MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

STARLIT POWER SYSTEMS LIMITED

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GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Central Processing Centre

Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **U74899DL1995PLC071052**

I hereby certify that the name of the company has been changed from KDG PROPERTIES AND CONSTRUCTION LIMITED to STARLIT POWER SYSTEMS LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name NIRMAL REFRIGERATION AND FOOD PRODUCTS PRIVATE LIMITED

Given under my hand at ROC, CPC this FOURTH day of NOVEMBER TWO THOUSAND TWENTY FOUR

Signature Not Verified
Digitally signed by
DS CPC 1
Date: 2024.11.07 18:25:17 IST

Brijesh Kain

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by Brijesh Kain, Central Processing Centre, and this order has been digitally signed by the Registrar of Companies through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.

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

STARLIT POWER SYSTEMS LIMITED

555, DOUBLE STOREY, NEW RAJINDER NAGAR, NEW DELHI, Rajender Nagar, New Delhi, Central Delhi- 110060, Delhi, India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affects the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry www.mca.gov.in/MCA21

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

STARLIT POWER SYSTEMS LIMITED*

(Formerly known as KDG Properties & Construction Ltd.)

I. The Name of the Company is: **STARLIT POWER SYSTEMS LIMITED**

II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.

III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—

1. To carry on the business of manufacturers, stockiest, importers, exporters, purchasing, transporting, separating, dismantling, recycling, trading, repairers, and dealers in batteries, batteries with trolley, inverters, solar panels, populated PCB of UPS, populated PCB for inverters, Solar UPS, display card for UPS, display card for inverters, conductors, insulators, transformers, converters, switch boards, cookers engines, guns, presses, insulating material and generally electric plant, electric and electronic waste and various metal, plastic, glass and other fractions and parts which are recovered from electrical and electronic gadgets and appliances and suppliers of description.

2. To establish and operate a unit with appropriate technologies for commerciallysustainable recycling of electrical and electronic waste.

3. To undertake consultancy and provide such services in the field of waste management in general and e-waste in particular.

4. To establish an e-waste park with demo facilities to increase the awareness on theneed and requirement for effective e-waste management.

5. To collect dispose, transport, treat and recycle industrial and bio medical waste usingappropriate technologies like segregation, composting, stabilization, recycling andincineration.

6. To carry on the business of investment and stock broking and to underwrite, sub-underwrite, buy, sell, purchase, invest, and to trade and deal in all kinds of shares, debentures, bonds, units and securities whether issues by government, Local Authority, any Company or otherwise.

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

1. To purchase, otherwise acquire, own, Import, all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be conductive to the effective working of main business of the Company.

2. To acquire, build, alter, maintain, remove or replace and to work, manage and control any buildings, offices, shops, machinery, and conveniences which may seem necessary to achieve the main objects of the company.

3. To buy, repair, alter, Improve, exchange, Import, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in the main business of this Company.

4. To purchase, take on lease or tenancy or In exchange, hire take, options over or otherwise acquire any estate or interest, whatsoever and to hold, develop, work, concessions, grants, decrees, licences, privileges. Claims, options, leases, property, rights or powers of any kinds which may appear to be necessary for the main business of the Company.

5. To pay for preliminary and pre-incorporation expenses of the Company, to pay for preliminary and pre-Incorporation expenses of the Company.

6. To exchange, mortgage, royalty or tribute grant licences, easements, options and other rights over and dispose of the whole or any part of the undertaking, property assets, rights and effects of the Company for consideration as may be thought fit and in particular for stocks, shares, debentures whether fully or partly paid up or securities of any other company having main objects whole or in part similar to the Company.

7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.

8. To advance money, in connection with the main business either with or without security and give credit to such persons (Including Government) and upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulation Act, 1949.

9. To undertake financial and commercial obligations, transaction and operations of all kinds In connection with the main business of the Company.

10. To guarantee the performance of any contract or obligations and the payment of money or dividends and Interest on any stock, shares or securities of any company, corporation, firm or person In any case In which such guarantee may be considered directly or indirectly to further the objects of the Company.

11. To guarantee the payment of money unsecured or secured or payable under or In respect of promissory notes, bonds, debenture stocks, contracts, mortgages or charges, obligations, Instruments, securities of any company or of any authority, supreme, municipal, local or of any persons whether Incorporated, or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business of the Company.

12. To subscribe for, acquire, hold shares and dispose off share-stocks, debentures, debenture-stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (Body corporate or undertaking) of whatsoever nature and howsoever continued or carrying on the business and to subscribe for, acquire, hold shares, debentures and debenture-stocks and debenture-bonds mortgages, obligations and other securities issued or guaranteed by any Government, Sovereign ruler, Commissioners, trust, Municipal, local or other Authority or body of whatever nature, whether in India or elsewhere as may be conductive to the business of the Company.

13. To Invest in other than investment In Company's own shares, any money of the Company not Immediately required in any Investments movable or immovable as may be deemed proper and to hold, dispose capital or invest in shares or stock in the company as may be necessary for the business of the Company.

14. Subject to Section 73, 76 and 179/180.185 and as per provision companies Act-2013 of the Companies Act and the Rules made there under and the directions Issued by Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the Issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.

15. To draw, make, accept, endorse, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and such other negotiable or transferable Instruments of securities of all types.

16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'inventions, trademarks, designs, licences, protections, and concessions conferring any exclusive or non-exclusive or limited right to their use of other information as to any Invention, process or privileges which may seem capable of being used for any of the main objects of the Company or the acquisition of which may seem calculated directly or Indirectly to benefit the company and to use, exercise, develop or grant licences or privileges in respect of the property, rights and Information so acquired.

17. To spend money in experimenting upon and testing and Improving or seeking to Improve any patents, rights, Inventions, discoveries, processes, or Information of the Company or which the Company may acquire or propose to acquire.

18. To do all or any of the main business activities either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees and otherwise.

19. To acquire and takeover all, or any part of the business property and liabilities of any person, firm or company carrying on or proposing to carry on the main business which this Company is authorised to carry on or possess property, suitable for the main business of the Company.

20. To procure the registration or recognition of the company in or under the laws of any place outside India.

21. To form, Incorporate or promote any company or companies whether In India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its main business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses Incurred In connection with any such promotion, or incorporation and to remunerate and person or company in any manner it shall think fit for services rendered or to be rendered In or about the formation or promotion of the Company or the conduct of its main business or in or about the promotion of any other such company in which the Company may have any interest.

22. Subject to the provisions of Sections 230 to as per provision companies act-2013 and 237 of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of Interest, co-operation, Joint venture or reciprocal rights with any person or persons of company or companies carrying on or engaged in the main business of the Company

23. To enter into any arrangements and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on negotiations or operations for the purpose of directly or indirectly carrying out the main objects of the Company or effecting any modification in the constitution of the company or for furthering the Interests of the members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or Indirectly, to prejudice the interest of the Company or its members, and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think It desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights privileges or concessions.

24. To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes. rewards and donations.

25. (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in and person of Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.

(b) To accept gifts Including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and or their dependents, heirs and children for deserving objects for and such other persons also and to act as trustees.

26. To apply the assets of the Company In any way in or towards the establishment, maintenance or extension of any association, Institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combustion, fire, accident or otherwise or for the benefit of any employee workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with such other persons or classes of

persons and in particular of friendly, co-operative and other societies, reading rooms, libraries. Educational and charitable institutions, dinning and recreation rooms, churches, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose

27. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement of Industrial or labour problems or troubles or the promotion of Industry or trade.

28. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, subject to the provisions of Section 180, 180A/180B of the Act.

29. Subject to the provisions of the Gift Tax Act, 1951 and the Statutory amendments thereof, the Company has power to make and receive gifts either in cash or other movable or immovable properties.

30. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give, or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time In the employment or service of the Company or are called 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 as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subscribe to any Institutions, associations, clubs or funds calculated to be for the benefit of or to advance the Interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the Insurance of any such persons as aforesaid and do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.

31. To distribute among the members In specie or otherwise any property of the Company, or any proceeds of sale on disposal of any property of the Company, in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction (If any) for the time being required by the Companies Act, 2013.
32. To do all such other things as may be deemed Incidental or conductive to the attainment of the main objects.

33. To carry on, In any mode, the business of store-keepers in all its branches and In particular to buy, sell, and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale or retail.

34. To carry on business as importers and exporters of goods or merchandise of any description or to act as shippers, commission agents advertising agents, travelling agents, transport agents, forwarding and clearing agents, brokers, estate agents and hardware merchants.

35. To manufacture and/or produce and/or otherwise engage in the manufacture or production of or dealing in electrical kilowatt hour meters, magnets, electromagnets power cables, industrial Jewels, ammeters, voltmeters and other types of measure instruments, electrical or non-electrical, die castings, screws, nuts, and bolts, transformers of all types, circuit breakers, punched card machines, Computers and calculators and their accessories, hoists, elevators, trolleys and coaches, winches, power generators, magnetic separators, winders, air compressors, welders, fans of all types, switches and motors of all types, drills, electric grinders, air-conditioners,

refrigerators, washing machines, television and wireless apparatus, including radio receivers and transmitters, electronic Instruments, videos, transistors and called items, watches and clocks, cameras and any household appliances and any equipment used in the generation, transmission and receiving of sound, light and electrical impulses, and component or parts thereof.

36. To carry on the business of electrical engineers, air conditioner contractors electricians, engineers, contractors, manufactures, contractors, suppliers and dealers in electrical and other appliances, cables, wire-lines dry-cells, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motor power and for all others purposes for which electrical energy can be employed and to manufacture and deal in all apparatus and required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the term electricity all power that may be directly or in directly in dealing with electricity.

37. To manufacture and/or produce and/or otherwise engage in the manufacture or production of or dealing in electrical kilowatt hour meters, magners, electromagnets power cables, industrial jewels ammeters, voltmeters and other types of measure instruments, electrical or non-electrical, die castings, screws, nuts and bolts, transformers of all types, circuit breakers, punched card machines, computers and calculators and their accessories, hoists, elevators, trolleys and coaches winches, power generators magnetic separators, winders, air compressors, welders, fans of all types, switches andmotors of all types drills, eclectic grinders, air-conditioners, refrigerators, washing machines, television and wireless apparatus, including radio receivers and transmitters, electronic instruments videos, transistors and allied items, watches and clock, cameras and any house-hold appliances and any equipment used in the generation, transmission and receiving of sound, light and electrical impulses and component or parts thereof.

38. To carry on the business as mechanical engineers, machinists, fitters, mill wrights, founders, wire drawers, tube metallurgist, saddlers. Galvanizers, japanners, annealers, enamellers electroplaters and painters.

39. To carry on a general business of providing comparative information about the characteristics, Interest or other attributes of individuals, communities, organisation, countries or other social units and of anyarticles or commodities or economic trends or persons whatsoever, to design, invest, prepare, own, make and lease, sell or otherwise dispose of and generally to deal in and with computers, data processing machines, tapes, cards, memory equipment or any other equipment and material of every kind and description useful in connection with the business, to license or otherwise authorise others to engage in the foregoing, and to engage In general research and development In areas related to or involving the foregoing.

40. To grow, take on lease, acquire, develop, deal in plantations and to process in all aspect, timber, wood, plywood and all kinds of wood and to make products where wood is constituent part and to design, develop, fabricate any products involving the use of wood.

41. To produce, manufacture, use, or otherwise acquire, sell, distribute, deal in and dispose of alkalies and acids, gases, compounds, fertilizers, chemical and chemical products of every nature and description and compounds, intermediates, derivatives and by-products thereof and products to be made therefrom (hereinafter for convenience referred to generally as chemicals and products) Including specifically, but without limiting the generality of the foregoing, calcium carbide, calcium cynamide, vat, solubilised vat, azoic salts, naphthols, all type of floatation reagents, wetting agents, insecticides and fumigants plastics and resins, dyestuffs, explosives, catalytic agents, foods, direct colours, basic and rapid fast colours, pigments, drugs, biological,

pharmaceuticals, serums, vitamin products, hormones, sutures, ligatures, drugs for disease or disabilities, in men or animals, and products, derived from phosphate, mines, limestone, quarries, bauxite mines, petroleum, natural gas and such other natural deposits useful or suitable In the manufacture of chemicals and chemical products as hereinabove defined.

42. To manufacture, produce, refine, prepare, store, sell and to trade and deal in petroleum and all kinds of mineral oils all products and by- products thereof Including wax, paraffin, soap, paint, vamish, lubricants, Illuminate and butter substitutes, oil, cloth, candles, glycerine. Stearing and in connection therewith to acquire, construct, repair, operate and use oil and such other refineries, buildings, mills, factories, oil wells, derricks, distilleries, ghanles, rotaries, expellers, mechanical or hydraulic press.

43. To carry on business of manufacturers and dealers. Importers and exporters of natural and synthetic resins, moulding powders, adhesives and cements, oll paints, distempers, cellular paints, colours, varnishes, enamels, gold and silver leaf enamels, spirits tobacco, Cigars. Snuff. Soap, cosmetics, perfumes, medicines, drugs, dyes, fats, waxes, hides, skins and leather and such other allied articles thereof.

44. To carry on development and research work and to manufacture, process, import, export, buy, sell, and deal in petroleum, coke. Calcined coke and coaltar, anthracite coal and to draw out, manufacture and deal in coaltar, canlion products and such other by-products as may be possible and to utilise waste gases for Industrial uses and purposes.
45. To engineer, develop, design, assemble, manufacture, produce, Import, export, buy, sell, operate, run, let on hire and otherwise deal In:

a. All kinds of earth moving and agricultural machines, petrol and diesel engines, tools, plants, tractors, equipments, spares, appliances, implements, accessories, mobile or otherwise;
b. Heavy vehicles and machines for agricultural and land reclamation, drainage, irrigation, waterworks, engineering, forest clearing, pumping and such other purposes thereof;
c. spraying machines, vehicles and equipments, whether mobile or otherwise;
d. Mobile workshops and garage equipments for repair and service machinery:
e. tubewells, pumps, floating or otherwise, motors and Irrigation machinery:
f. Transportation equipments for movements of its products or stores, machines or
g. personnel and as general purpose freight carriers;

46. To undertake the business of distribution and application of chemicals, fertilizers and pesticides, aerial or otherwise and to maintain and run vehicles, aeroplanes and equipments for spraying and to run the said vehicles and aeroplanes for hire and as passenger carrying crafts also.

47. To construct a cinematography theatre and such other building and works and conveniences, for said purpose thereof and to manage, maintain and carry on the said theatre and to let out other such buildings when so ercted or constructed.

48. To carry on the business as proprietors and managers of theatres (cinemas, picture places and concert halls) and to provide for the production, representation and performance (whether by mechanical means or otherwise) of operas, stage plays, operettas, burlesques, vaudevilles, revues, ballets, pantomimes, spectacular pieces, promenade, and such other concerts musical and dramatic performance and entertainments of all types.

49. To carry on the business of restaurant keepers, wine and spirit merchants, licensed victuallers, theatrical agents, box office keepers, dramatic and musical literature publisher and printers.

50. To manufacture films and such other appliances and machines in connection with mechanical reproduction or transmission of pictures, movements, music and sounds and to organise and conduct theatrical production and entertainment of all kinds.

51. To enter into agreements with author or such other persons, for the dramatic or other rights of operas, plays, films, operates. Burlesque vaudeville, revues, ballet, pantomimes, spectacular pieces, musical compositions and other dramatic and musical performances and entertainments or for the representation thereof In India and elsewhere, as well as of foreign rights and to enter Into agreements of all kinds with artists and such other persons related thereto.

52. To carry on business as tourists, agents and contractors and to facilitate travelling and to provide for tourists and travellers and promote the provision of conveniences of all kinds in the ways of through tickets, circular tickets, sleeping cars or berths, reserved, places, hotel and lodging accommodation, guides, safe deposits, Inquiry bureaus, libraries, lavatories, reading room, baggage transport and otherwise.

53. To carry on the business of hotel, café, restaurant, tavern, beer house, restaurant room, boarding and lodging, housekeepers and beer merchants, maltsters, manufacturers of aerated minerals and artificial waters and other drinks purveyors, caterers, for public amusements coach, cab, carriage and motor-car proprietors, livery, stable and garage keepers, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sport entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railways, road, air and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and to provide services and facilities of all kinds on commercial basis that may be required for the tourist and entertainment industry.

54. To promote, establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacture of materials for use in such industries or business such as wax, paper, bakelite, plywood, celluloid, products, chemicals of all sorts and such other articles or things, similar or allied products, or process thereof.

55. To carry on business of processors, combers, spinners, weavers, knitters, manufacturers, dyers, bleachers, finishers, laminators, balers and pressers of any fibrous or textile material whether an agricultural or animal or natural products or its bye-products or chemical or synthetic fibre and specially jute, hemp, silk, cotton, wool mesta, nylon, tereneterylene, staple fibre or other synthetic fibre and to manufacture and produce from such raw material or textile material and to carry on the business of buyers, sellers and dealers of all such raw or processed or semi- processed material and to transact all manufacturing, cutting and preparing, process and mercantile business that may be beneficial to the said business.

56. To carry on the businesses of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircrafts, ships, tugs, barges, and boats of every description, lightermen, carriers of goods and passengers by road, rail, water or air, carmen, cartage contractors, stevedores, wharfingers, cargo superintendents, packers, haullers, warehousemen, store-keepers, and job masters.

57. To carry on the business of farming, horticulture, floriculture, sericulture, dairies, cultivators of all kinds of foodgrains, seeds, fruits, proprietors of orchards and traders, exporters, dealers, and sellers of the products of farming, dairy, horticulture, floriculture, sericulture and pisciculture and fishing and manufacturers of drinks, alcoholic or otherwise, and beverages produced from such

products or otherwise, to carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, canners and preservers and dealers of food grains and such other agricultural, dairy horticultural and poultry products, fruits, vegetables, herbs, medicines flowers, drinks, fluids and other fresh and preservable products and to extract by-products and derivatives whether edibles, pharmaceutical medicines or any other such kind or nature whatsoever and food preparations of every kind and description and generally the business or manufacture of and trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetables, foods, dairy and poultry products and articles and other derivatives, of all kinds and descriptions and to set up and run machinery for processing and preserving the same.

58. To establish experimental farms and research stations anywhere In India for conducting experiments, test and research for developing, better qualities of foodgrains and agricultural products and for developing milk strain in cattle by cross breeding or otherwise and Increasing eggs laying capacity in poultry and also for finding such other ways and means of Improving other such agricultural crops, produce, seeds, fodder crops and cattle feed of all kinds.
59. To manufacture, process, chemically or electrically or by any other such means, refine, extract, hydrolize, manipulate, mix, deodries, grind, bleach, hydrogenate, buy, sell, Import, export produce or otherwise deal in seeds and agricultural products, food products, dietic products and preparations of patent drugs and proprietary articles of all kinds, whether basic or derived and in all forms and In particular protein foods of all kinds and all such other Ingredients thereof.

60. To buy, sell, deal in shares and securities, foreign exchange, gold, silver, cotton, Jute, hessian, oil, oils-seeds and hold them as permitted under the law, from time to time, in force.

61. To organise, run, maintain, operate, promote the business of Interior decorators, furniture and carpet designers and manufacturers, boutiques, operators of fashion centres, fashion shows and to make, acquire, deal In any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise and articles wherein precious metals or precious stones may be used, in textile fabrics and to manufacture and deal In any products as are dealt in by boutiques, fashion shows and interior decorators.

62. To establish, provide, maintain and conduct research and such other laboratories, training colleges, schools and such other Institutions for the training, education and Instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, class, meeting and conferences in connection therewith.

63. To be interested in promoting or undertaking the formation and establishment and to take hold and dispose of shares in such organisations, Institutions, businesses or companies whether Industrial, hoteliers, restaurants, agricultural, trading, manufacturing or otherwise as may be considered to be conductive to the profit and interest of the company and also to acquire, promote, aid, foster, subsidise or acquire interests in any such Industry or undertaking.

64. To acquire from or sell to any person, firm or body corporate or unincorporated, whether In India or elsewhere technical and managerial Information, know-how, processes, engineering, manufacturing, operating and commercial data plans, layouts and blue prints useful for the design, erection and operation of any plant or process of manufacture and to acquire and grant or licence or other rights and benefits In the foregoing matters and things and to render any kind of management and consultancy services.

65. To carry on business as general, commercial, colour, craft and graphers, photographers, engravers, diemakers, publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents, contractors, ink, die, and colour manufacturers, manufacturers and dealers in containers and components and dealers In printing machines, type and all printers supplies, book binders and stationers and dealers in all kinds of supplies and equipment for mercantile and such other uses thereof.

66. To carry on the business of, manufacturers of and dealers In all kinds of classes of paper and pulp such as sulphate and sulphate wood pulp.Mechanical pulp and soda pulp and papers such as transparent, vellum, writing, printing glazed, absorbent, news printing, wrapping, tissue, cover, blotting, Alter, bank or band, badami, brown, buff or coloured, lined, azure laid, grass or waterproof handmade parchment, drawing. Crafts, carbon, envelope, and box and straw, duplex and triplex boards and all kinds of articles in the manufacture of which in any form pulp. Paper or board is used and also to deal In or manufacture artificial leather of all varieties, grades and colour.

67. To acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the Republic of India or elsewhere. Any debentures, debenture stocks, bonds, obligations and securities, Issued or guaranteed by any government, sovereign-ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, to acquire any such shares, stocks, debentures, debenture stocks, obligations or securities by original subscription, tender, purchase, exchange or otherwise and subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, to Issue shares, debenture stocks, bonds, obligation and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the company, or upon any specific property and rights, present and future of the company (including, If thought fit, uncalled capital) or otherwise however, to export, import, buy, sell, barter, exchange, pledge, make advance upon Invest in and otherwise deal in gold, silver bullion, stocks, shares, securities of all kinds and description.

68. To secure sound Investments of foreign capital in Indian undertaking and enterprises and Indian Capital in foreign undertaking and enterprises.

69. To carry on the profession of consultants on management, employment, engineering industry and technical matters to Industry and business and to act as employment agents.

70. To carry on the business as manufactures of or dealers in glass products such as sheet and plate glass, optical glass, glass wool, laboratory ware and Thermometers

71. To carry on the business as manufacturer of, agents or dealers in textiles and grains such as man-made fibres, cotton, silk, jute, woollen, synthetics foodgrains and products thereof, oils of all kinds seeds and pluses.

72. To undertake and transact all kinds of agency business and to carry on and promote any business, commercials or otherwise, under sound principles and/or to act as distributors, agents, underwriters, brokers, estate agents, middlemen, contract man, representation and Indenting

agents on commission, allowance as may be deemed fit in all commodities, merchandise and other allied articles/lines of business.

73. To undertake, manage, finance or otherwise carry on either individually or in association in any manner with any other person or Government authority, programme of Rural Development In India including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area, and without prejudice to the generality of the forgoing to subscribe, donate, establish, provide, maintain, conduct, subsidise, undertake, associate with carry on and promote studies, research, experimental work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first-aid centres and other technical, scientific, agricultural or any other institutions and bodies for the development of education, medicine, human welfare, agriculture, horticulture, animal husbandry, dairy products, cottage, small-scale and any other industry and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the directors may think fit and divest the ownership of any property of the company to or in favour of any Public or Local Body or Central or State Government or any Public Institution or Trusts of Funds recognised or approved by the Central or State Government or established under any law for the time being enforce.

74. To undertake, carry out, promote and sponsor or associate with or assist any activity for the promotion and growth of national economy and for discharging what the directors may consider to be social and moral responsibilities of the company to the Public or any section of the Public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the Public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute studies or academic pursuits of their researches and for establishing, conducing or assisting any institution fund, trust, person or Government authority having any one of the aforesaid objects, as one of the objects, by giving donations or otherwise in any other manner, and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the company to or in favour of any public or Local Body or authority or Central.

75. To Install the Electric furnaces for melting steel scrap and for producing steel castings and for re-rolling mild steel sections.

76. To manufacture steel casting of all kinds such as used for Textile Machine parts, Railways, Tramway, Motorparts, Tractors, Sugar Industry and Cement Industry machinery parts.

77. To manufacture bolts, nuts, buckets, kerais, gate channels and to carry on the business of fabrication of steel and its by products.

78. To weld steel tubes and boring of different steel and galvanising Iron sections.

79. To manufacture, deal, stock and carry on the business of plate makers, wire drawers, tube manufactures, galvanisers, enamellars. Electroplaters, every type of steel, spring steel, forging

quality steel and to act as japaners re-rollers annealors and makers of steel and -metal furniture and manufacturers of all types of malleable grey castings, ferrous and non ferrous steel.

80. To carry on business of Importing and exporting machinery, plants, tools, Implements, metal goods; hardware and plumbing material and to sell, let out or otherwise deal In such imported goods or articles.

81. To carry on the bushes as financiers (not amounting to banking business within the meaning of Banking Regulations Act. 1949) by way of loaning, lending and advancing money, to Industrials, Individuals commercials and such other enterprises of all types.

82. To carry on the business of mechanical filters, wire drawers, galvanizers Japanners, annealers, enamellers and packing case makers.

83. To carry on the business of a leasing and hire purchase company and to acquire, to provide on lease or to be provided on hire purchase basis all types of Industrial and offices plants, equipments, machinery, vehicles, buildings and real estate required for manufacturing, processing transportation and trading business and such other commercial and service business.

84. To build, contract, establish, own, purchase, sell, take on lease or exchange or otherwise acquire, hold, maintain and manage Industrial, commercial or residential buildings, and plots, apartment houses, hotels, motels, hostels, restaurants, factory premises godowns, golas, warehouses, flats, hostels, boarding houses, clubs, pleasure grounds and amusement parks, theatres, cinemas or other show houses, meeting or lecture halls, libraries, dharamshalas and sarais, health resorts and sanatoriums, gardens, swimming pools and baths, huts Bazars and markets, melas and exhibition and to let, sublet, give on lease or otherwise to permit use and occupation of the same for rent or hire charges and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in residential, commercial and Industrial quarters.

85. Subject to the approval of SEBI and other authorities were required to carry on all or any of the business in all the branches of Registrars to the issue, manager to the issue transfer agents, financial advisors, merchant bankers, portfolio management, consultants to the capital market, data procurement and recording centres, and development consultancy and to carry on all or any of the activities in all its branches of leasing finance and hire-purchase,

86. To carry on the business of exporters and Importers, buyers, sellers, processors and manufacturers of and general export and Import both traditional and non-traditional items, Industrial, mineral, agricultural commodities, handicrafts and household articles.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. The Authorized share capital of the Company Rs.22,40,00,000 (Rupees Twenty Two Crore Forty Lakhs Only) divided into 2,24,00,000 (Two Crore Twenty Four Lakhs) equity shares of Rs.10/- (Rupees Ten) each.

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

Name, Description Occupation, and Address of Subscriber	Number and type of equity shares	Signature of Subscribers	Name, Addresses description and Signatures of witnesses
1- SHYAM SUNDER BANSAL S/O LATE. SH. NANNUMAL BANSAL R/O C-39. GREEN PARK (MAIN) NEW DELHI-110016 OCCUPATION. BUSINESS.	100 (ONE HUNDRED EQUITY SHARES)		
2. VIKAS BANSAL S/O SH. SHYAM SUNDER BANSAL R/O C-39. GREEN PARK (MAIN) NEW DELHI - 110016 OCCUPATION : BUSINESS	100 (ONE HUNDRED) EQUITY SHARES		
3. ROHIT BANSAL S/O SH. SHYAM SUNDER BANSAL R/O C-39 GREEN PARK (MAIN) NEW DELHI - 110016 OCCUPATION - BUSINESS	100 (ONE HUNDRED) EQUITY SHARES		
	300 (Three hundred) Equity shares		

Witness to the signatures of both the subscribers:

(ATMA RAM SARIA), Chartered Accountant
S/o S. Ram Kumar Saria
M/s. SARIA GUPTA & CO., 10174/1A, Gurudwara
KAROL BAGH, NEW DELHI-110005

Place : New Delhi-16 Dated : 17-7-95

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

STARLIT POWER SYSTEMS LIMITED*

(Formerly known as KDG Properties & Construction Ltd.)

1. The Name of the Company is: **STARLIT POWER SYSTEMS LIMITED**

2. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.

3. **Preliminary**
The regulation contained in Table F if First Schedule of the Companies act 2013 shall not apply to this company except repeated or contained herein. But instead thereof the following shall be the regulation of the company.

4. **Interpretation**
In these regulations the Act means the Companies Act 2013 the seal means the common seal of the company. Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

5. **Share Capital and Variation of Rights**

    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. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders

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

thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and(3) shall mutatis mutandis apply to debentures of the company.

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. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

6. 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.

7. Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

Lien

8. The company shall have a first and paramount lien on every share(not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

9. 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 in solvency.

10. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

11. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

Calls on shares

12. The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each members hall subject to receiving at least fourteen days notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.

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

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

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Boards hall be at liberty to waive payment of any such interest wholly or in part.

16. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

17. 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 percent per annum as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

18. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

19. The Board may subject to the right of appeal conferred by section58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.

20. The Board may decline to recognise any instrument of transfer unless the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56b. the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and c. the instrument of transfer is in respect of only one class of shares.

21. On giving not less than seven days previous notice in accordance with section 91 and rules made there under 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 anyone time or for more than forty-five days in the aggregate in any year.

Transmission of shares

22. On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

23. Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made the Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.

24. If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

25. 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 tobe registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may there after 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.

26. In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.

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 name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice)on or before which the payment required by the notice is to be made and state

that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.

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. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.

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

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

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

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

36. Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. The holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are

applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.

37. The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law it share capital any capital redemption reserve account or any share premium account.

Capitalisation of profits

38. The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the companies reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A)and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto in to an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members.

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. The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.

43. 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 section103.

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.

47. In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

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

Voting rights

49. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

50. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

51. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purposes miniority shall be determined by the order in which the names stand in the register of members.

52. 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.

53. Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.

54. 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.

55. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

Proxy

56. 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 24hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

57. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

58. 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

59. 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.

60. The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee there of or general meetings of the company or in connection with the business of the company.

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

62. The company may exercise the powers conferred on it by section 88with 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.

63. All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine.

64. 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.

65. Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such persons hall 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

66. The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.

67. Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.

68. 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.

69. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.

70. The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

71. A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.

72. A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.

73. 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.

74. 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.

75. In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.

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

76. Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it

may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer

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

The Seal

78. The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

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

80. 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

81. The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.

82. Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

83. 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.

84. Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

85. 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.

86. 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.

87. No dividend shall bear interest against the company.

Accounts

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

Winding up

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

Indemnity

90. 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.

Name, Description Occupation, and Address of Subscriber	Signature of Subscribers	Name, Addresses description and Signatures of witnesses
1- SHYAMSUNDER BANSAL S/O SH NANAK MAL BANSAL R/O C-39. GREEN PARK (MAIN) NEW DELHI - 110016 OCCUPATION - BUSINESS		(ATMA RAM SARIA) Chartered Accountant H/O Sh. Ram Kumar Saria & Co. Chartered Accountant C/o M/s. SARIA GUPTA & Co. Chartered Accountant 1017-1/1A, GURUDWARA ROAD, KAROL BAGH, NEW DELHI - 110005
2. VIKAS BANSAL S/O SH. SHYAM SUNDER BANSAL R/O C-39. GREEN PARK (MAIN). NEW DELHI - 110016 OCCUPATION - BUSINESS		
3. ROHIT BANSAL S/O SH. SHYAM SUNDER BANSAL R/O C-39 GREEN PARK (MAIN) NEW DELHI - 110016 OCCUPATION - BUSINESS		

Witness to the signature of all the subscribers

Place : New Delhi

Dated : 17/7/95