

**MEMORANDUM OF ASSOCIATION
AND
ARTICLE OF ASSOCIATION**

RATHI INDUSTRIES LIMITED



सत्यमेव जयते

प्रारूप एक

Form-1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं.....55-46570.....शक 1913

No.55-46570.....of1991-92.....

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज राठी इण्डस्ट्रीज लिमिटेड

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

I hereby certify that **RATHI INDUSTRIES LIMITED**

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

मेरे हस्ताक्षर से आज ता. 8 अग्रहायण, 1913 को दिया गया।

Given under my hand at... NEW DELHI this **TWENTY NINTH**
day of **NOVEMBER** One Thousand Nine Hundred and **NINETY ONE**



Sd/-

(वी. एस. गलगली)
कम्पनी रजिस्ट्रार
दिल्ली एवं हरियाणा
(V. S. GALGALI)

Registrar of Companies
DELHI & HARYANA

Company No. ...55-46570...



Certificate for Commencement of Business

व्यापार प्रारंभ करने का प्रमाण-पत्र

Pursuant to Section 149 (3) of the Companies Act, 1956

कम्पनी अधिनियम 1956 की धारा 149 (3) के अनुसरण में

I hereby certify that the.....**RATHI INDUSTRIES LIMITED**.....

.....
मैं एतद द्वारा प्रमाणित करता हूँ कि**राठी इण्डस्ट्रीज लिमिटेड**.....

.....
which was incorporated under the Companies Act, 1956 on
जो कि कम्पनी अधिनियम, 1956 के अन्तर्गत पंजीकृत की गई थी दिनांक ...8, अग्रहायण, 1913...
the**TWENTY NINTH**..... day**NOVEMBER**..... 1991.....

and which has filed a duly verified declaration in the
और जिस ने कि यथावत् निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत
prescribed form that the conditions of section

कर दिया है कि उस ने धारा 149 (2) (क) से (ग)

149 (2) (a) to (c) of the said Act, have been complied with is entitled
को सभी शर्तों का अनुपालन कर दिया है, अतः व्यापार आरम्भ करने का
to Commence business.

का अधिकारी है।

Given under my hand at.....**NEW DELHI**.....

मेरे हस्ताक्षर से आज दिनांक**7 वैशाख, 1914**.....

this**TWENTY SEVENTH**.....day of**APRIL**..... One

Thousand Nine Hundred and Ninety**THREE**.....

को जारी किया गया।



Sd/-

(वी. एस. गलगली)

कम्पनी रजिस्ट्रार

दिल्ली एवं हरियाणा

(V. S. GALGALI)

Registrar of Companies

DELHI & HARYANA

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
RATHI INDUSTRIES LIMITED

- I. The Name of the Company is **RATHI INDUSTRIES LIMITED.**
- II. The Registered Office of the Company will be situated in the Union Territory of **Delhi**
- III. The objects for which the Company is established are :-

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

- 1. To work and establish, explore, develop, exercise, process, treat or deal in the material including by products of mining and to establish factory for processing, finishing treating or conversion of the same into industrial a saleable material.
- 2. To establish and carry on all or any industry, trade or business of preparing, cutting, crushing, polishing, processing, trading, importing, exporting all types of Granites, and marble products including Granite slabs, Granite tiles. Marble tiles, Marble slabs, Leterite, Limestone, sandstone, slate, stone, stones of every description China clay and such other building material made or related thereto and colour stones of every description and type including selling, processing trading or dealing into waste and by products arising from the mining and processing of Granite and marble colour stone.
- 3. To carry on the business of Iron and Steel Founders and Manufacturers, Steel Makers, Steel Converters and to establish Steel Rolling Mills and Rollers in all their branches including Semi-manufacturers and finished products thereof and to manufacture metallurgical products and other non-ferrous founders, furnace proprietors and workers, metal and alloy makers and as refiners, metallurgists, galvanizers, machinists, smith, welders and metal workers.
- 4. To carry on the business as manufacturers, importers, exporters and repairers and dealers in furnaces Equipments, forgings, castings, plates, sheets, rods, bars, ingots, ferrous and non-ferrous metals, tubes, boilers, implement gears, drills and other tools, bolts, nuts, oaks, sleepers, rolling stock, hardware, articles, clinkers, second hand, or used machinery tools, scrap metals and metallic residue, steel engineering products, and scrap materials.
- 5. To develop consultancy services in the field of mining, related products concentrating. Smelting and refining and to act as consulting Engineers in all fields of mining of Granites, marbles, limestone, and soap stone.
- 6. To provide, management of the consultancy in the field of information technology. Computer hardware and software, system designing data processing, data transfer, financial sector and technical sector and to act as dealers, distributors, agents, representatives of India and foreign concerns, persons operating in the line of information technology, financial services and Technical Services.

7. To establish and run centres for providing full range of services in connection with computer consultancy and software engineering, communication and networking. Internet and related services satellite linked services, computer education and training software and hardware products, human resources developments, multimedia, computer based simulation, CAD/CAM, graphics, animation, entrepreneur resource planning operating and supervision of operations in other companies and organizations in India or abroad and to establish bureaus of process data and develop systems of all kinds of job processing and hiring out machine time.
8. To design, develop, buy, sell, trade, import, export, put up install, let on hire, repair distribute or otherwise deal in software systems and technologies, data processing, internet services, electronic communication systems and electronic data processing program.
9. To buy, sell, import, export and distribute all type of computer software security, computer hardware accessories information data bases media peripherals and computer stationary.
10. To provide computer education and training, computer support services, electrical mail, electronic commerce and internet services, to act as selection and recruitment agency for computer, financial and technical and other personnel and to provide and services relating to computers & technology and all the other fields relating hardware and software.
11. To design, develop, buy, sell, trade, import, export, put up, install, let on hire, repair, distribute or otherwise deal in hardware systems, data processing equipment, Hi-tech electronics data processing equipments, their peripherals and allied products.
12. *To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships. holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing and maintaining of structures. flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and conveniences to purchases for development, houses buildings. structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing off the same. To acquire, buy, lease, or hire lands, buildings, or any immovable property, either directly or indirectly, for the purpose of development or resale. to erect, construct, or develop various structures such as houses, flats, bungalows, kothis, and other civil work on both company-owned lands and others. To take on renovation projects, involving the pulling down, rebuilding, or alteration of existing structures to match modern demands and aesthetics.

**Clause inserted through special resolution passed in the Extra-ordinary general meeting dated 13.05.2024.*

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS 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 or convenient for the purpose of its business and either to retain the same or turn the same to account, as may seem expedient.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in any business or transaction which the Company is authorised to carry on.
3. To import, export, buy, sell, exchange, alter, improve and manipulate, prepare for market and otherwise deal 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 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 any factories, plants, ware-houses, workshops sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works, power plants, roadways, railways, bridges, reservoirs, water houses, and all kinds of works, machinery, apparatus, labour lines and houses, warehouse, furnaces, crushing works 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 undertakings, either existing or new, engaged in or carrying on or proposing to carry on the any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the business of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
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, corporations and such other organisations for technical, financial or any other assistance for carrying on all or any of the objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights the company for furthering the main objects of the Company.
9. Subject to 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, undertaking 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 d' 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 non-exclusive or limited or right or use thereof, which may seem capable of 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 and manufacture & under or grant licences in respect thereof or sell the same 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 of 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 lend 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 Company Act, 1956/2013 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 at 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 or 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. Subject to Section 293 of the Act, to sell, lease, mortgage, exchange, grant licences 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 objects all together or in part similar to those of the company.
21. Subject to the provisions of the Companies Act, 1956, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
22. 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 moneys received by way of premium on debentures, issued at a premium by the company and any Moneys received in respect of forfeited shares, and moneys arising from the sale by The company of forfeited shares, subject to the provisions of the Companies Act, 2013.
23. 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.
24. 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.
25. Subject to the provisions of the Companies Act, 2013 to subscribe, contribute, gift or donate any moneys, rights or assets for any national educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of moneys 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.
26. 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 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 to advance the interests and well being other Company or any such other company or persons as aforesaid and make payments to or towards is the insurance of any such persons and to do any other matters either alone or in conjunction with any other company.

27. 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.
28. 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 c preferred or deferred rights in respect of dividend or repayment of capital or c or by any securities which the company has power to issue or by the grant 5/11 any rights or options or partly in one mode and partly in another and on such terms as the company may determine.
29. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, damages and expenses of and Incidental to the acquisition by the company of any property or assets.
30. To send out to foreign countries its directors, employees or any other 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.
31. 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.
32. 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.
33. To appoint agents, sub-agents, dealers, managers, canvassers, sale representatives or salesmen for transacting the business which this company is authorised to carry on 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.
34. To guarantee the performance of contracts undertaken by persons, firms or companies carrying on or authorised to carry on any business or businesses which this company is authorised to carry on and to guarantee the payment of liabilities of any such persons, firms or companies.

(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 and hirers, repairers, cleaners, storers and warehouses of furniture, carpets, linoleums, furnishing fabrics and such other floor coverings of all types of 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, maltsters 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 tobacconists in all its branches and to sell, make-up and manufacture tobacco, cigars, cigarettes and snuff.
7. To act as cargo agents, insurance 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, steamy-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 newspapers 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, on hire and deal in machinery, implements and rolling stock.
16. To carry on business as hoteliers, hoteliers, restaurant owners, sweet, 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, ballment, 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, guns, presses and all types of insulating materials.
25. To carry on business as manufacturers, stockists, importers and exporters and of dealers in wearable and unwearable fabrics, high density polyethylene and polypropylene, woven sacks and tarpaulins.
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, ropes, 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 fermentations 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 multifarious land and 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 alkalis, 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, hormones 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 of 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, surgical, 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, air conditioners, 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 or discovery or 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 undertake guarantee and indemnity business and to act as trustees, executors' attorneys, receivers, administrators, nominees and agents and to execute trusts of all kinds and to exercise all the powers of custodians and trustees.
38. To deal in foreign exchange and currencies and to convert currencies, subject to approval of appropriate authorities.
39. To organise and carry on the business of advertisers, advertising agents, and consultants and to organise propaganda and advertising campaigns 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.
40. To undertake and execute, in India or in any part of the world, turnkey projects for electrical installations, air-conditioning, refrigeration, heating, cooling, ventilations, humidification, sanitary, thermal and acoustic insulation work.
41. 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.
42. To carry on the business as traders, importers and exporters of and dealers in cotton, and jute, whether raw, semi-processed or processed and all kinds of cotton and jute goods.
43. To carry on the business as shares and stocks brokers and to buy, sell and deal in all kinds of shares, stocks, securities, bonds, debentures, units and such other instruments of all types.
44. To carry on business of public transporters and to ply all types of commercial vehicles such as Trucks, Motor Buses, Tempos, Taxis, and Pick Up Vans for carrying goods or passengers anywhere in India.

45. To carry on business as importers, export agents, distributors, stockists, contractors, suppliers, dealers of any kind and to act as manufacturers, representatives, agents, brokers, commission agents and merchants 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.

IV. The liability of the Members is Limited.

V. **The Authorised Share Capital of the company is Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.

***Authorised Share Capital increased through special resolution passed in the Extra-ordinary general meeting dated 13.05.2024.*

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 :-

Names, addresses, occupation and description of subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with address description and occupation
PREM RATAN RATHI S/o Late Sh. G. D. Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : Business	500 (Five hundred)	Sd/- Prem Ratan Rathi	I witness the signatures of all the subscribers who appeared before me at Delhi Sd/- (NAVIN GARG) Chartered Accountant J-182, Patel Nagar-I Ghaziabad
SUJATA RATHI W/o Sh. Vinay Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : House wife	500 (Five hundred)	Sd/- Sujata Rathi	
SURESH KUMAR MITTAL S/o Sh. Om Prakash Mittal A-354, Surya Nagar Ghaziabad Occupation : C.A.	500 (Five hundred)	Sd/- Suresh Kumar Mittal	
VIKAS RATHI S/o Sh. P. R. Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : Business	500 (Five hundred)	Sd/- Vikas Rathi	
PAWAN MITTAL S/o Sh. S. K. Mittal Moh. Garhi, Pilkhuwa Ghaziabad Occupation : Service	500 (Five hundred)	Sd/- Pawan Mittal	
RIDDHI RATHI W/o Sh. Vikas Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : House wife	500 (Five hundred)	Sd/- Riddhi Rathi	
SUSHILA DEVI RATHI W/o Sh. P. R. Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : House wife	500 (Five hundred)	Sd/- Sushila Devi Rathi	
TOTAL	3500 (Thirty Five hundred) Equity Shares		

New Delhi

Dated this 4th day of November 1991

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
RATHI INDUSTRIES LIMITED

Interpretation

1. (1) In these regulations—

- a) "The Act" means the Companies Act, 2013 and includes where the context so admit any re-enactment or statutory modification thereof for the time being in force.
- b) "the seal" means the Rubber Stamp of the company.
- c) "Public Company" means a company which—
 - (a) is not a private company and;
 - (b) has a minimum paid-up share capital as may be prescribedProvided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.
- d) "These Articles" means these Articles of Association as originally framed or as from time to time altered by special resolution.
- e) "The Company" means **Rathi Industries Limited**
- f) "The Directors" means the Directors of the Company.
- g) "The Board of Directors" or "The Board" means the Board of Directors of the Company.
- h) "The Managing Director" means the Managing Director of the Company.
- i) "The Office" means the Registered Office of the Company.
- j) "The Corporation" means any financial institution and/or any Central or State Government.
- k) "Register" means the Register of Members of the Company required to be kept by Section 88 of the Act.
- l) "The Registrar" means the Registrar of Companies, as defined under Section 2(75) of the Companies Act, 2013.
- m) "The Secretary" means the Secretary of the Company.
- n) "Dividend includes any interim dividend.
- o) "Month" means calendar month.
- p) "Year" means a calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2 (41) of the Act.
- q) "Proxy" includes Attorney duly constituted under a Power-of-Attorney.
- r) "In Writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form.
- s) Words imparting the singular number only include the plural number and vice versa.
- t) Words imparting person include corporations.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

2. 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.

3. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

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

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

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

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

5. 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.

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

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

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

7. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may,

subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

8. 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.

9. 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.

10. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the company by the person who, for the time being, shall be the registered holder of the shares of by his executor or administrator.

11. The joint-holders of a share shall be severally as well as jointly liable for the payment of all instalment and calls due in respect of such share.

12. Shares may be registered in the name of any person, company or other body corporate. Not more than three persons shall be registered as joint-holders of any share. No share shall be allotted to or registered in the name of a person of unsound mind or a partnership.

Lien

13. (i) The company shall have a first and paramount lien —

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

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

Provided that no sale shall be made—

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

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been

given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

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

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

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

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

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

Calls On Shares

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

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

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

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

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

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

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

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

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

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

22. The Board—

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

Transfer of shares

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

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

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

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

25. The Board may decline to recognise any instrument of transfer unless—

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

26. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

27. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

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

28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be

required by the Board and subject as hereinafter provided, elect, either—

- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

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

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

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

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

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

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

Forfeiture

31. 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.

32. 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.

33. 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.

34. (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.

35. (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.

36. (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.

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

Alteration of Capital

38. 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.

39. Subject to the provisions of section 61, the company may, by ordinary resolution—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

40. Where shares are converted into stock—

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

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

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

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

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

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

Capitalisation of profits

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

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

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

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

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

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

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

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

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

43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

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

(ii) The Board shall have power—

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

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

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

Buy-back of shares

44. 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

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

46. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

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

Proceedings at General Meetings

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

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

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

49. 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.

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

Adjournment of meeting

51. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

52. Subject to any rights or restrictions for the time being attached to any class or classes of shares—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

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

54. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

55. 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.

56. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

57. 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.

58. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

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

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

61. 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

62. The persons hereinafter named shall become and be the first Directors of the Company.

1. Sh. Prem Rattan Rathi
2. Smt. Sujata Rathi
3. Smt. Ridhi Rathi

63. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

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

65. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

66. 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.

67. 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.

68. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

69. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

70. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

71. 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.

72. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.

73. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

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

74. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

75. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

76. 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.

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

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

78. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

79. 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

80. (i) The Board shall provide for the safe custody of the seal or the Rubber Stamp.

(ii) The seal or the Rubber Stamp of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other person as the Board may appoint for the purpose; and those two Directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

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

Dividends and Reserve

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

82. 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.

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

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

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

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

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

85. 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.

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

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

87. 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.

88. 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.

89. No dividend shall bear interest against the company.

Accounts & Inspection

90. The books of Account and other books and papers shall be open to inspection by any Director during business hours.

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

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

Winding-Up

92. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

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

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

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

Others

Borrowing Powers

93. (a) The Board may, from time to time and at its discretion, subject to the provisions of Sections 73, 74, 179, and 180 of the Companies Act, 2013, and the regulations made thereunder, as well as directions issued by the Reserve Bank of India, raise or borrow, either from the directors or from elsewhere, and secure the payment of any sum of money for the purposes of the Company.

(b) The Board may raise or secure the repayment or payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and, in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

(c) Any debentures, debenture-stock, bonds, or other securities may be issued at a discount, premium, or otherwise and with any special rights, as to redemption, surrender, drawing, allotment of shares, appointment of Directors, and otherwise. Debentures, debenture-stock, bonds, and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Provided that debentures with the right to allotment of or conversion into shares shall not be issued except in conformity with the provisions of Section 62(3) of the Companies Act, 2013.

(d) Save as provided in Section 56 of the Companies Act, 2013, no transfer of debentures shall be registered unless a proper instrument of transfer, duly stamped and executed by the

transferor and transferee, has been delivered to the Company together with the certificate or certificates of the debentures."

Minutes

94. (a) The Board shall, in accordance with the provisions of Section 118 of the Act, cause minutes to be kept of proceedings of every general meeting of the Company and of every meeting of the Board or of every Committee of the Board.

(b) Any such minutes of proceedings of any meeting of the Board or of any Committee of the Board or of the Company in general meetings, if kept in accordance with the provisions of Section 118 of the Act, shall be evidence of the matters stated in such minutes. The minute books of general meetings of the Company shall be kept at the office and shall be open to inspection by members during the hours of 11:00 A.M. and 1:00 P.M. on such business days as the Act requires them to be open for inspection.

Donations

95. The Company may, in accordance with the provisions of the Companies Act, 2013, and any other applicable laws, make donations to charitable institutions, non-profit organizations, or any other entities deemed appropriate by the Board of Directors. The Board shall have the discretion to determine the recipient and the amount of such donations, ensuring that they align with the Company's values and corporate social responsibility objectives.

Secrecy

96. Every Director, Secretary, trustees for the Company, its members or debenture-holders, member of a committee, servant, officer, agent, accountant or other person employed in or about the business of the Company shall if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts 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 discharge of his duties except when required so to do by the Board or by any general in the meeting or by Court of Law and except so far as may be necessary in order to comply with and of the provisions in these articles contained.

Indemnity

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.

Note: The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified below:

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 :-

Names, addresses, occupation and description of subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with address description and occupation
PREM RATAN RATHI S/o Late Sh. G. D. Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : Business	500 (Five hundred)	Sd/- Prem Ratan Rathi	I witness the signatures of all the subscribers who appeared before me at Delhi Sd/- (NAVIN GARG) Chartered Accountant J-182, Patel Nagar-I Ghaziabad
SUJATA RATHI W/o Sh. Vinay Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : House wife	500 (Five hundred)	Sd/- Sujata Rathi	
SURESH KUMAR MITTAL S/o Sh. Om Prakash Mittal A-354, Surya Nagar Ghaziabad Occupation : C.A.	500 (Five hundred)	Sd/- Suresh Kumar Mittal	
VIKAS RATHI S/o Sh. P. R. Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : Business	500 (Five hundred)	Sd/- Vikas Rathi	
PAWAN MITTAL S/o Sh. S. K. Mittal Moh. Garhi, Pilkhuwa Ghaziabad Occupation : Service	500 (Five hundred)	Sd/- Pawan Mittal	
RIDDHI RATHI W/o Sh. Vikas Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : House wife	500 (Five hundred)	Sd/- Riddhi Rathi	
SUSHILA DEVI RATHI W/o Sh. P. R. Rathi 27, Sadhna Enclave New Delhi-110017 Occupation : House wife	500 (Five hundred)	Sd/- Sushila Devi Rathi	
TOTAL	3500 (Thirty Five hundred) Equity Shares		

New Delhi

Dated this 4th day of November 1991