENTH** day of **JULY** 19**92**, and which has this day filed a duly verified declaration in this prescribed form that the conditions of Section 149(1)(a) to (d)/149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख को मेरे दिया गया।
Given under my hand at **BOMBAY** this **TWENTYTHIRD** day of **JULY** one thousand nine hundred and **NINETY-TWO**.

(**B. L. PANIGAR**)

कम्पनियों का रजिस्ट्रार
Addl. Registrar of Companies

जे० एस० सी०-10
J.S.C.-10

प्रभा ट्यूटेक-230 सिविल/85-86-भासट्यूटेक-(सी-71)-14-7-88-5,000.
MGIPTC-230 Civil/85-86-GIPTC-(C-71)-14-7-88-5,000.

THE COMPANIES ACT, 2013
COMPANIES LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
VEERHEALTH CARE LIMITED

- I. The name of the Company is VEERHEALTH CARE LIMITED.
- II. The registered office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To carry on and undertake the business of leasing and to finance lease operations of all kinds, purchasing all kinds of plant and machinery and equipment and to purchase or lease in all forms of immovable and movable property including lands and buildings, plant and machinery, equipment ships, trawlers, vessels, barges, aircrafts, automobiles, two wheelers, vehicles of every kind, computers, office equipments :house Appliances and electric equipments of every kind and description and all consulter commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and/or used.
1. (A) To carry on the business of manufacturer's of, dealers in, importers/exporters of Chemicals and pharmaceutical goods of all kinds including acids, salts, alkalies antibiotics and other pharmaceutical, medicinal and chemical preparations, articles, compounds, dyes, cosmetics, paints, pigments, oils, varnishes, resins, synthetics, soaps and other cleaning agents of all kinds and descriptions including its compounds, raw materials and ingredients.

2. To render leasing consultancy and advisory services to clients in the field of Equipment leasing.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

3. To purchase, take on lease, tenancy, or in exchange, hire or otherwise acquire for any estate or interest and to take options over any property, whether movable or immovable and any rights and privileges, which may be convenient for the purpose of its business or may enhance the value of any 'other property of the Company.
4. To purchase or otherwise acquire, construct, alter, repair, maintain, enlarge, manage, other buildings and structures in so far as the same may appertain to or be useful in the conduct of the business of the Company.
5. To obtain or acquire by application, purchase, license or otherwise and protect and renew in any part of the world any patents, rights brevets, invention, trade marks, designs licenses, concessions and the like conferring any exclusive or nonexclusive or limited right to their use or any secret or any other information as to any invention which may seem capable of being used for any of the purposes of the company, and to use exercise, develop or grant licenses in respect of or otherwise turn to account the 'property, rights or information so acquired and to spend money in experimenting upon, testing or improving any such patents inventions or rights.
6. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture or reciprocal concession or for limiting competition with any persons, firm corporation or company in India or elsewhere in any part of the world carrying on similar business or which can be carried on in conjunction therewith.
7. To Sell, lease, mortgage or otherwise deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stocks, debentures or other securities of any other Company whether or not having objects altogether or in part similar to those of the company.
8. To lend and advance money or give credit to such persons, companies, corporations or firms and on such terms as may seem expedient and in particular to customers and other having dealing with the Company and to release or discharge any debt or obligation owing to the Company.
9. To receive money on deposit or loan and borrow any money in such manner as the Company shall deem fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised owing by mortgage,

lien upon all or any other property or assets of the Company (both present and future) and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons, company, firm or body corporate of any obligation undertaken by the Company of any other persons, Company, firm or body corporate as the case may be provided however, that the Company shall not do any banking business as defined by Banking Regulation Act, 1949 and subject to the provisions of Section 58-A and directives of the Reserve Bank of India.

10. To draw make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, cheques, hundies, bills of lading, shipping documents, dock warrants and other negotiable or transferable Instruments.
11. In accordance with the law for the time being in force to reserve or to distribute as bonus shares to the members or otherwise to apply as the Company deems fit any money received by way of premium on any shares, debentures and bonds of the Company.
12. To guarantee the performance of any contract or any obligations of any company, firm or persons, and to guarantee the payment and repayment of the capital and principal and dividends, Interest or premium payable on any stock, shares and securities, debentures, debenture-stock mortgage own or other securities, issued by any company, corporation, firm, or person. including (without prejudice to the said generally) bank overdrafts, bills of exchange and promissory notes and generally to give guarantees and indemnities.
13. To enter into any trade or other combination of agreements with any other person, firm or companies having similar objects.
14. To enter into any arrangements with any government or authorities. municipal, local or otherwise, or any persons or company that may seem conducive to the main objects of the Company or any of them, and to obtain from any such government authority, persons or company any rights. privileges, charters, contracts license and concessions which may be desirable to obtain and to carry out and exercisable the same.
15. To obtain by Act, or any legislature, charter, privilege, concession, provisional order, license or authorisation of Government. Central and State. Municipality or any or all relevant authorities for enabling the Company to carry any of its objects or for any purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company.
16. To procure the recognition of the Company in any place in India and in any other country.
17. To establish branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the

Company to carry on its business more efficiently, and to discontinue and reconstitute any such branches or agencies.

18. To apply for membership or become a member of any company, association, society or body corporate having any objects similar to or identical with those of the Company, or likely, directly or indirectly, to promote the interest of the Company.
19. To grant pensions, allowances, gratuities, benefits, emoluments and bonuses and Provident Funds to employees, former employees and directors of the company and the widows and children of such persons and other dependents upon them, and to construct or contribute to the construction of houses, dwellings or quarters for the employees of the company and of other concerns which are or may be having contractual relationship with rendering any service to the company; and to join with any other persons, firm or company in doing any of these things.
20. To invest any monies of the Company not for the time being required for any of the purpose of the Company in such Investments (other stock in this company) as may be thought proper, to hold, sell or otherwise deal with such investments and as loans or deposits.
21. To support, donate, contribute and subscribe to any charitable, religious, educational or other public institutions, trusts, clubs, societies or individuals or body of individuals subject to relevant Law in force.
22. To undertake and execute any trust, the undertaking whereof may seem desirable and/or gratuitous or otherwise, and in particular to act as depositors of any shares or securities of and as agents or brokers for the investment, loan, payment transmission or collection of moneys and the purchase, sale, hire, improvement or development and management of property, movable or immovable, for any company, firm or persons (whether Indian or foreign) and to undertake and perform sub-contracts.
23. To do the things as mentioned above or hereunder as principals, agents, trustees, corporations, contractors or otherwise and by or through trustees, agents, corporations, contractors or otherwise and either alone or in conjunction with any other or others whether in India or anywhere else in the world.
24. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising, by circulars, by exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations subject to relevant Law in force.
25. To purchase, take on lease or in exchange or otherwise acquire, erect, sell and otherwise deal in any lands or buildings and factory having plant and machinery and other estate or interest in and any other rights connected with any such lands and buildings in India or elsewhere.

26. To Communicate with chambers of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
27. To vest any real or personal property rights or interest acquired by or belonging to the Company in any persons or company on behalf of or for the benefit or the company with or without any declared trust in favour of the Company.
28. To acquire and undertake the whole or any part of the business, profession, goodwill, contracts, agreements rights, privileges, effects, property or liabilities of any person, firm or body corporate, carrying on or proposing to carry on any business which the company is authorised to carry on or having property suitable for the purposes of the Company or which can be carried on in conjunction therewith.
29. To establish, promote, or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the rights, liabilities and properties of the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise deal with all or any part of the shares, debentures or other securities of any such other company or companies.
30. The establish institutions for the training and carry on of analytical, experimental and other work or undertake any research in relation to the general objects of the Company.
31. To pay out of the funds of the company all cost, charges and expenses preliminary any incidental to the promotion, formation, establishment and registration of the company.
32. In connection with the business of the Company, to develop and turn to account any land acquired by the Company or in which the Company is interested and in particular by laying out or by preparing the same for building purposes, constructing buildings, shops, godowns, public works, by simple process or by using pre-fabricated materials, altering pulling down, decorating, and by planting, furnishing, fitting up and improving building, on lease or building agreement, and by advancing money to and entering into Contracts and arrangements of all kinds with builders, tenants and others in India and/or abroad.
33. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, concession, properties or rights.
34. To apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the company, and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest.

35. To open bank accounts of all kinds including overdraft account, and to operate the same.
36. To accept gifts, bequests, demises and donations from members and others of moneys, assets and properties of any kind.
37. To remunerate any person, firm or company rendering services to this company, either by cash payment or by the allotment to him or them of shares or securities (including debentures) of this company credited as paid up in full or in part or otherwise as may be though expedient.
38. To create any Reserve Fund/Account, Stoking Fund Insurance Fund/Account or any other Special Fund/Account whether for depreciation, or for repairing improving extending or maintaining any or the property of the company or for any other purpose, Conducive to the interest of the Company and to vary or transpose the same.
39. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or though an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area to promote and assist rural development, and that the words "rural area" shall include such area as may be regarded as rural areas under Section 35CC of the Income-tax Act. 1961 or any other law relating to rural development for the time being in force. To implement any of the above mentioned objects or purposes transfer, without consideration or at such fair concessional value and subject to provisions of companies Act, divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Organization(s) or Person(s) ,
40. To undertake carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, organising lectures or seminars which are likely to advance these objects or for giving merit awards, or forgiving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable then to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust,

having any one of the aforesaid objects by giving donations or otherwise in any other manner in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to provisions of companies act to divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Organisation(s) or Person(s).

41. To give donations and to advance and lend money to any person, institutions, organisation, trust, fund, on such terms and conditions and with or without interest or at concessional rate of interest as may seem expedient for the fulfillment of the objects contained in the above clauses.

(C) OTHER OBJECTS.

42. To issue on commission, subscribe for, purchase or otherwise acquire and ,sell, dispose of, exchange, hold, and deal in shares, stocks, debenture-stock public securities or other securities issued by any authority Central State, Municipal, Local or otherwise.
43. To carry on the business of money lending, acting as finance brokers, of insurance and acting as brokers, and agents of underwriters, valuers, surveyors, mortgage brokers and undertaking the provision of hire purchase and credit sale finance and of acting as factors and brokers in any line or activity (provided that nothing contained here shall enable the Company to carry on the business of Banking defined in the Banking Regulation Act, 1949).
44. To carry on the business of guaranteeing the performance of any contract or obligation of any Company, firm or persons, and of guaranteeing the payment and payment of the capital and principal of dividend, interest or repayment of the capital and principal of dividend, interest or premium payable on any stock, shares and securities, debenture stock, and other securities, issued by any Company, Corporation, firm or persons, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of persons filling situations of trusts confidence or due performance of duties.
45. To promote, organize, manage, or deal with Unit Trust, and to hold, dispose of or deal with their Share and Securities whether of fixed or variable return.
46. To carry on the business of an investment trust company and to underwrite, sub-underwrite, to invest in, and acquire and hold, sell, buy obligations and securities issued or guaranteed by Indian or Foreign Governments, State, Dominions, Sovereigns, Municipalities, or Public Authorities or Bodies and shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any company, corporation, firm or person whether

incorporated or established in India or elsewhere.

47. To provide a package of investment services by acting as Managers to public issue of securities, by underwriting securities, act as issue House and to carry on the business of Registrars of Investment Schemes.
48. To finance industrial and non-industrial enterprises and to promote or assist companies and other organisations engaged in industrial and non-industrial business and to provide finance and/or to take over the management of sick unit or to provide management consultancy services to sick unit.
49. To carry on and undertake the business of portfolio investments and deal in equity shares, preference shares, stocks, debentures, convertible and non-convertible company Deposits, Government Securities, including Government Bonds, Loans, National Saving Certificates, Post Office Savings Schemes, Units of Investments.
50. To act as financial consultants, management consultant, and provide advice, Services consultancy in various fields, general administrative, secretarial commercial financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
51. To manage investment pools, mutual funds, syndicates in shares, stocks, securities, finance and real estate.
52. To carry on the business of mining, refining and preparing for market ores, minerals; metals and substances of every kind and description and processing them and trading in them and their products and by-products.
53. To carry on business of prospecting, exploring opening and working mines, drill and sink shafts or wells end to pump, refine, raise, dig and quarry for oil petroleum, gold, silver, diamonds precious stones, coal, earth, limestone, iron, aluminium, titanium, vandaium, mica, apakite, chrome, copper, gypsum, lead, manganese, molybdenum, nickel, platinum, uranium, rutile, sulphur, tin, zinc, zircon, bauxite and other ores and minerals.
54. To carry on the business of manufacturers of, dealers in, importers/exporters of Chemicals and pharmaceutical goods of all kinds including acids, salts, alkalies antibiotics and other pharmaceutical, medicinal and chemical preparations, articles, compounds, dyes, cosmetics,

paints, pigments, oils, varnishes, resins, synthetics, soaps and other cleaning agents of all kinds and descriptions including its compounds, raw materials and ingredients.

55. To carry on the business of manufacturers of, exporters. Importers. and dealers in organic and inorganic chemicals, petrochemicals, chlorine, fertilizers, manures, pesticides, soda ash, caustic soda, calcium carbide, ethyl, alcohol, coal tar, medicines,, ointments, essences, acids, toilet requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, colour, pigments, varnishes, inks, explosives, ammunition fuels, oils, greases, lubricants, vegetable oils and cotton seed oil.
56. To carry on the business of engineers, founders, smelters, fabricators, smiths, metal workers, metallurgists, electric and chromium platers, polishers, painters, tin, smiths, lock smiths. iron mongers, alloy makers and machinists, and manufacturers of all kinds used in mining, refining, manufacturing and processing of ores minerals goods and materials.
57. To carry on the business of manufacturers and fabricators of and dealers in machinery, machine tools, implements, engineering products, machinery spares and components of all types and in particular to manufacture, produce. repair, alter, convert. recondition, prepare for sale, buy, sell hire, import, export, let out on hire, trade and deal in machine tools and implements, other machinery, plant, equipment , article, apparatus, appliances, component part, accessories, fittings in any stage or degree of manufacture, process or refinement.
58. To carry on the business of manufacturers, importers, exporters and ship Breaking and dealers in, hirers, repairers, ships, boats, barges, trawlers sub-marines and aircraft vehicles and vessels of every description and their components and accessories.
59. To carry on the business of manufacturers, importers exporters and dealers In forgings, castings and stampings of all metals, tools, bolts, nuts, nails, rivets, hinges, hooks, handles, buckets, bath tubs, trunks, metal furniture, sewing machines, safes, chimneys , pipes, locks, dies, jigs, measuring, automobile parts, agricultural implements, armaments, tanks, guns and parts and components of all kinds of machinery.
60. To carry on the business of manufacturing processing and dealing in iron and steal, ferro alloys, tin. special steels, aluminum, copper, lead, zinc and their alloys, and products and of manufacturing and dealing in industrial machinery, boilers, internal combistion engines, ball, roller and tapers, bearings, tubes, cables, wire, pipes, cookers, printing machinery and textile machinery and their components and accessories.

61. To carry on the business of manufacturers, importers, exporters and dealers in hirers and repairs of electrical machinery equipment and appliances of all kinds and descriptions including motors, batteries, dynamos, bulbs, armatures, magnets, conductors, insulators transformers, converters, switch board, air conditioners, refrigerators, domestic appliances and electric equipments, including radars, computers, business machines, radios, television sets, tape recorders, gramophones, records, tapes and telecommunication equipment, and telephone, equipment and their components and accessories, including transistors resistors, condensers and coils.
62. To carry on the business of manufacturers, importers, exporters and dealers in all types of rubber, leather, plastic, latex, celluloid, bakelite and similar goods and their accessories and fittings, including tyres, rolls, rollers, shoes, and packaging items.
63. To carry on the business of manufacturers, exporters, importers and dealers and workers in cement, lime, plaster, ceramic, sanitary fittings asbestos sheets, chinaware, whiting clay, gravel, sand minerals, earth, coke, fuel and stone and builders' requisites and convenient of all kinds.
64. To carry on the business of makers of and dealers, Importers, exporters in scientific and industrial Instruments of all kind for indicating, recording, controlling, measuring and timing, and machine tools, precision tools, surgical instruments and appliances and artificial limbs, dental and optical equipment and goods, anatomical, orthopaedic and surgical appliances of all kinds and providers of all requisites for hospitals, patients' and invalids.
65. To carry on the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery and cutlery and their components and accessories and of producing, acquiring and trading in metals, bullion, gold ornaments, silver, silver utensils, diamonds, precious stones, paintings, coins, manuscripts, curios, antiques and objects of art.
66. To carry on business in India and elsewhere as manufacturers of and dealers in and 'importers and exporters of all kinds of packaging's and containers including cartons, boxes and cases wholly or partially of paper, board, wood, glass, plastics, rubber, metal, gelatine, tin or otherwise and glass of every description, fibrite boxes, corrugated containers, corrugated folding boxes, display boxes, aluminium foils and packing requisites of every kind and description.

67. To carry on the business of generating and distributing gas and heat and of manufacturing or dealing in all kinds of machinery, equipment and appliances required for generating, distributing, employing and consuming electricity and of acting as electrical engineers and contractors and of purifying and distributing water.
68. To carry on the business of constructing buildings, roads, bridges, dams, ports and working as builders and contractors, decorators and manufacture's and processors of and dealers in all kinds of building matee.als including bricks, tiles, marbles, hardware, cement, sanitary goods, road making materials and of acting as estate agents, brokers, managers of estate and properties. and of acquiring premises on lease and giving them on sublease.
69. To carry on the business of carriers of passengers and goods and merchandise by air, sea or surface transport and services and to act as clearing agents, forwarding agents, travel agents, charters, tour agents and freight contractors.
70. To acquire, by purchase, lease, exchange or otherwise own property, estates, lands, buildings, hereditaments, flats, garages, houses, halls, godowns, mills, factories, chawls, dwelling houses or other interest therein together with all buildings and structures standing thereon, with any rights connected with such lands, estates, buildings, hereditaments, flats, garages, houses, halls, godowns, mills, factories, chawls, dwelling houses, bridge or other immovable properties and to turn the same to account as may be expedient and in particular by laying out and preparing building site by planting, paving, draining and cultivating land and by demolishing, constructing, reconstructing, altering, improving, furnishing, maintaining, administering, equipping the same and to various types of constructions of buildings, houses, garages, halls, theatres, palaces, music halls, flats, offices, premises, shops, residential accommodation, godowns, warehouses, mills, factories, chawls, dwelling houses, bridges or other landed properties and construction Jobs, works and conveniences of all kinds and by consolidation and connecting and subdividing properties by leasing or otherwise disposing of the same and to advance money and to enter Into contracts and agreements of all lands with builders, tenants, occupiers.
71. To purchase, sell deal and traffic in lands; estates, houses, or other landed properties of any tenure whether freehold, leasehold or otherwise and any Interest therein and generally to deal in, traffic, develop and turn to account any land by laying out and preparing the same for building purpose, constructing, altering, pulling down, decorating maintaining, furnishing, fitting up and improving building flats, garages and entering into contracts and arrangement

with builders, contractors.

72. To promote, form, regular, housing co-cooperative societies or limited companies or other corporate bodies or associations of the purchasers or allottees or flats, garages, or other tenements on what is called "Ownership Basis" and to pay out of the funds of the Company all expenses with respect to the promotion, formation and registration of such societies, limited companies or other corporate bodies or such associations and to buy, sell, construct, repair, manage land and buildings for and on behalf of co-operative societies or limited companies or incorporated bodies or such associations subject to the laws in force:
73. To carry on the business of producing, distributing and exhibiting films, of manufacturing and dealing in cameras and photographic equipments and materials and of renting or hiring out or dealing in all kinds of machinery, equipment.
74. To carry on the business of running hotels, restaurants, lodging houses, cold storages, cinemas theatres, studios, exhibition halls, amusement centers and training institutions, garage and service stations, repair shops petrol pumps, safe deposit vaults, warehouses, godowns, car parks and hangars.
75. To carry on the business and professions of providing services of all types including technical administrative, marketing and other office services and providing services of technicians, scientists, artists, administrators, salesman, economists, accountants, tax experts and of acting as recruitment agents, advertising agents organizers of conferences, trustees, executors, administrators attorneys nominees, and agents (and to exercise the power of custodians, trustees and trust Corporations) and of working as professional consultants, technical management, productivity, taxation employment, investment, marketing, banking and economic problems and matters.
76. To carry on the business of procuring developing and supplying technical know-how, patents, inventions drawings, designs, and other scientific formulate and processes for the manufacture and processing of goods and materials and for the installation or erection of machinery or plant for such manufacturing and processing and for the working of mines, oil wells, and other sources of minerals and deposits and for search and discovery and testing of mineral deposits and for carrying out any operations relating to agriculture, animal husbandry, dairy of poultry farming, forestry and fishing and of rendering services in connection with the provision of such technical know-how.

77. To carry on the business of undertaking or arranging for the writing and publication of books, magazines journals or pamphlets on subjects relating to trade, commerce, industry, agriculture, medicine, banking, insurance investment, taxation, finance, economics, law and other subjects.
78. To carry on the business of metals, bullion, gold, silver, diamonds, precious stones, ornaments and jewellery and paintings and manuscripts and objects of art.
79. To carry on all or any of the trades or business of preparing, spinning, doubling, weaving, combing, scouring, sizing, bleaching, coloring, dyeing, printing, and finishing, working or manufacturing and or dealing in any way whatever, cotton, wool, silk, flax, hemp, jute, artificial silk, rayon, nylon and other fibrous or textile substances, Including synthetic yarns, polyester yarn, manmade fibres and cotton yarn.
80. To make and enter into forward and speculative transactions and to accept and or cut doubts or single options, in jute, hessian cloth, gunny bags, wheat, cotton, linseed, shares, securities, gold, silver, bullion, yarn textile products, and any other goods things or commodities.
81. To carry on the business as merchants traders, commission agents, buying agents, brokers, sellers. Importers, exporters dealers in or any other capacity and to import, buy, sell, barter, exchange, trade and deal in machinery components, spare parts, goods, produce, articles, and merchandise of any kind whatsoever and without prejudice to the generality of the forgoing in agricultural commodities, food grains, cash drops, cotton, tea, tobacco, products. paper products, jute, coffee, fruits, spices, vegetables, flowers, milk and milk products, seeds, raw materials required by industries, semi finished products of industries and finished products of industries including machinery, equipment, chemicals, intermediate, electrical goods, textile yarns, garments, furniture, minerals, ores and oil as wholesalers or retailers on the basis of ready delivery or forward contracts or on commission basis.
82. To manufacture, assemble, erect, Install, purchase, Import, export, equip, sell, trade, fabricate design, distribute repair, maintain, exchange, alter lease or hire, sell on hire purchase or installment system or to construct, develop, enter into arrangement for setting up the same either in whole or in part or any other way to deal in micro processor based mini and micro computers. digital and analogue computers and other computers and data processing system, photo setters, electric/electronic typewriters, word processors and accounting and business machines and components thereof and electronic equipment and goods such as TV receiver sets (both colour and black and white) video, cassette recorders, multiplies and players, tape recorder/radio (two-in-one) stereo cassette decks, video games, audio and video cassette tapes,

calculators, digital products, softwares, display devices, communication equipment etc. and components thereof.

AND IT IS HEREBY DECLARED THAT:

- a. The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects herein mentioned.
- b. The word "Company (save when used with reference to this Company) shall be deemed to include partnership or other body or association of person's whether incorporated or not and wherever domiciled.
- c. The objects set forth in each of the several clauses of paragraph III hereof shall have the widest possible construction and shall extend to any part of the world.
- d. Subject to provisions of the Companies Act, 1956, the objects set forth in any clause of sub-paragraph (C) shall be independent and shall be in no way limited or restricted by reference to or inference from terms of any of the clauses of sub-paragraph (A) or by the name of the Company. None of the Clauses in sub-paragraph (C) or the objects therein specified or the powers thereby confirmed shall be deemed subsidiary or ancillary merely to the objects mentioned in any of the clauses of sub-paragraph (A).
- e. Nothing in this paragraph shall authorise company to do any business which may fall within the purview of the Banking Regulation Act, 1949 or Insurance Act, 1938.

IV The Liability of the Members is Limited.

V * The Authorized Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crores Only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) equity share of Rs. 10 each with a power to increase or reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

* Clause V of MOA is amended as per Ordinary Resolution passed at the meeting of Shareholders of the Company held on 30th September, 2024.

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

Name, Address , Descriptions Occupations of The Subscribers	No Of equity Shares By each subscriber	Signature of the subscriber	Signature Of the Witness with Address, Occupation
YOGESH M. SHAH 4, VRINDVAN, CHRUCH RD, VILE PARLE (W), BOMBAY- 56. S/O. MAHASUKHLAL SHAH BUSINESS .	10/-	Sd/-	WITNESS FOR ALL SD/- YOGESH A. DESAI OCCUPATION- CHARTERED ACCOUNTANT S/O AMRIT DESAI. A.M. DESAI & ASSOCIATES CHARETED ACCOUNTANT "PARSHWA DEEP, 2ND FLOOR, 140- 142,SHAMALDAS GANDHI MARG, BOMBAY- 400002
BHAVESH N. SHAH 94/C, GOWALIA TANK, 102, ATMAJ BUILDING, BOMBAY- 400036. S/O. NAVINCHANDRA K SHAH BUSINESS	10/-	Sd/-	
CHANDRESH I. SANGHVI 1-3 MINT ROAD, OPP. TO G.P.O. FORT, BOMBAY- 400001. S/O INDRAVADAN SANGHVI. BUSINESS	10/-	Sd/-	
KALPANA Y. SHAH 4,VRINDVAN, CHRUCH RD, VILE PARLE (W), BOMBAY- 56. W/O. YOGESH M SHAH HOUSEWIFE	10/-	Sd/-	
DIVYA N SHAH 94/C, GOWALIA TANK, 102, ATMAJ BUILDING, BOMBAY- 400036. W/O. NAVINCHANDRA K SHAH BUSINESS	10/-	Sd/-	
DEEPA N SHAH 94/C, GOWALIA TANK, 102, ATMAJ BUILDING, BOMBAY- 400036. D/O. NAVINCHANDRA K SHAH BUSINESS	10/-	Sd/-	
DEVENDRA M SHAH 4,VRINDVAN, CHRUCH RD, VILE PARLE (W), BOMBAY- 56. S/O. MAHASUKHLAL SHAH BUSINESS	10/-	Sd/-	
TOTAL	70/-		

BOMBAY

DATE- 1ST JULY 1992

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
VEERHEALTH CARE LIMITED

TABLE F

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.

Share capital and variation of rights

II. 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 be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

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

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

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

4. Except as required by law, no person shall be 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 rule 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 authorize some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

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

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

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

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

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

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board –

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

Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

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

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve;
or
- (b) any transfer of shares on which the company has a lien.

21. The Board may decline to 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 person.

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 complied with.

Forfeiture of shares

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall –

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the share.

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution, –

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock, –

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

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

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

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

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

Capitalization of profits

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

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

- (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.

39. (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 capitalized 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 authorize 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 capitalization, 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 capitalized, 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

40. 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

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

42. (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

43. (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.

44. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. 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.

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

Adjournment of meeting

47. (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

48. 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.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (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.
51. 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.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. 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.
54. (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

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. 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

58. 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.

59. (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.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. 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.

62. 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.

63. 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.

64. (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

65. (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.

66. (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.

67. 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.

68. (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 members to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or member 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.

70. (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.

71. (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.

72. 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.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

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

74. 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.

75. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

76. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least 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

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

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

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

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

80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

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

82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

85. No dividend shall bear interest against the company.

Accounts

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

Winding up

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder –

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

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

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

Name, Address , Descriptions Occupations of The Subscribers	No Of equity Shares By each subscriber	Signature of the subscriber	Signature Of the Witness with Address, Occupation
YOGESH M. SHAH 4, VRINDVAN, CHRUCH RD, VILE PARLE (W), BOMBAY- 56. S/O. MAHASUKHLAL SHAH BUSINESS .	10/-	Sd/-	<p>WITNESS FOR ALL SD/-YOGESH A. DESAI OCCUPATION- CHARTERED ACCOUNTANT S/O AMRIT DESAI. A.M. DESAI & ASSOCIATES CHARETED ACCOUNTANT "PARSHWA DEEP, 2ND FLOOR, 140- 142,SHAMALDAS GANDHI MARG, BOMBAY- 400002</p>
BHAVESH N. SHAH 94/C, GOWALIA TANK, 102, ATMAJ BUILDING, BOMBAY- 400036. S/O. NAVINCHANDRA K SHAH BUSINESS	10/-	Sd/-	
CHANDRESH I. SANGHVI 1-3 MINT ROAD, OPP. TO G.P.O. FORT, BOMBAY- 400001. S/O INDRAVADAN SANGHVI. BUSINESS	10/-	Sd/-	
KALPANA Y. SHAH 4,VRINDVAN, CHRUCH RD, VILE PARLE (W), BOMBAY- 56. W/O. YOGESH M SHAH HOUSEWIFE	10/-	Sd/-	
DIVYA N SHAH 94/C, GOWALIA TANK, 102, ATMAJ BUILDING, BOMBAY- 400036. W/O. NAVINCHANDRA K SHAH BUSINESS	10/-	Sd/-	
DEEPA N SHAH 94/C, GOWALIA TANK, 102, ATMAJ BUILDING, BOMBAY- 400036. D/O. NAVINCHANDRA K SHAH BUSINESS	10/-	Sd/-	
DEVENDRA M SHAH 4,VRINDVAN, CHRUCH RD, VILE PARLE (W), BOMBAY- 56. S/O. MAHASUKHLAL SHAH BUSINESS	10/-	Sd/-	
TOTAL	70/-		

BOMBAY

DATE- 1ST JULY 1992