सत्यमेव जयते

प्रारूप एक

Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० ....U74999DL2004PTC127108........................1925- ....1926..............

No. ....U74999DL2004PTC127108.......................2004-2005.........................

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज .... मतांगी रबर ....

.... प्राईवेट लिमिटेड । ....

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

I hereby certify that .... MATANGI RUBBER ....

.... PRIVATE LIMITED ....

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

मेरे हस्ताक्षर से आज ता० ....2 आषाढ़, 1926........ को दिया गया।

Given under my hand at ... NEW DELHI ... this ....TWENTY THIRD....

day of ....JUNE........TWO THOUSAND ....AND FOUR........

कम्पनी रजिस्ट्रार
सत्यमेव जयते
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

(विष्णू काटकर)

सहायक कम्पनी रजिस्ट्रार

Asst. Registrar of Companies

रा. रा. क्षेत्र दिल्ली एवं हरियाणा

N. C. T. OF DELHI & HARYANA

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

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

Certificate of Incorporation Consequent upon conversion to public company

Corporate Identity Number: U74999DL2004PLC127108

IN THE MATTER OF MATANGI RUBBER PRIVATE LIMITED

I hereby certify that MATANGI RUBBER PRIVATE LIMITED which was originally incorporated on TWENTY THIRD day of JUNE TWO THOUSAND FOUR under Companies Act, 1956 as MATANGI RUBBER PRIVATE LIMITED and upon an intimation made for conversion into public company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC, CPC vide SRN AB1884058 dated 25/11/2024 the name of the said company is this day changed to MATANGI RUBBER LIMITED

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

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, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar 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:

MATANGI RUBBER LIMITED

Unit No. 401, 4th Floor, Southern Park, Saket District Center, Saket (South Delhi), New Delhi, South Delhi- 110017, Delhi

Ministry of Corporate Affairs
Office of Registrar of Companies

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
MATANGI RUBBER LIMITED
(Incorporated under the Companies Act, 1956)

1. The name of the company is **MATANGI RUBBER LIMITED.**

2. The registered office of the company will be situated in state of **"Delhi"**.

3(a). The objects to be pursued by the company on its incorporation are:

1. To carry on the business as manufacturers of and dealers in all types of synthetic rubbers and elastomers, synthetic resin, latines and formulations thereof including reclaimed rubber and all kinds of rubber products and goods.

2. To construct, produce, prepare, manufacture, press, vulcanize, repair retread, purchase, sell, import, export and generally to deal in all types of tyres, and semi tyres for any type of vehicles for heavy, light and passenger transport, cars, trucks, buses, jeeps, vans, motor cycles, scooters, cycles, rickshaws and animal drawn vehicles, agricultural tractors, trollies of all kinds, industrial tyres and solid tyres, heavy duty tyres used in earth moving equipments (buldozers etc.), aeroplanes, inner tubes, flaps, camel back, repair materials in general, technical articles and other various appliances and goods made with natural, synthetic and reclaimed rubber their derivatives and substitutes, rubber latex, synthetic resins furthermore all the products and byproducts.

3. To carry on all or any of the business, such as manufacture of all types of articles in rubber or other like gums or the same in combination with any metallic or non-metallic substances, dealers, agents, importers and exporters for the same.

4. To construct, produce, prepare, manufacture, press, purchase, sell, import, export, and generally to deal in all types of raw materials required for the manufacture, preparation and production of all types of tyres and semi tyres for any types of vehicle, including natural, synthetic and reclaimed rubber, their derivatives and substitutes, rubber latex, synthetic, resins and carbon black.

5. To manufacture, produce, prepare, press, vulcanize, repair, retread, export, import, purchase, sell and to carry on business in tyres and semi tyres for different types of vehicles including buses omnibuses, charabancs trucks, lorries, auto mobiles, motor cycles, cycles, tractors, aeroplanes and also in industrial tyres, inner tubes flaps, miscellaneous repair materials and other articles and appliances, made with or from natural or synthetic rubber, its compounds, substances, derivatives and substitutes.

6. To carry on the business of manufacturers of and dealers in all varieties of rubber, India rubber, synthetic rubber and in compounds made from rubber and the byproducts of rubber.

3(b). Matters which are necessary for furtherance of the Objects specified in clause iii(a) are:

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary convenient for the main business of the Company.

2. To enter into partnership or any arrangement for sharing profits, union of interest joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business of the Company.

3. To import, buy, exchange, alter, improve, manipulate in all kinds of plant machinery, apparatus, tools and things, necessary for carrying on the main business of the Company.

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 of or for the benefit of the Company and with or without any declared trust in favour of the Company.

5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend factories, any plants, warehouses, workshop, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works and all kinds of works, machinery, apparatus, labour lines, and houses warehouses and such other works and conveniences necessary for carrying on the main business of the Company.

6. To acquire and takeover the whole or any part of the business, goodwill, trademarks, properties and liabilities of any person or persons, firms, companies or undertake other existing or new, engaged in or carrying on or proposing to carry on the main business which the Company is authorised to carry on and possessed of any property or rights suitable for the main business of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares.

7. To undertake or promote scientific research relating to any business or class of business in which the Company is engaged in.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporation and such other organisations for technical, financial or any other assistance for carrying on all or any of the main 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 formulae and patent rights for furthering the main objects of the Company.

9. Subject to Section 230 to 234 of the Companies Act, 2013 to amalgamate with any other such company or companies having all or any objects similar to the objects of this company in any manner whether with or without process of liquidation of that Company.

10. Subject to the companies Act. for the time being in force, to undertake or take part in the formation, supervision or control of the main business or operations of any person firm, body corporate, association, undertakings carrying on the main business of the Company.

11. To apply for, obtain, purchase or otherwise acquire prolong and renew any patents, patent-rights, brevets de-invention, processes, scientific technical or such other assistance of all types, manufacturing, process know-how and such other, information, designs, patterns, copyrights, trademarks, licences, concessions and rights or benefits, conferring an exclusive or nori-exclusive or limited right or use thereof, which may seem capable if being used for or in connection with the main objects of the company or the acquisition of which may seem directly or indirectly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same or grant licences in respect thereof and to spend money in experimenting, upon, testing or improving any such patents, inventions, rights or concessions.

12. To apply for and obtain any orders, charter, privilege concession, licence or authorisation or any Government, State or such other Authority for enabling the company to carry on its main 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 such purpose which, may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interest 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 main objects of the company or any of them and to obtain from any such Government, Authority, person or any company rights, charters, contracts, licences and concessions which the company may obtain and to carry out, exercise and comply therewith.

14. To procure the company to be registered or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the main business of the company.

15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments or securities of all types and to open Bank Accounts and to operate the same in the ordinary course of business.

16. To advance money, either with or without security to such persons and upon such terms and conditions as the company, may deem fit and also to invest and deal with the moneys of the company, not immediately required, in or upon such investments and in such manner as may, be determined, not being investment in company's own shares provided that the company shall not carry on the main business of banking as defined in the Banking Regulations Act, 1949.

17. Subject to Sections 177, 179, 185, 186 & 73 of the Companies Act, 2013, and the Regulations made there under and the directions issued by Reserve Bank of India to receive money on deposits or loans and to borrow or raise money in such manner and such time or times as the

company may determine and in particular by the issue of Debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets of revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company of such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase redeem or pay off any such securities.

18. To undertake and execute any trusts, the undertaking of which may seem to the company beneficial either gratuitously or otherwise in connection with the main business of the company.

19. To establish or 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 mortgage, exchange, grant licence and other rights, improve, manage, develop or dispose of undertaking, investments, assets and effects of the company or any part thereof for such consideration as may be conducive to the main business of the company and in particular for any shares, stocks, debentures or such other securities of any other company having main objects all together or in part similar to those of the company.

21. To distribute as bonus shares among the members or to place to reserve or otherwise to apply, as the company may, from time to time, deem fit, in any monies received by way of premium on debentures, issued at a premium by the company and any money received in respect of forfeited shares, and monies arising from the sale by the company.

22. To employ agents or experts to investigate and examine into the conditions prospects. value, character and circumstances of main business concerns and undertakings and generally of any assets, properties or rights which the company purposes to acquire.

23. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or for any other such purpose conducive to the main objects of the company.

24. Subject to the provisions of Section 179, 180 and 182, 183 of the Companies Act, 2013 to subscribe, contribute, gift or donate any monies, rights or assets for any national educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of monies or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual, body of individuals or bodies corporate.

25. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuities funds for the benefit of and give or procure the giving of the donations, gratuities pensions, allowances, bonus or emoluments to any persons who are or were at any time in the

employment or service of the company, or any company which is a subsidiary of the company is allied or associated with the company or with any such subsidiary company who are or were at any time Directors or officers of the company or any other such company and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations clubs or funds of or in advance the interests and well being of other Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons and to do any other matters either alone or in conjunction with any other company.

26. To establish for any of the objects of the company branches or to establish any firm or firms at places in or outside India as the company may determine.

27. To pay for any property or rights acquired by or for any services rendered to the company and in particular 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 or deferred rights in respect of dividend or repayment 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 on such terms as the company may determine Subject to the provisions of Section 188 of the Companies Act.

28. 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, damages and expenses of and incidental to the acquisition by the company of the property or assets.

29. To send out to foreign countries and anywhere in India its directors, employees or any other such person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the main business of the company and to pay all expenses incurred in connections therewith.

30. To compensate for loss of office of any Managing Director or Directors or such other officers of the company within the limitations prescribed under the Companies Act, 2013 or such other statutes or rules 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 in.

31. To agree to refer to arbitration any disputes present or future between the company and any such other company, firm, individuals or any other such body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

32. To appoint agents, sub-agents, dealers, managers, canvassers, sale representatives or salesmen for transacting the main business of this company and to constitute, agencies of the company in India or in any other country and to establish units and agencies in different parts of the world.

3(c): The Other Objects are:

1. To carry on the business as traders, importers and exporters of and dealers in aluminium utensils, steel utensils and all other such types of utensils and kitchen requisites of all types.

2. To act as business consultants, give advice, to engage in dissemination of information in all aspects of business organisation and industry and to advise upon the means and methods for extending and developing systems or processes relating to production, storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services.

3. To carry on the business of running motor lorries, motor taxies, mini buses and conveyances of all kinds and to transport passengers and goods and to do the business of common carriers.

4. To carry on the business of wholesale or retail, or otherwise as interior decorators, and furnishers, upholsterers, and dealers in all hires, repairers, cleaners, storers and warehouses of furniture, carpets, linoleums, furnishing fabrics and such other floor coverings of all types household utensils, china and glass goods, fittings, curtain and such other household requisites of all types.

5. To carry on business as brewers, distillers, bottlers, canners, preservers coopers dehydrators, maisters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors of every description such as Indian made foreign liquors, country liquors and by products therefrom, whether intoxicating or not, tonics, vitamin, beverages, flavoured drinks nectar punch, aerated waters and drinks whether soft or otherwise.

6. To carry on the business of tabacconists in all its branches and to sell, make-up and manufacture Tobacco cigars, cigarettes and snuff.

7. To act as cargo agents, ship brokers, charter party contractors ship agents, packing, forwarding and clearing agents, salvors, wreck removers, wreck raisers, autioneers, inspectors and observers of quality control, customhouse agent, commission agents and general sales agents for any of the air liners, steam-ship companies, railways and transport companies or any such person.

8. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat and agricultural products, milk, dairy products and such other perishable items of all types.

9. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios and cinematographic shows and exhibitions.

10. To trade, deal in and undertake manufacturing of bricks, tiles, pipes, cement, lime, and building construction requisites and to carry on the business of builders, contractors, architects, decorators and furnishers and to acquire, hold, mortgage, lease, take on lease, exchange or otherwise deal in land buildings, houses, flats, bungalows, shops, hereditaments of any tenure or freehold for residential or business purposes.

11. To cultivate, grow, produce or deal in any agricultural, vegetables or fruit products and to carry on the business of farmers, dairyman, milk contractors, dairy farmers, rice and flour milling, purveyors and vendors of milk and milk products condensed milk and powdered milk, cream, chees, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds.

12. To cultivate tea, coffee, rubber and any other such similar produce of all types and to carry on the business of planters in all its branches, to carry on and do the business of cultivators, winners and buyers of every kind of vegetable mineral or such other produce of the soil, dispose of and deal in any such produce either in its prepared, manufactured or raw state and either by wholesale or retail.

13. To carry on the business as manufacturers of or dealers in pulp and paper of all kind and articles made from paper and pulp, card boards, straw board and wall ceiling papers and packaging cartons and news papers and newsprints.

14. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases.

15. To carry on the business as iron-founders, makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agriculture implements and such other machinery related thereto, steel castings and forgings and malleable iron and steel castings, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel convertors and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.

16. To carry on business as hoteliers, moteliers, restaurant owners, sweat, meat merchants, refreshment room proprietors, refreshment contractors and own and run garages, shops, stores, godowns, bars, refreshment rooms, cafeterias, discotheques, restaurants and places for sale, custody, bailment, deposit or protection of the valuable goods and commodities.

17. To carry on the business of manufacturing and dealing in, assembling, buying, selling, reselling, exchanging, altering, repairing, importing, exporting, hiring, letting on hire, distributing or dealing in motor cars, motor cycles, scooters, motor buses, motor lorries, motor vans, trucks, locomotive engine, trains and all other such road and rail conveyance of all types, ships, boats, barges, launches, steamers and conveyance of every description and kind for transport conveyance of passengers, merchandise of goods of every description, whether propelled or moved or assisted by means of petrol, spirit, electricity, steam oil vapour, gas, petroleum mechanical, animal or any other such motive power of all types.

18. To carry on the business of manufacturing, dyeing, colouring, spinning, weaving, buying, selling, importing, exporting or otherwise dealing in all fabrics and such other fibrous substances and preparations and manufacturers of and dealers in cotton, silk, woollen, linen, hemp, jute, rayon, nylon, artificial silk and such other yarn and all kinds of woven, synthetic and synthetic blended textiles manufactured from such yarn.

19. To carry on the business as manufacturers of and dealers in industrial machinery bearings, speed reduction units, pumps, machine tools, agricultural machinery and earth-moving machinery such as road rollers bull-dozers, dumpers scrappers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines.

20. To carry on the business as manufacturers, importers, exporters of or dealers in ferrous or non-ferrous metal goods, iron and steel, aluminium, brass, tin, nickel, special steels and their products.

21. To carry on business as manufacturers, stockists, importers and exporters of and dealers in engineering drawing sets, builders-requisites, steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and such other allied machinery, plant, equipment and appliances thereof.

22. To carry on the business as manufacturers, stockists, importers and exporters of and dealers in bolts, nuts, nails, hooks and such other hardware items of all types.

23. To carry on business as manufacturers, stockists, importers and exporters of and dealers in forgings, castings, stampings of all metals, machinery parts, moulds, press tools, jigs, fixtures and compression moulding steel products and automobiles parts.

24. To carry on business as manufacturers, stockists, Importers, exporters and repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch-boards, cookers, engines presses and all types of insulating materials.

25. To carry on the business as manufacturers, stockists, importers and exporters and or dealers in wearable and unwearable fabrics, high density polyethylene and polypropylene, woven sacks and tarpaulines.

26. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of packing materials, jointing and belting materials, asbestos materials and fibres, insulation materials and welding fluxes, cartons, containers, boxes and cases made of paper, boards, wood, glass, plastic, pulp, cellulose films, polyethylene rubber metals, metal foils, gelatine, tin, flexible, treated and laminated or such other materials related thereto.

27. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminium foils of all types, wooden drums, packing cases, rods, wires, strips, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, furnaces, batteries and accumulators.

28. To sell, breed, import, export, improve, prepare, deal and trade in cattle, bird, poultry game, live and dead-stock of every description, eggs, pork-pies, sausages pickles, spices, sauces, jams, jelly, custard, prawn, potted meats, macaroni, spaghetti, table delicacies, bread, biscuits, wine biscuits and such other formentitious goods and products, cocoa, confectionery, cakes and buns.

29. To carry on the trades and the business of meal manufacturers, dealers in consumable stores and provisions of all kinds, food stuffs, grains, flour, seeds, fodder, cane, oils, corn, wheat, wheat products, stores, vegetable oils, ghee and vanaspati, products.

30. To carry on the business as manufacturers of and dealers in and importers and exporters of leather and raw hides and skins.

31. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of plastic, synthetic resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastics and similar, other such products, tubes, pipes, sheets, films, whether moulded, extruded casted, formed or foamed.

32. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and mulifarious land to explore, work, exercise, develop and turn to account all sorts of major and minor minerals, working of deposits of all kinds of minerals, and subsoil materials and to crush, win, set, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for the market, metals and mineral substances of all kinds.

33. To produce, manufacture, trade, deal in and dispose of alkalies, dyes, acids, gases, compounds, fertilizers, chemical products of every nature and description. intermediates, derivatives all types of floatation reagents, wetting agents. insecticides, fumigates, dyestuffs catalytic agents direct colours, basic colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, harmones 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 and to undertake the business of spraying of pesticides.

34. To manufacture, generate, produce, sell, dispose to and deal in industrial gases, domestic gases for heating and lighting, gas, steam, heat light or any other such motive power obtained by incinerating, burning forest refuse, wood and plants.

35. To manufacture, buy, sell, lease, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of, surgicals, X-ray units, X-ray equipments, telecommunication machines, business machines intercoms, teleprinters, dictating and recording machines, broad-casting apparatuses, loudspeakers, radios, auto-radios, reverberators, tape-player, cassette tapes, headphones, stereo complex speakers, radio control equipments, cameras, binoculars microscopes, projectors, telescopes television sets, refrigerators, airconditioners, coolers, radars, computers and their spare parts.

36. To procure or develop and supply technical know-how for the manufacture or processing the installation or erection of machinery or plant in the working of mines, oil wells or such other sources of mineral deposits or in search for on discovery of testing of mineral deposits or in carrying out any operations relating to agriculture animal husbandry, dairy or poultry farming forestry or fishery or rendering services in connection with the provision of such technical know-how.

37. To deal in foreign exchange, subject to approval of appropriate authorities.

38. To organise and carry on the business of advertisers, advertising agents, and consultants and to organise propaganda and advertising compaigns by means of press advertisement, pamphlets, handbills, circulars, advertisement reels, posters, cinema slides or by any other such means or through the means of radio television or any other such media of all types.

39. To undertake and execute, in India or in any part of the world, turn-key projects for electrical installations, air-conditioning, refrigeration, heating, cooling, ventillations, humidification, sanitary, thermal and accoustic insulation work.

40. To carry on the business as manufacturers, traders, importers and exporters of and dealers in all kinds of carpets and floor coverings, whether made of woollen, cotton, synthetic or such other fibres of fibrous materials of all types.

41. To carry on the business as traders, importers and exporters to and dealers in cotton, and jute, whether raw, semi-processed or processed and all kinds of cotton and jute goods.

42. To manufacture, produce, prepare, press, vulcanize, repair, retread, export, import, purchase, sell and to carry on business tyres and semi tyres for different of vehicles, made with or from including India rubber or same in combination with any metallic substances, vulcanite, leather, rayon, hessian or plastics or products in which rubber, rayon, hessian or plastics is or are used.

43. To carry on the business as shares and stocks broker and to buy, sell and deal in all kinds of share, stocks, securities, bonds, debenture, units and such other instruments of all types.

44. To carry on the business of public transporters and to ply all types of commercial vehicles such as Trucks, Tempos and pick up vans for carrying goods or passengers anywhere in India.

45. To carry on the business as importers, exporters, agents, distributors, stockists, contractors, suppliers, dealers of any kind and to act as manufacturers, representatives, agents, brokers, commission agents and merchant of commodities, articles products and merchants of any kind or nature.

46. To carry on the business of importers, exporters, dealers, traders, manufacturers of trailers, earthmoving equipments, canal equipments, fuel injection equipments and Machine tools and such other allied products thereof.

47. Subject to the approval of RBI under RBI Act, 1934 as amended by RBI (Amendment) Act, 1997, to purchase or otherwise acquire, maintain, sell, lease, finance and give on hire purchase or instalments all kinds of plants, machinery, vehicles (motorised or otherwise) marine engines and vessels, hotel equipments, medical equipments, air conditioners, air conditioning plants, cooling equipments, computer, construction machinery, furniture and fixtures, electronics equipments, household equipments and other appliance, musical instruments, immovable or movable property and any other equipments or assets that the company may think fit.

48. To carry on the business of and render & provide services as commission agents, selling & purchasing agent, brokers, manufacturers, representatives or agents, stockists, distributors and agents to any person, firm or company.

49. To construct, produce, prepare, manufacture, press, vulcanize, repair, retread, purchase, sell, import and export and generally to deal in all types of tyres and semi tyres for any types of vehicles and furthermore all the products and by-products including textiles, metals, valves, rims and chemicals in general and all components and accessories relating to tyres and tubes or industry and commerce in general in India or elsewhere.

50. To construct, produce, prepare, manufacture, press, purchase, sell, import, export and generally to deal in all types of raw materials required for manufacture for all types of tyres and semi tyres for any types of vehicle including accelerators, bead wire, textiles and canvas, cotton fabric, rayon tyres cord and rayon fabric nylon filament, tyre cord, conveyor belts.

4) 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.

5) The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 35000000 (Three Crores Fifty Lacs) Equity Shares of Rs. 10/- (Indian Rupees Ten only) 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 the Capital of the Company set opposite our respective names:

Sr. No.	**Name Address description and Occupation of each subscriber**	**No. of Equity Shares taken by each subscriber**	**Signature of subscribers**	**Signature of witness with name, address description and occupation**
1.	**Manju Gupta** W\o: Pradeep Gupta, R\o 411-412, 4th floor Ansal Tower, 38 Nehru Place, New Delhi - 110019 (Business)	5000 (Five Thousand)	Sd/-	I Witnessed the signature and all particulars of both the subscribers who have singed in my presence. **Sd/-** Satish Agarwal (CA M. No: 84467) S/o Late M.R. Agarwal R/O: 9/14, East Patel Nagar, Delhi - 110008
2.	**Radhika Gupta** R\o 411-412, 4th floor Ansal Tower, 38 Nehru Place, New Delhi - 110019 (Business)	5000 (Five Thousand)	Sd/-	

Place: New Delhi **Date: 17.04.2004**

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
MATANGI RUBBER LIMITED
(Incorporated under the Companies Act, 1956)

INTERPRETATION

I. (1) In these Regulations:

(a) Company means **MATANGI RUBBER LIMITED.**

(b) Office means the Registered Office of the Company.

(c) Act means the Companies Act 2013 and any statutory modification thereof.

(d) Seal means the Common Seal of the Company.

(e) Directors means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called (2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

PUBLIC COMPANY

The company is a public company within the meaning of section 2(71) of the Companies Act 2013 and accordingly the Company is not Private Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

II.

1. The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf. with the powers to divide the share capital whether original increased or decreased into several classes and attach thereto respectively such ordinary preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.

2. The business of the Company may be commenced soon after obtaining Certificate of Incorporation.

3. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same to such person at such time and on such term conditions as they may in their absolute discretion think fit proper.

4. Shares may be registered in the name of any minor through a guardian only as fully paid shares.

5. The Directors may allot and issue shares in the Capital of the Company as partly or fully paid up in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business.

6. Subject to the provisions of section 68 69 and 70 of the Companies Act 2013 and any statutory amendments or re-enactments thereof and compliance of the provisions thereof by the Company the Company is authorised to purchase its own shares or other specified securities.

7. The Company in general meeting may decide to issue fully paid up bonus share to the members if so recommended by the Board of Directors. The Company in general meeting may decide to issue fully paid up bonus share to the members if so recommended by the Board of Directors.

8. Each fully paid up share shall carry one vote. Subject to the provisions of Section 55 of the Companies Act 2013 the Company may issue preference shares which shall be redeemed within a period not exceeding Twenty Years from the date of their issue.

LIEN

9. Subject to the provisions of Companies Act 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts liabilities and engagements (whether presently payable or not) solely or jointly with any other person to or with the Company whether the period for the payment fulfilment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends from time to time declared in respect of shares subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

CALLS ON SHARES

10. The Directors are empowered to make call on members of any amount payable at a time fixed by them. However the Company may accept from any member the whole or a part of the amount remaining unpaid on any shares held by him even if no part of that amount has been called up.

TRANSFER OF SHARES

11. a) The instrument of transfer shall be in writing and all provisions of the Companies Act 2013 and of any statutory modification thereof for the time being shall be duly complied within

respect of all transfer of shares and the registration thereof. b) The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.

12. No transfer of shares shall be made or registered without the previous sanction of the Directors expect when the transfer is made by any member of the Company to another member or to a members wife or child or children or his heirs. The Directors may decline to sanction the transfer subject to Section 58 of the Companies Act 2013.

13. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares subject to Section 58 of the Companies Act 2013.

14. Subject to Section 58 of the Companies Act 2013 the Directors may in their discretion refuse to register the transfer of any shares to any person whom it shall in their opinion be undesirable in the interest of the Company to admit to membership. Subject to Sec 56 of the Companies Act 2013 every instrument of transfer duly stamped must be accompanied by the certificate of share proposed to be transferred and such other evidence as the director may require. The Certificate of title of share shall be provided attaching of the seal of the Company if any.

TRANSMISSION OF SHARES

15. At the death of any members his or her shares be recognised as the property of his or her heirs upon production of reasonable evidence as may required by the Board of Directors.

FORFEITURE OF SHARES

16. 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.

17. 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.

18. 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.

19. (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.

20. (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.

21. (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.

22. 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

23. The Company by ordinary resolution may from time to time: a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. b) sub-divide its share or any of them into shares of smaller amount than is fixed by the Memorandum of Association so however that in the subdivision the proportion between the amount paid and the amount if any unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived. c) 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 and diminish the amount of its share capital by the amount of share so cancelled. Where any share capital is sub-divided the Company in General Meeting subject to the Sections 43, 47 and other provisions of the Companies Act 2013 may determine that as between the holders of the shares resulting from sub-division one or more of such shares shall have same preferential or special rights as regards dividend payment of capital voting or otherwise.

24. The Company in General Meeting may from time to time by ordinary resolution increase the share capital of the Company by the creation of new shares by such sum to be divided into shares of such amount as may be deemed expedient. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company when issued the new shares may be issued upon such terms and conditions and with such preferential qualified or such rights and privileges or conditions there to as general meeting resolving upon the creation thereof shall direct. If no direction be given the Board shall determine in particular the manner in which such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company. Before the issue of any new shares the Company in General Meeting may make provisions as to the allotment and issue of the

new shares and in particular may determine to whom the shares be offered in the first instance and whether at par or premium. In case no such provision is made by the Company in General Meeting the new shares may be dealt with according to the provisions of these Articles. Whenever the company proposes to increase its subscribed capital by the issue of further shares such shares shall be offered either to its existing shareholders or employees under ESOP scheme or to any other person subject to the provisions of Section 62 of the Companies Act 2013. Such existing Shareholders shall have right to renounce the shares offered to him in favour of any other person Subject to the provisions of the Companies Act 2013 the Company may from time to time in any manner by special resolution and subject to any consent required under the Companies Act 2013 reduce: (a) Its share capital (b) Any capital redemption reserve account or (c) Any share premium account. Subject to provisions of the Companies Act 2013 the Board may accept from any member to surrender on such terms and conditions as shall be agreed of all or any of his shares.

BUY-BACK OF SHARES

25. 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

26. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

27. (a) The Board may whenever it thinks fit call an Extra-Ordinary General Meetings. (b) 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. (c) The Board shall on a requisition made by such number of members who hold on the date of the receipt of the requisition not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting call an Extraordinary General Meeting. At least twenty-one days clear notice of General Meetings of the Company specifying the date day hour and place of meeting and the objects shall be given. In every such notice calling meeting of the Company there will appear a statement that member is entitled to appoint proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than twenty-one days if consent is accorded in case of any general meeting of all the members entitled to vote thereat and in case of any other meeting by members holding not less than 95 (Ninety-Five) percent of the paid up share capital and is given a right to vote in a meeting.

PROCEEDINGS AT GENERAL MEETINGS

28. No business shall be transacted at any general meeting unless quorum of members in present. At least five members present in person shall be the quorum for general meeting subject to the provisions of Section 103 of the Companies Act 2013.

29. The Chairperson if any of the Board shall preside as Chairperson of all Board and general meetings of the Company. If at any time the Chairperson is not present within 15 minutes after the time appointed for holding the same the Directors present shall elect one of the Directors present to be Chairperson of such meeting. If no director is present or unwilling to act as Chairperson the members may appoint one of their members as Chairperson.

30. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

ADJOURNMENT OF MEETING

31. No business shall be transacted at any general meeting unless quorum of members in present. At least five members present in person shall be the quorum for general meeting subject to the provisions of Section 103 of the Companies Act 2013.

VOTING RIGHTS

32. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

PROXY

33. At least twenty-one days clear notice of General Meetings of the Company specifying the date day hour and place of meeting and the objects shall be given. In every such notice calling meeting of the Company there will appear a statement that member is entitled to appoint proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than twenty one days if consent is accorded in case of any general meeting of all the members entitled to vote thereat and in case of any other meeting by members holding not less than 95 (Ninety-Five) percent of the paid up share capital and is given a right to vote in a meeting.

34. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

BOARD OF DIRECTORS

35. Unless otherwise determined by the Company in general meeting the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen).

36. Subject to the provisions of Section 149 of the Act the Company may from time to time by Special Resolution increase or reduce the number of Directors within the limits fixed by these

Articles and may also determine in what rotation the increased or reduced number is to vacate the office. A person appointed as a Director shall not act as a Director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as prescribed in the relevant Rules. The Directors shall appoint one women director as per the requirements of section 149 of the Act.

37. The following shall be the First Directors of the Company:

    1. Manju Gupta

    2. Radhika Gupta

38. The Directors may from time to time appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.

39. The Directors shall have the power at any time and from time to time to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles Any Directors so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier.

40. The Managing Director may be paid such remuneration as may from time to time be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another and the same has to be ratified by the shareholders in the General Meeting as per the provisions of Section 196 and Schedule V of the Companies Act 2013.

41. The quorum necessary for the transaction of the business of the Board meeting subject to Section 174 of the Companies Act 2013 shall be one third of the total strength or at least two whichever is higher. The Company shall not directly or indirectly advance any loan or a loan represented as a book debt to any of its Managing, Whole Time directors or to any person in whom such Managing Whole Time director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person unless the same is approved by the members in general meeting or as a part of conditions of service extended to all of its employees by the Company subject to the provisions of section 185 of the Companies Act 2013.Subject to section 175 of the Companies Act 2013 a resolution in writing signed by the Directors except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called held and constituted. Subject to the provisions of Section 161 of the Companies Act 2013 the Board of Directors may by passing a resolution in Board Meeting appoint a person as an alternate director in place of a director who is absent from India for a period not less than 3 (three) months. Such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Director which he represents and shall be entitled to receive notice to attend and to vote a Directors meeting on behalf of meeting attended by him. Such alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been

appointed returns to India. The Director shall have power for engagement and dismissal of managers engineers assistants clerks and others and shall have power of general direction and management and superintendence of the business of the company with full powers to do all such acts matters and things deemed necessary proper or expedient for carrying on the business and concern of the Company including the power to make such investment of the Company's fund as they shall think fit subject to the limit fixed by the Board of Directors under Section 179 of the Companies Act 2013 and sign contracts and to draw make sign accept endorse and negotiate on behalf of the Company all bills of exchange promissory notes hundies drafts Government Promissory Notes and other Government securities and such other instruments. The Director may delegate all or any of their powers to such other Directors Managers or other persons as they think fit and shall have power to grant to any such person such power of attorney as they deem expedient and such powers at pleasure to revoke subject to Section 179 and 166 of the Companies Act 2013.Subject to Provision under section 197 and Schedule V of the Companies Act 2013 the director shall receive such remuneration for their services as may from time to time be determined by the Company in general meeting or in a Board Meeting or may be contained in an agreement if any between the Company and any Director or Directors. A Director shall not be required to hold any qualification shares in the Company and also not required to retire by rotation. The Director shall also be paid travelling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services rendered by them outside their ordinary duties as Director subject to the provisions of Section 188 of the Companies Act 2013. Subject to the provisions of the companies Act 2013 and the Rules framed there under Board may decide to pay a Director out of the funds of the Company by way of sitting fees a sum to be determined by the board for each meeting attended by him. The Board of Directors may participate in board meeting by telephone or video conferencing or any other means of contemporaneous communication. A Written Resolution circulated to all the Director whether in India or overseas and signed by majority of them as approved shall (subject to the provisions of section 175 of the Companies Act 2013.) be as valid and effective as a resolution duly passed at the meeting of the Board. The controlling shareholders shall have the right to appoint managing director of the company. Wherever the Managing Director has been appointed in a Board Meeting and has not been approved by shareholders in the General Meeting all the acts done by such person in such duration shall not be invalid.

42. The following powers shall be exercised by the Board or any Committee of the Board or otherwise by the Company as may be so required: a) To make calls on shareholders in respect of moneys unpaid on shares held by them. b) To increase or reduce the Company's capital. c) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares. d) convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination. e) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. f) To issue and allot new shares. g) To make any Rights Issue of shares. h) To adopt any resolution to alter the Memorandum and Articles of Association. i) To invest or to join any company to invest in any other company. j) To Issue Debentures. k) To undertake or permit any merger consolidation or reorganisation of the Company. l) To decide on the declaration of dividends and appropriation of profits according to provisions of Section 51 of the Companies

Act 2013. m) Subject to the provisions of Section 186 of the Companies Act 2013 to give to make any loan to any person or other body corporate or give guarantee or provide security in connection with a loan made by any other person to or to any other person by anybody corporate.

43. The business of the Company shall be managed by the Board of Directors who may pay all such expenses preliminary and incidental to the promotion formation establishment and registration of the Company as they think fit and may exercise all such power of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company in general meeting and are not barred by statute or by these Articles and are required to be exercised or done by the Company in General Meeting subject nevertheless to any regulations of the Articles to the provisions of the statute and to such regulations not being inconsistent with aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

44. The Board of Directors may from time to time pay to the members such interim dividends as appear to be justified from the profits of the Company Subject to the provisions of Section 123 of Companies Act 2013.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

45. The Directors may from time to time appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.

46. The Managing Director may be paid such remuneration as may from time to time be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another and the same has to be ratified by the shareholders in the General Meeting as per the provisions of Section 196 and Schedule V of the Companies Act 2013. The Company shall not directly or indirectly advance any loan or a loan represented as a book debt to any of its Managing, Whole Time directors or to any person in whom such Managing, Whole Time director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person unless the same is approved by the members in general meeting or as a part of conditions of service extended to all of its employees by the Company subject to the provisions of section 185 of the Companies Act 2013. The controlling shareholders shall have the right to appoint managing director of the company. Wherever the Managing Director has been appointed in a Board Meeting and has not been approved by shareholders in the General Meeting all the acts done by such person in such duration shall not be invalid.

THE SEAL

47. a) The Directors may with a resolution passed in Board meeting decide to have a Common seal in place be made of metal. (b) The Board shall provide for the safe custody of the Company's Common Seal. (c) The Seal 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 one director who shall sign every instrument to which the seal of the Company if so affixed.

DIVIDENDS AND RESERVE

48. The Board of Directors may from time to time pay to the members such interim dividends as appear to be justified from the profits of the Company Subject to the provisions of Section 123 of Companies Act 2013.

49. Subject to the provisions of the Companies Act 2013 the Company may from time to time in any manner by special resolution and subject to any consent required under the Companies Act 2013 reduce (a) Its share capital(b) Any capital redemption reserve account or(c) Any share premium account.

50. Subject to the provisions of Companies Act 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts liabilities and engagements (whether presently payable or not) solely or jointly with any other person to or with the Company whether the period for the payment fulfilment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends from time to time declared in respect of shares subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

51. The Board has power to decide on the declaration of dividends and appropriation of profits according to provisions of Section 51 of the Companies Act 2013.

ACCOUNTS

52. (a) 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 Director).(b) No members (not being Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting. The Directors shall in all respect comply with the provisions of Section 128 129 133 134 137 207 of the companies Act 2013 profit and Loss Account Balance Sheet and Auditors Report and every other document required by law to be annexed or attached as the case may be to the Balance Sheet to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the Company at which they are to be laid subject to the provisions of section 136 of the Act.

WINDING UP

53. Winding up when necessary will be done in accordance with the requirements of the Companies Act 2013 or statutory modification thereto.

INDEMNITY

54. Subject to the provisions of Companies Act 2013 every Director Manager Auditor Secretary and other officers or servants of the Company shall be indemnified out of the assets of the Company against any bonafide liability incurred by him in defending any Bona fide proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquired or in connection with any application under section 463 of the Companies Act 2013 in which relief is granted to him by the Court.

OTHERS

MINUTES

55. Directors shall respectively cause minutes of all proceedings of General Meetings and of all proceedings at meetings of Board of Directors or of committee of the Board or by postal ballot to be duly entered in books to be maintained for that purpose in accordance with Section 118 of the Companies Act 2013. The minutes of each meeting shall contain: a) The fair and correct summary of the proceedings thereat. b) The name of the Directors present at the meeting in case of meeting of Board or committee of Board of Directors. c) The name of the Directors if any dissenting from or not consenting to the resolution in the case of each resolution passed at the meeting of Board or committee of Board of Directors. d) All appointments made at any meeting. Any such minutes purposing to be signed in accordance with the provisions of Section 118 of the Act shall be evidence of the proceedings.

BORROWING POWERS

56. Subject to section 73-76A and 179 of the Companies Act 2013 and Regulations made thereunder and Directions issued by the RBI the directors may from time to time raise or borrow any sums of money for and on behalf of the Company from the member companies or banks or they may themselves advance money to the company on such interest or no interest as may be approved by the Directors without security or on security. The Directors may from time to time secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge mortgage charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being. Any debenture bonds or other securities may be issued at premium or otherwise and with special privileges as to redemption surrender drawing and allotment of shares of the Company and otherwise.

OPERATION OF BANK ACCOUNTS

57. The Directors shall have the power to open bank accounts to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments make endorsements draw and accept negotiable instruments hundies and bills or may authorise any other person or persons to exercise such powers.

AUDIT

58. (a) The first Auditor of the Company shall be appointed by the Board of Directors within thirty days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting. (b) Subject to the provisions of Chapter X of the Companies Act 2013 the Company shall at first Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its Sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting. (c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board. (d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues the remaining auditor if any may act but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

SECRECY

59. Subject to the provisions of law of land and the act every manager auditor trustee member of a committee officer servant agent accountant or other persons employed in the business of the company shall if so required by the Board of Directors before entering upon his duties sign declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

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

Sr. No.	Name Address description and Occupation of each subscriber	Signature of subscribers	Signature of witness with name, address description and occupation
1.	**Manju Gupta** W\o: Pradeep Gupta, R\o 411-412, 4th floor Ansal Tower, 38 Nehru Place, New Delhi - 110019 (Business)	Sd/-	I Witnessed the signature and all particulars of both the subscribers who have singed in my presence. **Sd/-** Satish Agarwal (CA M. No: 84467) S/o Late M.R. Agarwal R/O: 9/14, East Patel Nagar, Delhi - 110008
2.	**Radhika Gupta** R\o 411-412, 4th floor Ansal Tower, 38 Nehru Place, New Delhi - 110019 (Business)	Sd/-	

Place: New Delhi **Date: 17.04.2004**