

**MEMORANDUM OF
ASSOCIATION
OF RAKSAN
TRANSFORMERS
LIMITED**

(A Company Limited by Shares)
MEMORANDUM OF ASSOCIATION
OF
RAKSAN TRANSFORMERS LIMITED

(I) *The name of the Company is **RAKSAN TRANSFORMERS LIMITED**.

(II) The Registered Office of the Company is situated in the National Capital Territory of Delhi.

(III) The objects for which the Company is established are:

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

1. To develop, design and manufacture transformers, control panels, rectifiers, voltage regulators, battery chargers, battery eliminators, voltage testing sets, voltage stabilisers, conductors, enameled wires, cotton/paper covered conductors, switches, and distribution boards, and other components, parts instruments and things required for the motive of being used for or in connection with signalling, lighting, heating, motive power, power stations, exchanges, controlling, and signalling apparatus.
2. To develop manufacture, produce or deal in fabrication installation and manufacture of generators transmission and to wears and to carry on the business as manufacturer of meters, electro-magnets, power cables, ammeters, voltmeters and other types of measuring instruments, electrical or non-electrical, discasting, screws, nuts, and bolts, transformers of all types, circuit breakers, punch-card machines, hoists, elevators, trollies and coaches, wind-power generators, magnetic separators, windmills, compressors, welders, fans types switches and motors of all type, 'grill, electric grinders, air conditioner, refrigerators, washing machines, television and wireless apparatus including radio receivers and transmitters, electronic instruments diodes, transistors and allied items, watches and clocks, cameras and household appliances.
3. To manufacture buy, sell, import, export, or otherwise deal in transmission line equipments, cables equipment, insulation, furnace equipment, transformers.
4. To undertake repairing of transformers, control panels, and rectifiers.

(B) Matters which are necessary for furtherance of the Objects specified in 'Clause III (A):

1. To acquire, buy, purchase, exchange, or otherwise deal in any movable or immovable mines, mining rights, quarries, metaferrous land and interest therein and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and either to retain the same or turn the same to account, as may seem expedient.
2. To enter into partnership or any arrangement for sharing profits, union of interest, joint venture, reciprocal concession, or cooperative with persons or companies carrying on or engaged in any business or transaction which this Company is authorized to carry on.
3. To import, export, buy, sell, exchange, alter, improve, manipulate, repair for market, and otherwise deal in all kinds of plants, machinery, apparatus, tools, utensils, substances, materials, and things necessary or convenient for carrying on any of the above-specified main business.



4. To vest any movable or immovable property, rights, or interests acquired by or received or belonging to the Company in any person or persons or company on behalf or for the benefit of the Company and with or without any declared trusts in favor of the Company.
5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, sell, let on hire, deal in, control, and superintendence any factories, plants, warehouses, workshops, sheds, dwellings, offices, shops, stores, store buildings, telephones, electric and gas works, power plants, roadways, tramways, bridges, resurveyers, water houses, and all kinds of works, machinery, apparatus labour, lines & houses, wharves, furnaces, crushing works, and other works conveniences necessary for carrying OD any of the above-specified business.
6. To acquire and take over the whole or any part on lease or otherwise of the business, goodwill, trademarks, properties, and liberties of any person or persons, firms, companies, or undertakings either existing or otherwise or carrying on or proposing to carry on any business which this Company is authorized to carry on or possessed of any property or rights suitable for the purposes of the Company and to pay for the same either in cash or in shares or partly in shares or otherwise.
7. To undertake or promote scientific research and development relating to the business or class of business in which the Company is interested.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and other organizations for technical, financial, or any other assistance for carrying out all or any of the objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation, or technical collaboration and acquire necessary formula and patent rights for furthering the objects of the Company.
9. Subject to sections 230 to 240 of the Companies Act, 2013 amalgamate with any other company or companies having all or any of their objects similar to the objects of the Company in any manner, whether with or without the liquidation of the Company.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision, or control of the business or operations of any person, firm, corporation, association, or undertaking carrying on any business which this Company is authorized to carry on.
11. To apply for obtain purchase or otherwise acquire and prolonge and renew any patents, patent rights, inventions, trade specifics, scientific or technical or other assistance, manufacturing processes, know-how, and other information designs, patents, copyrights, trademarks, licenses, concessions, and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof which may seem capable of being used for or in connection with any of the objects of the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or sell or otherwise deal with the same and to expend money in experimenting upon, testing, or improving any such patents, inventions, rights, or concessions.
12. To apply for and obtain orders under any act of legislature, charter, privilege, concession, license, or authorization of any government, state or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interests of the Company.



13. To enter into any arrangements with any government or authorities or any persons or companies that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority, person, or company any rights, charters, contracts, license and concessions which they may think desirable to obtain and to carry out and exercise and comply thereto.
14. To procure the company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments or securities and to open bank accounts of any type and to operate the same in the ordinary course of business.
16. To land money, either with or without securities, and generally to such persons and upon such terms and conditions as the company may think fit and also to invest and deal with the ID:Oneys of the Company, not immediately required, in or upon such investments and in such manner as from time to time may be determined, provided that the company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
17. Subject to sections 73 to 76A and othe applicable provisions of the Companies Act, 2013, and the regulations made thereunder, subject to the direction of RBI, to receive money on deposit or loan and borrow or raise money in such a manner and at such time or times as the Company thinks fit and in particular by the issue of debenture, debenture stock, perpetual or otherwise, and to secure the payment of any money borrowed, raised, or owing by mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or such other persons or company and to give the lenders the power to sale and their powers as may seem expedient and purchase redeem or pay off any such securities.
18. To undertake and execute trusts the undertaking of which may seem to the company desirable either gratuitously or otherwise.
19. To establish and promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.
20. To sell, lease, mortgage, exchange, grant licence and other rights improve manage develop and turn to account and in any other manner deal with or dispose of undertaking investments, properties assets and effects of the company or any part thereof for such consideration as may be thought fit and in particular for any shares, stocks, debentures, or other securities of any other companies having objects altogether or in part similar to those of the company.
21. To distribute as dividends or issue bonus shares among the members or to place to reserve or otherwise to apply as the company may from time to time think fit any money received by way of premium on debentures issued at a premium by the company and any moneys received in respect of any dividends secured on forfeited shares and moneys arising from the same by the company of forfeited shares subject to the provisions of the Companies Act, 2013.
22. To employ agents or experts to investigate and examine into the conditions, prospects, value, character, and circumstances of any business concern and undertakings and of any assets, properties, or rights which the company proposes to acquire.
23. To accept gifts, bequests, devices, or donations of any movable or immovable property or any rights or interests therein from members or others.



24. To create reserve funds, sinking funds, insurance funds, or any other special funds whether for depreciation, repairing, improving, research, extending, or maintaining any of the properties of the Company or for any other purpose conducive to the interests of the company.
25. Subject to the provisions of section 181 of the Companies Act, 2013, to subscribe, contribute, gift, or donate any money, rights, or assets for any national, educational, religious, charitable, scientific, public, general, or useful objects or to make gifts or donations of money or other assets to any institution, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges, or any individual, body of individuals, or bodies corporate.
26. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident, or gratuity funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, bonuses, or emoluments to any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time directors or officers of the company or with any other company as aforesaid and the wives, widows, families, and dependents of any such persons and also to establish and subsidize and subscribe to any institution, associations, clubs, or funds calculated to be for the benefit of or to advance the interests and well-being of the company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid.
27. To establish for any of the objects of the company branches or to establish any firms or firms at places in or outside India as the company may think fit.
28. To pay for any property or rights acquired by or for any service rendered to the company and in particulars to remunerate any person, firm, or company introducing business to the company either in cash or fully or partly paid-up shares with or without preferred rights in respect of dividend or payment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
29. To pay out of the funds of the company all costs, charges, and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions, and expenses of and incidental to the acquisition by the company of any property or assets.
30. To send out to foreign countries, its directors employees or any other person or persons for investigating possibilities of any business or trade for procuring and buying any machinery, or establishing trade connections for promoting the interests of the company and to pay all expenses incurred in this connection.
31. To compensate for loss of office to any managing director or director or other officers of the company within the limitations prescribed under the Companies Act, 2013, or other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged.
32. To appoint consultants, agents, sub-agents, dealers, managers, covessers, sales representatives, or salesmen for transacting all or any kind of business which this company is authorized to carry on and to constitute agencies - of company in India or in any other country whatsoever and to establish depots, depots agencies in different parts of the world and to take agencies of any firm or firms company or companies within or outside India.



33. To guarantee the performance of contracts undertaken by persons firms or companies carrying on or authorized to carry on any business or businesses which this company is authorized to carry on and to guarantee the payment of liabilities of any person, firms or company.
34. To establish, own, acquire, run superintend manage, or control laboratories, research stations, factories, and other works, herbal plantations, other establishments and ancillaries for raw materials and facilities for and in connection with its manufacturing projects.
35. To carry on the business as manufacturers, stockists, importers, exports, repairers and dealers in dynamos, motors, armatures, magnets, batteries, conductors, transformers, convertors, switch board, cookers, engines, presses, insulating material and generally electrical appliances and supplies of every description
36. To carry on the business of contractors, manufacturers constructors, suppliers of the dealers in electric and other appliances electric motor fans, lamps furnaces household appliances cable wire line dryeel accomulations ors and lamps and to generate accumalate distribute and supply electricity for the purpose of light, heat motive power and for all other purpose for which electrical energy can be employed, and manufacture and deal in all appratuses and things required or capable of being used in connection with the generations, distributions, supply, accumulation and employment of electricity, including in the electricity all power that may be directly or indirectly derived thereform or may be incidently hereafter discovered relating to electricity.
- (IV) The Liability of the Members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- (V) The Authorised Share Capital of Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Ten) each.
- * The name clause has been altered because of conversion from private limited company to public limited company (i.e. from Raksan Transformers Private Limited to Raksan Transformers Limited) vide Special Resolution passed by the members of the Company at the Extra-Ordinary General Meeting held on March 26, 2025.**



Name, Father's name of description address & occupation of the subscribers	Signature of the Subscribers	Signature & Address of the witnesses
1. RAKESH KANDA S/o Late Hem Raj H. No. 86, Sector 15-A, Chandigarh (Business)	Sd/-	I witness the signature of all subscribers Sd/- BHARAT GOEL Membership No. 90351 S/o L. Sh. K.P. Goel Bharat Rajeev & Associates Chartered Accountants Quiet Office No. 2, Sector 35-A, Chandigarh
2. SANJEEV KANDA S/o Late Hem Raj H. No. 3213/1, Sector 40-D, Chandigarh (Business)	Sd/-	

Dated :
Place :



(A Company Limited by Shares)

***ARTICLES OF ASSOCIATION
OF
RAKSAN TRANSFORMERS LIMITED**

Subject to as herein after provided the regulations contained in Table "F" of Schedule I to the companies Act, 2013, shall apply to the company in so far as they may be applicable to the company in so far as they may be applicable to a Public Company.

Interpretation

I. (1) In these regulations—

(a) "the Act" means the Companies Act, 2013,

(b) "the seal" means the common seal of the company.

(c) "Company" is a Public Limited Company within the meaning of Section 2(71) of the Companies Act, 2013.

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

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

Thelma



(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 recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.

M. Khawaja



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.

Further Issue of Shares

8A. The Company may, subject to the provisions contained in Section 62 of the Act and these Articles, issue shares or other securities on a preferential basis to any person and also undertake private placement of shares or securities, subject to the provisions contained in Section 42 of the Act and these Articles.

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.

(iii) That fully paid up shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

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

M. Sharma



(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.

(iv) That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.

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

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.

M. H. M.



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.

(iii) That a common form of transfer shall be used

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 recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or person's indebted to the Issuer on any account whatsoever

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 recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

(iii) That a common form of transmission shall be used

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

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

M. Hama



Forfeiture of shares

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

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; and

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

M. Haining



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.

(e) Permission of Sub-division/consolidation of share certificates

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 authorised and consent required by law, —

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

Capitalisation of profits

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

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

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

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

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 capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully

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paidup, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

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.

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(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.

(c) That option or right to call of shares shall not be given to any person except with the sanction of the issuer in general meetings

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 notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

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. The names of the first directors of the company are as follows:

a). Mr. Rakesh Kanda

b). Mr. Sanjeev Kanda

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,

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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 number 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 members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

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 authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Managing Director(s) and/or Whole Time Directors

75A. (i) The Board may from time to time and in accordance with the applicable provisions of the Act, appoint one or more of the Directors to the office of the managing director and/or whole-time directors for such term and subject to such remuneration, terms and conditions as they may think fit.

(ii) The Directors may from time to time resolve that there shall be either one or more managing directors and/or whole-time directors.



(iii) In the event of any vacancy arising in the office of a managing director and/or whole-time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.

(iv) If a managing director and/or whole-time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.

(v) The managing director/whole time director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

Same individual may be Chairperson and Managing Director

75B. Subject to Applicable Laws, a person may at the same time, be appointed or re-appointed as the Chairperson of the Board as well as the Managing Director in the Company.

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 authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

[Explanation:- For the purposes of this sub-paragraph it is hereby clarified that on and from the commencement of the Companies (Amendment) Act, 2015 (21 of 2015), i.e. with effect from the 29th May, 2015, company may not be required to have the seal by virtue of registration under the Act and if a company does not have the seal, the provisions of this sub-paragraph shall not be applicable.]

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

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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.

(iv) That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

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 authorised 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.

Dematerialisation of Securities

89. (i) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize /rematerialize its securities and to offer securities in dematerialized form pursuant to the Depositories Act, 1996.

(ii) All securities held by a Depository shall be dematerialized and shall be in fungible form. No certificate shall be issued for the securities held by the Depository.

(iii) Where the securities are dealt with in dematerialized form with a Depository, the Company shall intimate the details of allotment of relevant securities to the Depository on allotment of such securities.

(iv) The Register and Index of Beneficial Owners maintained by a Depository under the Depository Act, 1996 shall be deemed to be a Register and Index of Members and other security holders.

(v) As a Registered Owner, Depository shall not have any voting rights or any other rights in respect of the securities held by it.

(vi) Every person whose name is entered as the Beneficial Owner of shares in the records of the Depository shall be deemed to be a member of the Company. Every Beneficial Owner of



securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities, which are held by the Depository.

Borrowing Powers

90. Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company, securities premium and its free reserves. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

** Articles of Association of the Company has been altered vide Special Resolution passed by the members of the Company at the Extra-Ordinary General Meeting held on July 29, 2025.*

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Name, Father's name of description address & occupation of the subscribers	Signature of the Subscribers	Signature & Address of the witnesses
1. RAKESH KANDA S/o Late Hem Raj H. No. 86, Sector 15-A, Chandigarh (Business)	Sd/-	I witness the signature of all subscribers Sd/- BHARAT GOEL Membership No. 90351 S/o Lt Sh. K.P. Goel Bharat Rajeev & Associates Chartered Accountants Quiet Office No. 2, Sector 35-A, Chandigarh
2. SANJEEV KANDA S/o Late Hem Raj H. No. 3213/1, Sector 40-D, Chandigarh (Business)	Sd/-	

Dated :
Place :

M. Sharma

