

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**<sup>1</sup>NIRAJ CEMENT STRUCTURALS LIMITED**

- I. The name of the Company is **<sup>1</sup>NIRAJ CEMENT STRUCTURALS 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 ARE:-**
1. <sup>2</sup>To carry on the business of construction of highway expressways, turnkey projects, roads, bridges, tunnels, setting up of various infrastructure facilities for mall, village, town city developments, turnkey projects and to carry on the business of builders, contractors, dealers in and manufacturers of pre-fabricated and pre-caste houses, buildings, and erections and materials, tools Implements, machinery and metal ware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith.
  2. To carry on the business of manufacturers, dealers, processors, fabricators, drawers grills, Importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, rollers and reorders of ferrous and non- ferrous metals, Iron, brass, lead, silver, steels, bimetal products, copper and copper alloys, alloy steels, stainless steels, brass, shafting, squares from scrap, sponge Iron, pre-reduced pillars, cements, cement structural, billets, Including manufacturing processing, and fabricating of pipes, wires, nails, wire-ropes, wire products, screws, expended metal hinges, plates, hopes angles and to manufacture any other engineering products to be used for constructions and infrastructure.

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<sup>1</sup> The name of the Company changed from M/s. Niraj Cement Structurals Private Limited to M/s. Niraj Cement Structurals Limited by a special resolution passed during an Extraordinary General Meeting (EGM) held on December 12, 2005.

<sup>2</sup> The resolution as Special Resolution passed in the Extra Ordinary General Meeting of the Company held on 14<sup>th</sup> November, 2006 has replaced the main object in place of clause 1 to 2 and shifted to other objects III C as clause 53 to 54 to do the business.

**For NIRAJ CEMENT STRUCTURALS LTD.**

*[Signature]*  
Company Secretary

**(B) THE OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE:**

3. To carry on the business of, developers of co-operative housing societies, group and mass housing schemes, housing schemes, townships, holiday resorts, hotels motels, and In particular preparing of building sites, constructing, reconstructing, erecting, altering, repairing, Improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, sheds, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial, educational purposes and conveniences, to purchase for development, Investment, or for re-sale of lands, house, buildings, structures and other properties of any tenure and any interest therein and purchase, sell and deal in leasehold and freehold land to make advances upon the security of lands, houses, structures and other property or any interest therein and to purchase sell, lease, hire, exchange or otherwise deal in land and house property and other property whether real or personal and to turn the same into account as may seem expedient.
4. To carry on business as developers of land, buildings, immovable properties and real estates by constructing reconstructing, altering, repairing, Improving, decorating, furnishing, and maintaining offices, flats, houses, factories, ware-houses, shops, wharves, buildings, works and conveniences and by consolidating, connecting and subdividing Immovable properties and by leasing and disposing off the same.
5. To carry on business of building, erecting and constructing structures, buildings, houses, or sheds including RCC works and other fixtures on lands and/or buildings and to convert and appropriate such lands into and for roads, streets, squares, gardens and other conveniences and to make, build or construct, surface, metal or otherwise repair roads and carry on business of builders, constructors, contractors and road repairers and of lying out, designing, constructing or building of all kinds of dams, bunds canals, bridges and irrigation works including construction of power house or power stations.
6. To carry on business or undertake contracts on & turnkey basis or otherwise as structural engineers, erectors, electrical engineers and as general constructional engineers and contractors or architects.
7. To carry on business of sale, purchase, stockists, agents, licensees of any raw materials, patents, machines, equipment's, Implements or things used or required for civil construction.
8. To establish, maintain, conduct and carry on the business of estate owners, dealers and agents and estate developments.

For NIRAJ CEMENT STRUCTURALS LTD.

Company Secretary



9. To acquire and take over any business or undertaking carried on in connection with any land or building which the company may desire to acquire or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same, to dispose off or remove or put and end thereto or otherwise deal with the same as may seem expedient.
10. To purchase or otherwise acquire or to carry on the trade in bricks, stones or other building material of any kind whatsoever and without prejudice to the generally of these presents to manufacture slabs made from cement and/or concrete, cement concrete or iron beams and ends or girders, concrete or cement piles for pressure piling, and all such implements, and for the purpose acquire machinery, bull-dozer, tractors, cranes, tools, transport vehicles, scaffolding and all things used by builders, constructors and contractors and to process cement, sand, stones, steel, wood for the purposes of carrying on the business, trade or activity of builders, constructors and contractors.
11. To set up work-shop either at contract sites or elsewhere for processing of steel, crushing of stones, and making of lime, surkhi, brick dust and other articles, materials and things required for the company's business of builders, constructors and contractors.
12. To carry on the trade or business of electric heating, welders, cultrers constructional engineers where for the performance of temporary installations during building operations or for the permanent use in the buildings erected.
13. To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the company is authorised to carry on land to promote, subscribe to or assist any public or private work or undertaking offering facilities for or conducting in any way to the purposes or profit of the company and to hold shares or Interest in any such company or partnership.
14. To enter into partnership or Into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or be engaged in any business or transaction carried on or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any company and to hold, sell or otherwise deal with the same.
15. To farm or let out the traffic or business of the company or any part thereof or to sell or transfer the same or any part thereof, permanently or temporarily to any other company or companies or persons as may be thought desirable on any terms and conditions which may be though it proper.
16. To enter into any contract or arrangement with any Government or authority, supreme, municipal, local or otherwise that may seem conductive to the company's objects or any of them and to obtain from any such Government or authority any rights, privileges, and concessions.

For NIRAJ CEMENT STRUCTURALS LTD.

Company Secretary



17. To acquire, buy, purchase, lease, or otherwise acquire hold, sell, exchange, grant, and dispose of lands, buildings, offices, shops, warehouses, laboratories, garages and premises of every description, mortgages, charges, grants, concessions, leases, contract, policies, book-debts and claims and any interest in any moveable or immoveable property and any claims against such property.
18. To Invest and deal with the moneys of the company not immediately required upon such securities and in such manner as may from time to time be determined and particularly by way of advance or deposit with or without interest to or with or without Interest to or with any bank, corporation, person or persons.
19. To apply for and take out, purchase or otherwise acquire any patents, patent rights or Inventions, copy-rights or secret processes which may be useful for the company's objects and to grant licences to use the same.
20. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or companies carrying on any business which the company is authorised to carry on, to purchase acquire and sell property, shares, debentures of any such person, firm or company and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.
21. To promote and form and to be interested in and take hold of and dispose off shares in other companies for all or any of the objects mentioned in this memorandum and to subsidise or otherwise assist any such company.
22. To pay out of the funds of the company all expenses of land incidental to the promotion, formation, organization, registration, advertisements and establishments of the 4company and the issue and subscription of shares or loans capital including brokerage and/or commission in respect thereof and also all expenses attending the issue or any circular or notice and the printing, stamping, circulation of proxies and forms to be filled up by the members of the company.
23. Subject to the provisions of the Companies Act, 1966, to place, to reserve or 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 premium by the company and moneys received in respect of forfeited shares.
24. To insure against loss of moneys, principal and Interest lent, invested or secured as mortgage, debenture deposits and loans of every kind to banking, property, Investment or financial companies.
25. To make gifts or grant bonuses to the Directors or any other person who are or have been in the employment of the company and to provide for the welfare of persons in the employment of the company of formerly in Its employment and the widows and children of such persons and dependent upon them by granting money or pensions, making payments towards insurances or by instituting a pension schemes, providing schools, residing rooms, places of recreation, subscribing to sick

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or benefit clubs, hospitals and other institutions or societies or otherwise as the company shall think fit and generally to make donations, contributions, grants or subscriptions to such persons or objects for such purposes and in such cases as may seem expedient.

26. To establish and suggest or aid in the establishment and support of associations, Institutions, funds trusts and conveniences calculated of benefit the employees or ex-employees of the company or its predecessors in business or the dependents or connections of such persons to grant pensions and allowances and make payments towards Insurance and to support, subscribe, contribute to or otherwise assist any charitable, benevolent, religious, scientific, national or any other Institutions, associations, organizations, objects or purposes or for any exhibition and without prejudice to the generality of the foregoing provision and in furtherance thereof the Directors may give such support or assistance to such individuals and bodies (Incorporated or unincorporated) Including in particular grants of loans without or at interest and without or with such security and repayable in instalments, and grants or contributions towards maintenance of and support to any Individual or body.
27. To provide for the welfare of any employee or employees (past or present) of the company, their wives, widows, and families or the dependents or connections of such persons by grants of money, pension, allowances, bonus or other payment or by creating and from time to time subscribing to provident institutions or associations, funds, or trusts and by providing or subscribing to or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit and otherwise to assist or aid by the company either by reason of locality or operation if utility to the company or its employees.
28. Subject to the provisions of the companies Act 1956, to distribute any of the property of the company amongst the members in specie or kind in case of winding up of the company.
29. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising to the press, by circular, posters, by purchase and exhibition of works of art or interest, by publications of books and periodicals and by granting prizes, rewards and donations (including donations to any funds for charitable or public purposes).
30. To establish branches or agencies, whether by means of local boards or otherwise any where 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.
31. To purchase, take on lease or in exchange or otherwise acquire, sell, rent out or lease or give on leave and licence any lands of any tenure or description and buildings or parts of buildings, interest in and any rights over or connected with any such lands, buildings, structures.

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Company Secretary



32. To pay for any properties, rights or privileges by this company either in shares of the company or partly in shares and partly in cash or otherwise and to give shares of the company in exchange for shares of any other company.
33. To sell, Issue, mortgage, surrender, abandon and in any other manner deal with or dispose of the undertaking or property of the company or any part thereof for such consideration or as the company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the company.
34. To subscribe to or otherwise aid benevolent, charitable or other institutions or objects of a public character or which have any moral or other claim or support or aid by the company by reason of the locality of its operations or otherwise.
35. To create any Depreciation Fund, Sinking Fund, Insurance Fund or any other Special Fund whether for depreciation or for repairing, improving, extending or maintaining the business or any other purpose conducive to the interest of the company.
36. To borrow or raise money, at interest or otherwise on such manners.as the company may think fit and in particular by the issue of debentures or debenture-stock perpetual or otherwise Including debentures of debenture-stock convertible Into shares of this or any other company or companies or perpetual and in security of any such money so borrowed, raised or received, to mortgage, hypothecate, pledge, or charge the whole or any part of the property assets to revenue of the company, present or future including its uncalled capital by special assignment or otherwise and to transfer to 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, exchange, vary, extend or pay off and from time to time re-issue any such securities. But the company shall not so any banking business as defined in the Banking Regulation Act 1949, subject to the provisions of Sec. 58A, of the companies Act 1956, and the Directives of the Reserve Bank of India.
37. To secure the payment of any moneys borrowed or raised or owing or the performance of obligations incurred by the company by the creation and issue of redeemable or Irredeemable or perpetual debenture, bonds, debenture-stock payable to bearer or otherwise or by Charges or other securities and to further secure or collaterally secure any securities of the company by & Trust Deed.
38. To apply or join in applying to any central or state Governments, Local Improvement Trust, Municipalities or Local Boards or other authority or body, National or foreign for and to obtain or in any way assist in obtaining any act of parliament, laws, decrees, concessions, orders, rights or privileges or advantages that may seem conducive to the objects of this or any other company or for enabling this or any other company's constitution to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of this of any other company, to prove this or any other company to be legalised, registered or incorporated if necessary in accordance with the laws of any country, state or place in which it may propose to carry on operations to establish and maintain any

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agencies of the company and to open and keep a foreign register or registers of this or any other company in any foreign country and to allocate any member of these or any other shares in this or any other company to such register or registers.

39. To sell, improve, manage, exchange, lease, mortgage enfranchise, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the company.
40. To amalgamate with any other company having objects altogether or in part similar to those of this company.
41. To purchase take on lease or in exchange, hire or otherwise acquire any movable and immovable property, any rights or privileges which the company may think necessary or convenient for the purpose of its business and particularly any lands, buildings, works, collieries, coal mines, minerals, mining rights, and metalliferous India and any interest therein, easements, machinery, plant, stock in trade, rolling stock warehouses and offices,
42. 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.
43. To sub-let or any contracts of the company from time to time and upon such terms and conditions as may be thought expedient.
44. To undertaking and execute, any contractors, for works involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
45. To undertake and execute any trusts/the undertaking whereof may seem desirable to the company.
46. To appoint engineers, contractors, managers, brokers, canvassers, agents and other persons and to establish and maintain agencies or branches In any part of India or elsewhere for the purposes of the company and to discharge and to discontinue the same.
47. To apply for purchase or otherwise acquire any interest in any receipts, Inventions patents, trademarks licences, concessions or the like conferring exclusive or non-exclusive or limited right to use the same or any secret or information as to any Invention in relation to the processing, manufacture, treatment, storage, application, and use of products of the company or of any apparatus and or machinery and equipment used in such processing, manufacture, treatment, storage, application and use or any Invention which may seem capable of being used for the business of the company and to use, exercise, develop, grant licences in respect thereof or otherwise turn to account the properties, rights and information so acquired.

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48. To do the above things either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
49. To exchange, sell, convey, mortgage, assign or let on lease or leases the whole or any part of the property (whether movable or immovable) of the company and to accept as consideration for or in lieu thereof other land or cash or government securities or securities guaranteed by the Government of India or State Governments or Municipal Port Trust, Railway or other authority or shares, debentures, stock bonds or securities of any other joint-stock company or companies or partly the one or partly the other or such other property, to take back or re-acquire any property so disposed off by repurchasing or leasing the same for such price or prices and on such terms and conditions as the company may think fit.
50. To Invest money at interest on the security of land of any tenure, buildings, farming stock, stock shares, securities merchandise and any other property and generally to lend and advance money to any persons, firms, or companies with or without securities and upon terms and subject to such conditions as may be deemed expedient.
51. To lend money either with or without security and generally to such person on such terms as may seem expedient and in particular to customers and/or others having dealing with the company and to guarantee the performance of any contracts by any such person with or without consideration provided that the company shall not carry on the business of banking as defined by the Banking Resolution Act 1949.
52. To mortgage or take on mortgage, take on ease, exchange or otherwise deal in land, building hereditaments of any tenure or freeholds for residential or business purpose.

**(C) OTHER OBJECTS: -**

53. <sup>3 & 4</sup> To take over the business of NIRAJ CEMENT STRUCTURALS a partnership firm to enter into partnership with the partner of the said firm on such terms and conditions as may be mutually agreed upon and to carry on the business of cement structures in its form and instants.
54. To carry on the business of manufactures, producers, processors. Makers, converters, wholesaler, suppliers, indentors and or otherwise dealers in all kinds of grills including those made from cement and or iron and other pre-cast cement products of any descriptions, such as pipes. Poles, slabs asbestos, sheets, blocks, tiles gardenware, plaster of paris, lime pipes and other building materials.

<sup>3</sup> Above Clause added by special Resolution dated passed on 09/12/1999 Registered Vide Certificates dated 28/12/1999 Issued by Registrar of Companies, Maharashtra, Mumbai.

<sup>4</sup> The resolution as Special Resolution passed in the Extra Ordinary General Meeting of the Company held on 14<sup>th</sup> November, 2006 and to add new objects in the other objects after clause no 52 as 53 on words up to 87.

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55. To carry on either solely or in partnership periodically or permanently the business of running conducting and managing and as proprietors, lessees, tenants, licensees, managers and agents of cinematograph cinemas and theatres, places and halls, preview theatres, video theatres studios, cinematographic shows and exhibitions and other entertainments and amusements and places of entertainments and amusements and in particular to provide for production, projection, representation and performance of cinematograph films, TV, Motion Pictures, video films, tele films and films and motion pictures of all kinds and nature in all its branches and performance, exhibitions and representations of one or more of them or any part thereof, by means of cinematograph films televisions, radio, video cassettes, video discs or any other similar contrivances and appliances by means whereof the same may be mechanically or otherwise performed, exhibited and represented and in connection therewith and to publishing magazines, newspapers, printing, processing, advertising, trade in papers and TV serials.
56. To carry on the business in India or other part of world marketing, services to promote, operate, advertising, display, print, exhibit, the products and to use the all modes/types of method of advertising, to promote the marketing of the products which includes the all types of media as print media, telephonic media, web media, door to door, print media, television media, radio media, or any other media or mode of communication which will be available in future.
57. To carry on the business in India or other part of world pertaining to convert, buy sell, run, export, import of all kinds of information, data for marketing, research, maintain the services relating to all types of products, Business Process Outsourcing (BPO), the operation of the Back-up office, Call centres for marketing activities.
58. To carry on business as proprietors and publishers of newspapers, journal, magazines, books and other literary works and undertakings, in all languages whether on payment or royalty or not.
59. To carry on the business of Manufacturers Assemblers, Designers, Dealers, Importers, Exporters, Traders, Distributors, Stockiest and Agents for Television sets, Videos, Closed Circuit Televisions, Closed Circuit Television Cameras, VCRs, VCPs and accessories, radios, radiograms, transistors, wireless instruments and devices, condensers, valves, record players, tapes dictating machines, loudspeakers, microphones, amplifiers, gramophone, recorders, reproducing recording and de-recording equipment's, electric motors, fans, dynamos, generators, transformers, switchers, electric and power cables, wire sand components and accessories,
60. To carry on all kinds of businesses of designers, manufacturers, processors, assemblers, dealers, traders, distributors, Importers, exporters, agents, consultants, system designers and contractors for erection and commissioning on turn key basis or to deal in any other manner including storing, packing, transporting, converting, repairing, installing, training, servicing, maintenance of all types, varieties and kinds of telephone instruments, Intercoms, accessories and components thereof for telecommunications, radio communication equipment's and lodging equipment's, calculators, computers, mini computers, systems, signalling, telecommunication and control equipment's, testing equipment's, accessories, service centres,

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processing plants, manufacturing plants and other like forms of communication and to manufacture wireless transmitting and receiving equipment's, including radios, television equipment's, operating/franchising video conferencing ventures, providing private net-work services, providing enhanced electronic communications services, including on-line data base services, public data networks, electronic messaging services like E-mail, remote computing facilities, fax store and forward services, satellite based services, broadcasting Equipment's, microphones, calls centres and IT related allied services and telegraphic instruments and equipment's.

61. To explore, develop, produce, purchase or otherwise acquire petroleum crude oil, natural gas, all kinds of hydrocarbons and mineral substances, both on-shore, within the territorial jurisdiction of the Indian Union and anywhere in the World and to manufacture, refine, extract, treat, reduce, distill, blend, purify and pump, store hold, transport, use, experiment with, dispose off, Import, export and trade and generally deal in any and all kinds of petroleum crude oil, natural gas, associated gas, petroleum products, oil, gas and other volatile substances, asphalt, bitumen, bituminous substances and the products or the by-products which may be derived, produced, prepared, developed, compounded, made or manufactured there from the substances obtained by mixing any of the fore going with other substances.
62. To invest in and acquire, hold or otherwise deal in any shares, stocks, debentures, debenture stock, warrants, any other financial instruments, bonds obligations and securities issued or guaranteed by any company constituted or carrying on the business in India or elsewhere or Government, State Government, Semi Government Authorities, Local Authorities, Public Sector Undertakings, Financial Institutions, Public Body, any other persons or otherwise, and to carry on and undertake the business of finance, making loans or advances, investment, merchant bankers, underwriters and hires, lessors and to finance lease operations of all kinds, purchasing, selling, hiring or letting/ leasing on hire all kinds of plant and machinery and equipment and to assist in financing of all and every kind and description of hire-purchase or deferred payment or similar transactions and to subsidize, finance or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kin and
63. To purchase, take on lease or otherwise acquire any mining rights, mines and lands in India or elsewhere and to pump, refine, raise, dig and quarry all natural resources including oil, gas, petroleum, gold, silver, diamonds, precious stones, coal, earth, limestone, iron, aluminium, titanium, vanadium, mica, chrome, copper, gypsum, lead, manganese, molybdenum, nickel, platinum, uranium, sulfur, tin, zinc, zircon, bauxite, and tungsten and other ores and minerals and believed to contain metallic, or mineral, saline or chemical substances, kieselghur, French chalk, china clay, bentonite and other clays, calcite and such other filler materials, earth's or other ingredients Including coal, rock phosphate, brimstone, brine, rare earth's which may seem suitable or useful or for any of the Company's objects and any Interest therein and to explore, exercise, develop and turn to account the same and to carry on business as producers, buyers, and acquire, obtain, refine, cut, polish, prepare,

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melt, Import, export or otherwise deal in gold, silver, bullion, jewellery, diamonds, precious stones, artificial man made jewellery, gems and novelties.

64. To acquire, utilize, grow, plant, cultivate, produce and to exploit estates or lands for floricultural, agricultural, horticultural, plantation, sericulture, and farming purposes and agro Industrial projects and to carry on business as producers, planters, processors, growers, cultivators, traders, buyers, and sellers, Importers, agents, consultants, dealers, storekeepers, and distributors and exporters for any ordinary or specialised floricultural, agricultural, horticultural, sericulture, and agro industrial products, and commodities, including flowers, tea estate / Gardens, fruits, vegetables, food grains, pulses, seeds, cash crops, cereal products and flora.
65. To carry on in India or elsewhere the business to manufacture, produce, process, compound, mix, pack, formulate, condense, rectify, sterilize, pasteurize, steam, evaporate, vaporize, coll, filter, commercialize, develop, treat, cure, refine, extract, operate, manipulate, prepare, purify, protect, preserve, disinfect, turn to account, and to act as broker, agent, stockiest, distributors, consultants, collaborator, user, seller, exporters, Importers, Job worker, vendor Contractor, supplier, or otherwise, to dealing, Inorganic, Industrial, laboratory, photographic, fine, biological, pathological, pharmaceutical and other chemicals, compounds, drugs, formulations, preparations, acids, solvents, oils, solutions, derivatives, fluids, products, by products, residues, catalyst, reagents, mixtures concentrates, lumps, powders, granules and allied items and to do all necessary acts things incidental for the attainment of the above objects.
66. To carry on and deal in India or elsewhere the business as manufacturer, producers, processors, importers, exporters, agents, brokers, whole- sellers, showroom-owners, retailers, distributors, exchangers, traders, buyers, sellers, Job-worker, stockists and to market, promote, organize, design, develop, cut, sort, & grade or otherwise to deal in all shapes, sizes, varieties, specifications, description, applications, modalities, fashions, & uses, of garments, belts, wallets, and other goods, made from cotton, silk, synthetics, jute, velvet, woolen, leather, rexin or with any combination.
67. To carry on the business of manufacturers, dealers, processors, fabricators, drawers rollers and reorders of ferrous and non-ferrous metals, Iron, brass, lead, silver, steels, bimetal products; copper and copper alloys, alloy steels, stainless steels, bars, shafting, squares from scrap, sponge Iron, pre-reduced pillars, billets, including manufacturing processing, and fabricating of pipes, utensil wires, nails, wire-ropes, wire products, screws, expended metal hinges, plates, hopes angles and to manufacture any other engineering products, Including hospital appliances surgical instruments and to act as exporters and importers and dealers in all such merchandise.
68. To carry on the business as producers, manufacturers, makers, processors, refiners, buyers, sellers, agents, Importers, let on hire, distributors, stockiest, merchants, suppliers, representatives, dealers of all kind and descriptions of ceramics, porcelain, porcelain wares, china wares, bone china wares, tiles, earthenware, pipes, stone wares, table wares, sanitary wares, polymer and glass and fibre insulators,

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acid resistant and resistant refractors such as fire clay, basic silica, crucibles, Insulation bricks, H.T & L.T Insulators, and their by-products.

69. To carry on in India and abroad the trade or business of Manufacturers, Constructors, or Assemblers of, dealers in and contractors for, repairs of or maintainers or importers and exporters or Radio, Radio apparatus, Television, Records, Storage batteries (wet and dry), Computer Software & Hardware, E-mail, Internet, wireless apparatus and all kinds of machinery tools, instruments and apparatus in connection with Radio, radar and television and in connection with transmission by any means of messages or communications of any kind. To provide multimedia Communication Services in the Information Age.
70. To manufacture, buy, sell, let on hire, and seal in empty cylinders, stoves, engines and other apparatus and conveniences that may seem calculated directly or indirectly to promote the consumption of gas.
71. To carry on the business, e.g. as manufactures, of all types of articles In rubber or other like gums, or the same in combination with any metallic or non-metallic substances, dealers, agents, importers and exporters in the same manufacture.
72. To carry on the business of manufacturers of all kinds of plastic machines v. apparatus, equipment, utensils and any other articles for any purpose whatsoever and to manufacture, sell, supply and deal in such plastic machinery, apparatus, equipment and utensils of all kinds.
73. To carry on the business of manufacturers of dealers in electronic, galvanic and other apparatus, manufacturers of all kinds of electrical goods such as transformers, refrigerators motors, fans, measuring Instruments, Insulation's, domestic and industrial components and power plants.
74. To establish own, erect, acquire, work and manage veneer mills, plywood factories and similar mills and factories and to peel, produce, manufacturer and prepare for market, store, stock, buy, sell, export, import, distribute, deal in and carry on business in veneers, veneer products, veneer for tea-chests, packing cases and commercial boards, decorative veneers, veneers for furniture and cabinet making and other purposes, tea-chests, commercial plywood, plywood for cabinet making coach building, ship building, airplanes, partitions, panelling doors, windows and boards, ship boards, bent wood, molded wood, and any other articles of like nature.
75. To carry on the business of the agriculturists, planters, cultivators, farmers, and to plant, cultivate and purchase all kinds of goods grains and food stuffs, oil seeds, vegetables, fruits, grass, timber, bamboo, straw, cotton, jute, rubber, sugarcane, tea flowers, coffee, coconuts, cashew nuts, tobacco and other articles that are the produce of land or soil and to sell, purchase and deal in the same as principals or agents and to carry on business as dealers in and producers of diary, farms and garden produce of all kinds, and in particular, milk cream, butter, gee, cheese, poultry and eggs and fruits and vegetables.

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Company Secretary



76. To carry on business of manufacture and dealers in paper of all kinds and articles made from paper or (mechanical or wood) and materials used in the manufacture or treatment of paper including card board boxes, straw boards, leather boards, mill boards, paste boards, pulp boards.
77. To produce, manufacture, process, prepare, treat, purchase, sell, export, import or otherwise deal with either as principals or as agents or in partnership with others cement, aluminium cement, white and colored cements, lime, plaster of Paris and other building materials of all kinds plastics and plastic goods, glass sheets, chemicals of all kinds including acids, alkalis and salts, manures, fertilizers, pesticides/dyes, paints of all kinds, caustic soda, soda ash, sulfur magnetite, dry ice, calcium carbide, cement, asbestos and building boards.
78. To carry on the business of manufacturers of and dealers in bottles, containers, tubes, wrapping materials, toys, insulating materials and all other blown, molded formed or extruded goods and such articles of ceramic glass, plastics, metal and epoxy resin.
79. To acquire, take over, promote, establish and carry on all or any of the business of seed crushers and manufacturers of and dealers in groundnut, gingerly, castor, cotton, mower, and mustard cakes, oil extractors, by crushing chemical or any other process, cake and oil manufacturers of floors, clothes and floors covering of every description makers, and manufacturers of cattle food and feeding and fattening preparations of every descriptions, meal manufacturers, grain and seed merchants, oil merchants, flex cotton, groundnut, gingerly, mower and castor merchants.
80. To carry on the business of a water-works company in all its branches and to sink wells and shafts and to make, build, and construct, lay down and maintain dams reservoirs water works, cisterns, culverts, filter heads, mains and other pipes and appliances and to execute and do all other acts and things necessary or convenient for obtaining, storing, delivering, measuring, distributing and dealing in water.
81. To design, construct own housing, shopping, hotels, and industrial complexes for providing group facilities for housing and shopping and tourist industries for meeting community needs.
82. To carry on the business of advertising agents to acquire and dispose of advertising and promotional campaigns of every nature and carry on business of printers, publishers, decorators in connection with the general advertising business and to do any other act or carry out any other contract for the promotion, continuance and advancement of the said business.
83. To carry on business as proprietors and publishers of newspapers, journal, magazines, books and other literary works and undertakings, in all languages whether on payment or royalty or not.
84. To carry on all kinds of businesses of designers, manufacturers, processors, assemblers, dealers, traders, distributors, importers, exporters, agents, consultants, system designers and contractors for erection and commissioning on turn key basis

For NIRAJ CEMENT STRUCTURALS LTD.

  
Company Secretary



or to deal in any other manner including storing, packing, transporting, converting, repairing, installing, training, servicing, maintenance of all types, varieties and kinds of telephone Instruments, intercoms, accessories and components thereof for telecommunications, radio communication equipment's and lodging equipment's, calculators, computers, mini computers, systems, signaling, telecommunication and control equipment's, testing equipment's, accessories, service centers, processing plants, manufacturing plants and other like forms of communication and to manufacture wireless transmitting and receiving equipment's, Including radios, television equipment's, operating/franchising video conferencing ventures. providing private net-work services, providing enhanced electronic communications services, Including on-line data base services, public data networks, electronic messaging services like E-mall, remote computing facilities, fax store and forward services, satellite based services, broadcasting Equipment's, microphones, calls centers and IT related allied services and telegraphic instruments and equipment's.

85. To explore, develop, produce, purchase or otherwise acquire petroleum crude oil, natural gas, all kinds of hydrocarbons and mineral substances, both on-shore, within the territorial jurisdiction of the Indian Union and anywhere in the World and to manufacture, refine, extract, treat, reduce, distil, blend, purify and pump, store hold, transport, use, experiment with, dispose off, Import, export and trade and generally deal in any and all kinds of petroleum crude oil, natural gas, associated gas, petroleum products, oil, gas and other volatile substances, asphalt, bitumen, bituminous substances and the products or the by-products which may be derived, produced, prepared, developed, compounded, made or manufactured there from the substances obtained by mixing any of the fore going with other substances.
86. To carry on in India and abroad the business to manufacture, produce, process, compound, mix, pack, formulate, condense, rectify, sterilize, pasteurize, steam, evaporate, vapourise, coll, filter, commercialise, develop, treat, cure, refine, extract, operate, manipulate, prepare, purify, protect, preserve, disinfect, turn to account, and to act as broker, agent, stockist, distributors, consultants, collaborator, user, seller, exporters, Importers, job worker, vendor Contractor, supplier, or otherwise, to dealing, Inorganic, industrial, laboratory, hotographic, fine, biological, pathological, pharmaceutical, and other chemicals, compounds, drugs, formulations, preparations, acids, solvents, oils, solutions, derivatives, fluids, products by products, residues, catalyst, reagents, mixtures concentrates, lumps, powders, granules and allied Items and to do all necessary acts things Incidental for the attainment of the above objects.
87. To carry on in India and abroad the business to produce, promote, project, participate, manufacture, manipulate, treat, process, prepare, alter, develop, expose, edit, exhibit make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, export, Import of all kinds of cine films, tele film, web designing, Web hosting, Internet, Service Provider (ISP), Multimedia, Computer Animation, all sort, of Information technology, space communications, satellite communication, communication, radio, communications, telecommunications, telephonic & telegraphic communications, wave communications, under water communications, computer communications network communications designing for film,

For NIRAJ CEMENT STRUCTURALS LTD.

Company Secretary



commercial advertising, Entertainment and other Software, CD and audio cassettes, documentary films, advertising films, TV serials, medical transcription, E-commerce, music production and albums, slides in all languages, prevailing in the world and for this purpose to act as distributors, Internet site owner, proprietor, copy right owners, video right owners, audio right owners, dubbing right owners, shooting location owner, lab owners, dance, music and other studio owners or part thereof with all or any amenities or conveniences.

IV. **The liability of the members is limited.**

- V. *<sup>5</sup>The Authorized share capital of the Company is INR. 70,00,00,000 (Indian Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crore) Equity Shares of INR. 10/- (Indian Rupees Ten) each.*


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<sup>5</sup> The Authorised Share Capital as stated in clause V sub-clause a above was increased from Rs. 12,00,00,000/- to Rs. 26,00,00,000/- vide Special resolution by members through Postal Ballot on December 12, 2016.

Further amended vide Ordinary Resolution passed at the Annual General Meeting of the Company held on September 30, 2019 for increase in Authorised Share Capital from Rs. 26,00,00,000/- to Rs. 42,00,00,000/-.

The existing Authorized Share of the Company are increased from INR. 42,00,00,000 to INR. 70,00,00,000. Therefore, clause V of MOA is altered vide Ordinary Resolution passed in the Extra Ordinary General Meeting of the Company held on October 10, 2024.

For NIRAJ CEMENT STRUCTURALS LTD.

  
Company Secretary



THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)

**ARTICLE S OF ASSOCIATION**  
**OF**  
**NIRAJ CEMENT STRUCTURALS LIMITE D**

The following regulations comprised in these Articles of Association were adopted pursuant to Special Resolution passed by the members in 17<sup>th</sup> Annual General Meeting on September 30<sup>th</sup>, 2015 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

**Applicability of Table 'F'**

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company, except so far and to the extent the same are inconsistent with the articles/excluded by the articles appearing herein under.
2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

**Interpretation**

3. In these regulations -
  - a. "The Company" or this Company means **Niraj Cement Structurals Limited.**
  - b. "The Act" means "The Companies Act, 2013" or any statutory modification or re-enactment therefore for the time being in force altered by Special Resolution.
  - c. "The Board" means the Board of Directors of the Company.
  - d. "Capital" means the Share Capital for the time being raised or to be raised for the purpose of the Company.
  - e. "Directors" means the Directors for the time being of the Company, or as the case may be the Directors assembled at the Board.
  - f. The Board of Directors or The Board "Board" or " Board of Directors", in relation to a Company, means the collective body of the Directors of the



Company.

- g. "Managing Director" "The Managing Director" means the Managing Director for the time being of the Company.
- h. Whole Time Director means the Whole time Director for the time being of the Company.
- i. Independent Director means as defined under section 149(6) of the Act.
- j. Manager means Manager for the time being of the Company.
- k. The Office means the Registered Office for the time being of the Company.
- l. Share means a share in the Share Capital of the Company and includes stock.
- m. The Registrar means the Registrar of Companies having jurisdiction over the area in which the Registered Office of the Company is for the time being situated.
- n. "Electronic Form" with reference to information means, any information generated, sent, received or stored in media, magnetic, optical, computer memory, micro film, computer generated micro fiche or similar device;
- o. "Electronic Mode" means tele-conferencing and/or video conferencing facility i.e. audio-visual electronic communication facility which enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- p. "Electronic Record" means data, record or data generated, image or sound stored, received or sent in an electronic form or micro film or computer generated micro fiche;
- q. "In writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form.
- r. "Member" means the duly registered member from time to time of the shares of the Company and includes the subscribers of the memorandum of the company.
- s. "Seal" means the Common Seal for the time being of the Company
- t. Words imparting the singular number include where the context admits or requires the plural number and vice versa.
- u. Words imparting the masculine gender also include the feminine gender.
- v. 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.

## **BUSINESS**

4. The business of the Company shall include everything within the scope of these presents or as may be permitted or authorized by the object clause of the Memorandum of Association.

## **SHARE CAPITAL AND VARIATION OF RIGHTS**

5. The authorised Equity Share Capital of the Company shall be such amount as may from time to time be authorized by the Memorandum of Association of the Company.

Subject to the provisions of the Companies Act, 2013, the Board may issue, at a discount, shares of a class already issued.

## **INCREASE OF CAPITAL BY COMPANY AND HOW CARRIED INTO EFFECT**

6. The Company in General Meeting may by ordinary resolution from time to time increase the Capital by the creation of new shares, such increase to be of such aggregate amount to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights privileges annexed thereto, as the Resolution shall prescribe in particular, such shares may be issued with a preferential or qualified right to i) dividend ii) distribution of assets of the Company iii) right of voting at General Meeting of the Company iv) any other matter as may be deemed fit including cancellation or revocation of the rights.

## **NEW CAPITAL SAME AS EXISTING CAPITAL**

7. Except so far as otherwise provided by the conditions of issue or by these articles any capital raised by the creation of new shares shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission voting and otherwise.

## **REDUCTION OF CAPITAL**

8. The Company may from time to time, by special resolution reduce its capital in any manner for the time being authorised by law and in particular (without prejudice to the generality of the power) capital may be paid off on the footing that it may be called upon again or otherwise. This Article is not to derogate from any power of the Company would have if it were omitted.

## **SUB-DIVISION AND CONSOLIDATION OF SHARES**

9. The Company in General Meeting may from time to time sub-divide or consolidate its share, or any of them and the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other, subject as aforesaid, the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares as cancelled or concurrently convert them in shares of different class.

### **MODIFICATION OF RIGHTS**

10. The rights of the holders of any class of shares for the time being forming part of the capital of the company may be amended, altered, changed, abrogated, modified, varied, extended or surrendered either 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 shares of such class and all the provisions hereinafter contained as to General Meetings shall mutatis mutandis apply to every such meeting. This Article is not to derogate from any power the company would have if this Article were omitted.

### **ISSUE OF SHARES AND BUY BACK OF SHARES**

11. (a) The Directors may issue fully paid up or partly paid up shares either on payment of cash or against consideration other than cash or partly by payment in cash and partly by consideration other than cash.  
(b) Subject to compliance of the applicable provisions of the Companies Act, 1956 (hereinafter referred to as "the Act") and in accordance with section 69 and 70 (1) of the Companies Act, 2013, for the time being in force the rules and regulations made by the Central Government and subject to the resolution passed in the meeting of the Board of Directors or by a Special Resolution passed in the General Meeting of the members, the Company may purchase its own shares on other specified securities out of: -

1. Its free reserves, or
2. Securities Premium Account, or
3. Proceeds of any shares or specified securities,

Provided that such purchase shall be less or equal to the percentage as prescribed, of its total paid-up capital and free reserves. The Company shall extinguish and physically destroy the securities so bought back, and shall not may the further issue of same class of shares or other specified securities within the period as specified by the provisions of the Act and the regulations made in that behalf, except by way of Bonus issue or in discharge of subsisting obligations, if any, such as conversion of warrants, stock option scheme, sweat equity or conversion of preference shares or debentures into equity shares. The Company shall also transfer the sum equal to the nominal value of the shares bought back to the Capital Redemption Reserve Account.



Subject to the provision of Section 55 of the Act, the Company shall have the power to issue Preference Shares which are, or at the option of the Company are liable, to be redeemed within a period not exceeding twenty years from the date of their issue and the resolution authorizing such issue shall prescribe the manner terms and conditions and period of redemption.

### **FOREIGN REGISTER OF MEMBERS**

12. 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.

### **DEMATERIALIZATION**

13. For the purpose of this article:

- i) 'Beneficial Owner' means a person or persons whose name is recorded as such with a depository.
- ii) 'SEBI' means the Securities and Exchange Board of India.
- iii) 'Depository' means a company formed and registered under the Companies Act, 1956 / Companies Act, 2013, and which has been /shall be granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and
- iv) 'Security' means such security as may be specified by SEBI from time to time.

Notwithstanding anything contained in these articles, the company shall be entitled to dematerialize its securities, to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.

Every person subscribing to securities offered by the company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository if permitted by the applicable law in respect of any security in the manner provided by the Depositories Act, and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security and / or transfer of securities in his name and on receipt of the information, the depository shall enter in its record the name of the allottee and / or transferee as the beneficial owner of the security.

All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C, and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

Nothing contained in the Act or these articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.

### **RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS**

14. Notwithstanding anything to the contrary contained in the Act or these articles, a depository shall be deemed to be the registered owner for the purposes of effecting

transfer of ownership of security on behalf of the beneficial owner. Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

#### **SERVICE OF DOCUMENTS**

15. Notwithstanding anything to the contrary contained in the Act or these articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.

#### **TRANSFER OF SECURITIES**

16. The transfer of shares, debentures or other marketable securities of the Company in respect of which no certificate has been issued or in cases where such shares, Debentures or other marketable Securities are held in an electronic and fungible form, shall be governed by the provisions of the Depositories Act, 1996.

#### **ALLOTMENT OF SECURITIES DEALT IN A DEPOSITORY**

17. Notwithstanding anything contained in the Act or these articles, where securities dealt in a depository, the company shall intimate the details thereof to the depository immediately on allotment and/or registration of transfer of such securities.

#### **REGISTER AND INDEX OF BENEFICIAL OWNERS**

18. The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the register and index of members and security holders for the purposes of these articles.

#### **ISSUE OF PREFERENCE SHARES**

19. Subject to the provisions of section 55, any preference shares may be issued redeemable on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **BONUS SHARES**

20. Subject to the provisions of the Act, the Company may issue Bonus Shares.

#### **REDUCTION OF CAPITAL**



21. 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.

## **GENERAL MEETINGS**

### **MEETINGS**

22. All the general Meetings other than the Annual General Meeting shall be called Extra Ordinary General Meetings.

### **EXTRA-ORDINARY GENERAL MEETING**

23. The Directors may call an Extraordinary General Meeting on their own accord or on the requisition of members pursuant to provisions of Section 100 of the Act.

## **GENERAL MEETINGS**

24. Notwithstanding anything in these Articles and subject to the provision of Act or any other applicable law for the time being in force, every Member or Proxy entitled to attend General Meeting by his physical presence shall have an option to attend it by way of an Electronic Mode in such manner or after following such procedure as Company may prescribe from time to time. However, notice calling General Meeting of the Company shall inform Members about facility of participation through Electronic Mode for enabling them to access said facility.
25. Notwithstanding anything in these Articles and subject to the provision of Act or any other applicable law for the time being in force, every Member or Proxy entitled to attend General Meeting of the Company through Electronic Mode shall also be entitled to cast his Electronic Vote in such form & manner prescribed by the Company, from time to time, for this purpose.
26. Unless otherwise prescribed in the Act or any other applicable law for the time being in force, members entitled to attend and vote at General Meeting of the Company through Electronic Mode shall also be entitled to appoint Proxies to attend and vote instead of himself after following due procedure prescribed by the Company in this behalf.
27. Unless otherwise prescribed in the Act or any other applicable law for the time being in force, Proxies, attending General Meeting conducted through Electronic Mode after their due appointment, shall be entitled to cast his Electronic Vote in such form and manner as prescribed by the Company, from time to time, for this purpose.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **QUORUM**

28. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.

### **CHAIRMAN**

29. The chairman of the Board shall preside at the General Meeting, but if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same or is unwilling to preside, the members present shall choose some Director or if no Director be present or if all the Directors present decline to take the Chair, they shall choose some member present to be the Chairman of the meeting.

### **BUSINESS TO BE TRANSACTED**

30. At the General Meeting no business other than that stated in the notice calling the said meeting be transacted and such business shall subject to the provisions of the Act be decided by resolution by show of hands or by poll if demanded and the Chairman's decision shall be conclusive.

### **VOTING**

31. The members on whose shares call or installment is in arrears cannot vote at the General Meeting in person or by proxy. The Chairman of the Meeting shall be the authority to decide the validity of vote.

### **DEMAND FOR POLL**

32. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by one member having right to vote on resolution and present in person or by proxy if not more than seven such members are personally present or by two such members present in person or by proxy if more than seven such members are personally present. The demand for a poll may be withdrawn at any time by the person or the persons who made the demand.

### **ADJOURNMENT OF MEETING**

33. The Chairman may, with the consent of any meeting of which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned



meeting other than the business left unfinished at the meeting from which adjournment took place. When the Meeting is adjourned for thirty days or more, notice of adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

## **DIRECTORS**

### **NUMBER OF DIRECTORS**

34. The number of directors shall not be less than THREE and shall not be more than FIFTEEN.

### **FIRST DIRECTORS**

35. The first directors of the Company shall be;

1. Mr. Vijay Kumar Chopra
2. Mrs. Asha Vijay Chopra
3. Mr. Gulshan Vijay Chopra

The first directors of the Company as named herein shall not be liable to retirement so long as they are willing to and capable of continuing as Directors of the Company. The director(s) other than the above first directors shall be liable to retirement as may be decided by the Board or General Meeting.

## **QUALIFICATION SHARES**

36. The Directors shall not be required to hold any qualification shares.

### **APPOINTMENT OF MANAGING AND OTHER DIRECTORS**

37. The Board shall be entitled to appoint any one or more of them as working / alternate/ Technical/ Financial/ Marketing/ Managing/ Special / Executive/ Whole time Directors whose terms and period of appointment shall be as may be decided by the Board. The Board shall have power to appoint any other person to be additional or casual vacancy Director.

The Board may appoint an alternate Director to act for a Director (hereinafter called "the original Director") during his absence for a period of not less than three (3) months from the State in which meetings of the Board ordinarily held. An alternate Director so appointed shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the State in which meetings of the board are ordinarily held. If the term of office of the original Director is determined before he so returns to the State aforesaid, any provision for the automatic reappointment of retiring directors in default of another appointment shall apply to the original Director and not to the alternate Director.

## **EX-OFFICIO/NOMINEE DIRECTORS**

38. The Board shall have power to co-opt one or more Ex- officio/Nominee Directors who may be nominated by the Central or State Government or by any financial Corporation, institution or authority from whom the Company might obtain or enter into arrangement for financial, technical or other assistance and terms of appoint of such nominee Directors shall be, notwithstanding anything contained in these Regulations, as agreed to by the Board with the nominating authority.

## **SITTING FEES**

39. The Directors may be paid a sum as may be permitted by the Act, for attending the meetings of the Board or of any sub- committee thereof in addition to the actual expenses incurred for attending the meeting.
40. Notwithstanding anything in these Articles and subject to the provisions of Act or any other law for the time being in force, Director attending Board Meeting through Electronic Mode in accordance with the provisions of these Articles shall be entitled for sitting fees.

## **REMUNERATION**

41. (a) The directors may be paid remuneration by way of fees, commission, salary, share in profit, share in fees or by any other method as may be decided by the Board of Directors from time to time.
- (b) Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary percentage of profit or otherwise as the Directors may determine.

## **DISQUALIFICATION OF DIRECTOR**

42. A person shall not be capable of being appointed Director of the company if
- he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force.
  - he is an un discharged insolvent
  - he has applied to be adjudicated as an insolvent and his application is pending
  - he has been convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence.
  - he has not paid any call in respect of shares of the Company held by him whether alone or jointly with others and six months have elapsed from the last date fixed for the payment of the call or
  - an order disqualifying him for appointment as director has been passed by a Court/Tribunal and is in force.



43. The Board of Directors may, subject to the provisions of the Companies Act, 2013, the rules made thereunder, appoint any of the director as the Chairperson of the Board.
44. The Board of Directors may, subject to the provisions of the Companies Act, 2013, the rules made thereunder and subject to the approval of the members in the general meeting, appoint any one of them as managing director and entrust him with substantial powers of management of the affairs of the company. The Chairperson of the Board may also hold the position of the Managing Director/CEO of the Company in addition to the position of Chairperson.
45. The Directors shall not be required to hold any qualification shares.
46. The Board of Directors may at any time and from time to time Co-opt any official of financial institution / bank as a Director of the Company at their request. Such Director shall not be required to hold any share qualification and shall not be liable to retirement by rotation so long as any part of the loan taken by the Company from any of the Financial Institutions /bank remains outstanding. The Director so co-opted will be entitled to the usual fee and allowances payable to the Directors otherwise.
47. The Company may appoint not less than two-thirds of the total number of the directors of a company in accordance with the principle of proportional representation, whether by the single transferable vote or by a system of cumulative voting or otherwise and such appointments may be made once in every three years and casual vacancies of such directors shall be filled as provided in sub-section (4) of section 161.
48. A person shall not be capable of being appointed a Director of the Company if he has attained the age of 75 years provided that where a person has been appointed as director of the Company before he has attained the age of 75 years, he shall not be required to vacate his office after his appointment before the expiry of his term merely on the ground that he has attained that age within that period.
49. Subject to the provisions of the Companies Act, 2013 and Rules made thereunder each Director shall be paid sitting fees for each meeting of the Board or a committee thereof, attended by him a sum not exceeding the maximum amount as prescribed under the Act.
50. Subject to the provisions of Section 161 of the Act, the Board of directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from India.
51. The Directors shall have power, at any time and from time to time, to appoint any qualified person to be a director to fill a casual vacancy created before expiry of office of any director.
52. The remuneration payable to the directors/managing director/wholtime director(s) shall be determined in accordance with the provisions of the Act and shall be subject to the approval of the members in the general meeting by way of an ordinary

resolution.

53. The Board of Directors may delegate any of its power to, any committee of directors or any other director or any other officer/executive of the Company by way of a resolution subject to such conditions as may be deemed necessary. The power may include sub-delegation of powers by the delegate.

#### **ADDITIONAL DIRECTOR**

54. i) Subject to the provisions of section 161 and other applicable provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength as provided in section 149 of the Act or such higher number as may be approved by the Shareholders by way of Special Resolution.
- 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.

#### **POWERS OF DIRECTORS**

#### **AFFAIRS OF THE COMPANY**

55. The Directors shall have power of complete management of the Company's affairs inter alia regarding shares, loans, investment and to exercise all such powers and to do all things and acts as the Company is authorised to do by its Memorandum of Association or required to be exercised under statute or Article for the benefit of Company's business but subject to the provisions of the Act, these Articles or any Direction given by members in General Meeting.

#### **PARTNERSHIP**

56. Whenever it is decided in the interests of the Company to enter into partnership with any individual, firm or company the Board can authorise any of its Directors to sign and execute Partnership deed and other documents and accept all rights and obligations of the firm on behalf of the Company.

#### **BORROWING POWERS**

#### **BORROWINGS**

57. The Board may borrow funds for the purpose of the Company by deposits, loans or issue of bonds, debentures, convertible bonds, or in any other form on such security and on such terms and conditions as may be decided by the Board.



## **SECURITY**

58. The Board shall properly comply with the provisions of the Act in respect of all charges created for securing borrowings and specifically affecting the property of the Company.

## **PROCEEDINGS OF BOARD OF DIRECTORS**

### **BOARD MEETINGS**

59. The Board shall meet atleast four times in a year however intervention between two Board meetings shall not be more than 120 days. Every such Board meeting shall be called by giving not less than seven day's clear notice at which quorum shall be one-third of its total strength or Two Directors whichever is higher.
60. Notwithstanding anything in these Articles and unless otherwise provided in the Act or any other law for the time being in force, Director participating in a Meeting of the Board through Electronic Mode shall be counted for the purpose of quorum.
61. Notwithstanding anything in Article, office of a Director shall not become vacant nor shall he be dis-qualified from continuing as Director if he attends Board Meeting of the Company through Electronic Mode.
62. Notwithstanding anything in these Articles and subject to the provision of Act or any other applicable law for the time being in force, every Director entitled to attend Board Meeting of the Company by his physical presence may attend it by way of an Electronic Mode in such manner or after following such procedure as Company may prescribe from time to time in this regard. However, the notice convening Board Meeting shall inform them regarding facility of participation through Electronic Mode and provide necessary information to enable the Directors to access the said facility. The notice shall seek confirmation from Directors whether he will exercise the Electronic Mode or attend the meeting in person. In the absence of any such confirmation, it will be presumed that the Director will physically attend the meeting. All electronic recording of the Board Meeting will be done at the place where Chairman or Company Secretary whether in employment or in practice sit during the Meeting.
63. Unless otherwise prescribed in the Act or any other applicable law for the time being in force, Company shall preserve electronic recording of Board Meeting conducted through Electronic Mode for a period of one year from the conclusion of said meeting.

## **CHAIRMAN**

64. Every Board Meeting duly constituted if not adjourned for want of quorum shall be chaired by the Chairman or other Director as may be agreed upon and shall decide on any business by majority.

65. No resolution shall be deemed to have been duly passed by the Board by a committee thereof by circulation, unless the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India (not being less in number than the quorum fixed for a meeting of the Board or the committee as the case may be) and to all other directors or members at their usual address in India and has been approved by a majority of such of them, as are entitled to vote on the resolution and the said majority shall include the vote of any one of the first directors of the Company.

#### **DELEGATION OF POWERS**

66. The Board may delegate any of its powers to a committee of the Board constituted as may be decided and such committee meetings shall be governed in the same manner as that of Board Meetings.

#### **QUORUM OF BOARD MEETING**

67. The quorum required for conducting the Board meeting shall be as prescribed in Section 174 of the Act.

#### **BOOKS OF ACCOUNTS/ REGISTERS**

68. All the registers permitted by law to be inspected by the members/other persons (as permitted by the Act) shall be open for inspection from Monday to Friday from 11.00 a.m. to 1.00 p.m.

#### **ACCOUNTS**

##### **PROPER BOOKS OF ACCOUNTS**

69. The Company shall keep at its Registered Office or such other place as may be decided by the Board proper books of accounts giving true and fair view of the Company.

##### **ANNUAL ACCOUNTS**

70. As per the provisions of the Act, Board shall cause to be prepared and placed before the Company in the Annual General Meeting audited Balance Sheet and profit and Loss Account copy of which should be sent to all the members entitled thereto.



## **AUDIT**

### **AUDIT OF ACCOUNTS**

71. The accounts of the Company shall be audited by the Auditors appointed as per the provisions of the Act. The Accounts when audited and approved at the Annual General Meeting shall be conclusive.

## **SECRETARY**

72. The Directors may from time to time on such terms and conditions appoint or remove any individual or firm to perform any functions required to be performed by secretary under the Act and to execute such other work as may be decided by the Board.

## **DOCUMENTS AND NOTICES**

### **REGISTERS & RECORDS**

73. Notwithstanding anything in these Articles and subject to the provisions of the Act or any other law for the time being in force, the Company may maintain its records, registers & documents in Electronic Form.

## **NOTICE BY COMPANY**

74. Any document or notice may be served by the Company to any member or officer of the Company under the signature of the Director or such other authorised person, even personally or through post. However notwithstanding anything in these Articles and subject to the provision of Act or any other applicable law for the time being in force, documents including but not limited to, notice convening General Meeting, explanatory statement, balance sheet, profit & loss account, directors' report, auditors' report etc can be sent by the Company in electronic form, to the electronic mail address provided/updated by Members and made available to the Company. If, however any Member wants to have physical copies of the aforesaid documents the same shall be supplied by the Company free of cost.

A notice of at least twenty one days specifying the place, the day and the hour of the General Meeting (whether Annual or Extra-ordinary) and in the case of special business, the general nature of such business shall be given to the members in the manner as may be prescribed by the Board of Directors, but accidental omission to give such notice or non-receipt of such notice by any member shall not invalidate the proceedings of the General Meeting and the General Meeting may be called at a shorter notice in such manner as the members think fit subject to prevailing provisions of the Act.

## **NOTICE TO THE COMPANY**

75. Any document or notice may be served by member to the Company by sending it to the address of the registered office and addressed to the Company or its officer and sent through post.

## **WINDING UP**

### **DISTRIBUTION IN SPECIES ON WINDING UP**

76. The liquidator on any winding up (voluntary or compulsory) with the sanction of a special resolution but subject to the rights attached to any preference share capital, divide among the contributories in species any part of the assets of the Company and may with the like sanction rest any of the assets of the Company in trustees upon which trusts for the benefit of the contributories as the liquidator with the like sanction may think fit.

## **THE SEAL**

77. 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 one director and company secretary or such other person as the Board may appoint for the purpose; and said director and the company secretary or such other person shall sign every instrument to which the seal of the company is so affixed in his presence.

## **AUTHENTICATION OF DOCUMENTS**

78. **POWER TO AUTHENTICATE DOCUMENTS**

Any Key Managerial Personnel or any officer duly authorised by the Board for the purpose shall have power to authenticate any document affecting the constitution of the Company and any resolution passed by the Company or the Board, and any contracts made by or on behalf of a Company, books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts there from as true copies or extracts.

79. **CERTIFIED COPIES OF RESOLUTION OF THE BOARD**

A document purporting to be a copy of resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be, that such extract is true and accurate record of a duly constituted meeting of the Directors.

## **DIVIDEND & RESERVES**

80. a) Subject to the provisions of the Act, the dividend should be paid out of profits at the rate declared at the General Meeting but not exceeding as recommended by the Board which may or may not be in proportion to the capital paid up on shares after providing for depreciation.
- b) The Board may in its absolute discretion recommend \ declare dividend for full financial year irrespective of the date of allotment:
- i. in case of partly paid up shares, in proportion to the amount paid up thereon or face value thereof.
- ii. in case of fully paid up shares on the full value thereof.
81. Subject to the provisions of section 123 of the Act, 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.

## **RESERVES**

82. Before recommending any dividend the Board may set aside certain amount of profits as Reserves, which shall be applied in the manner as may be from time to time decided by the Board. The Board can carry forward the profits without declaring dividend.

## **MODE OF PAYMENT OF DIVIDEND**

83. Dividend shall be paid by cheque or warrant payable to the member whose name appears on the Register of Members on a particular day as may be decided by the Board.

## **BORROWING POWERS**

### **BORROWINGS**

84. The Board may borrow funds for the purpose of the Company by deposits, loans or issue of bonds, debentures, convertible bonds, or in any other form on such security and on such terms and conditions as may be decided by the Board.

## **GENERAL POWER**

85. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities



and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

### **SECRECY**

86. Every Director, Secretary, Auditor or any other officer or employees of the Company shall, if so required by the Directors, before entering upon duties, sign a declaration pledging to observe a strict secrecy respecting all the affairs of the Company.

### **SECRECY RESTRICTION**

87. The object as conferred by law no member not being a Director shall be entitled to visit or inspect any accounts, books, documents or works of the Company without the permission of the Directors or require discovery of any of Company's trade secrets, process or any other matter which would in the opinion of the Directors be expedient in the interest of the Company not to disclose.

### **INDEMNITY**

88. Subject to the provisions of the Act, the Director, Secretary, Auditors or every other officer for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors, and administrators respectively shall be indemnified out of the assets of the Company from and against all suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective office of trust, except such (if any) as they shall incur or sustain by or through their own willful neglects or defaults respectively, and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustees or for joining in any receipt for the sake of conformity or for the solvency or honesty of any bankers or other persons with whom any nominees of effects belonging to the Company may be lodged for deposited for safe custody or for any insufficiency, deficiency of any security upon which any monies of the Company shall be invested for any other loss or damage due to any such causes as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen through the willful neglect or default of the such officer or trustee

We the several persons whose name addresses and occupations are hereunder subscribed are desirous of being formed into a Company in pursuance of these ARTICLES OF ASSOCIATION.

Sr. No.	Signatures, Name, Address, Descriptions and Occupation of Subscribers	Witnesses (along with Name, Address, Description and Occupations)
1.	<p>Sd/-</p> <p>MR.VIJAY KUMAR CHOPRA,</p> <p>S/O SH RAJ KUMAR CHOPRA</p> <p>SUNDER BAGH,,OPP DEONAR BUS DEPOT,DEONAR,MUMBAI-400088</p> <p>BUSINESS</p>	<p>Sd/-</p> <p>WITNESS FOR 1 TO 3.</p> <p>MR.GANESH NAGESH SHANBHAG</p> <p>S/O SH MAGESH MADHU SHANBHAG</p>
2.	<p>Sd/-</p> <p>MR.GULSHAN VIJAY CHOPRA</p> <p>S/O SH VIJAY KUMAR CHOPRA</p> <p>SUNDER BHAG,OPP.DEONAR BUS DEPOT,DEONAR,MUMBAI-400088,</p> <p>BUSINESS</p>	<p>23,CHANCHAL SMRUTI,25,G.D.AMBEKAR MARG,WADALA,MUMBAI-400031</p> <p>CHARTERED ACCOUNTANTS</p>
3.	<p>Sd/-</p> <p>MRS.ASHA VIJAY CHOPRA W/O SH VIJAY KUMAR CHOPRA</p> <p>SUNDER BHAG,OPP.DEONAR BUS DEPOT,DEONAR,MUMBAI-400088,</p> <p>BUSINESS</p>	

Dated the 12th December,2005  
Place: MUMBAI