



सत्यमेव जयते  
GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

2nd Floor, Corporate Bhawan, GSI Post Tattiannaram, Bandlaguda, Nagole, Hyderabad, Telangana, India, 500068

**Certificate of Incorporation pursuant to change of name**  
*[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]*

Corporate Identification Number (CIN): L85110TG1996PLC099198

I hereby certify that the name of the company has been changed from DR HABEEBULLAH LIFE SCIENCES LIMITED to SAMSRITA LABS LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name DR HABEEBULLAH LIFE SCIENCES LIMITED.

Given under my hand at Hyderabad this Thirteenth day of October two thousand twenty-two.

DS REGISTRAR  
OF COMPANIES  
HYDERABAD 2

Digitally signed by DS REGISTRAR OF COMPANIES HYDERABAD 2  
DN: c=IN, postalCode=500068,  
o=HYDERABAD, ou=REGISTRAR OF  
COMPANIES HYDERABAD, id=REGISTRAR  
OF COMPANIES HYDERABAD 2, email=REGISTRAR  
OF COMPANIES HYDERABAD 2  
Reason: I am the signatory and integrity of this  
document  
Date: 2022.10.13 09:40:38 +05'30'

R K SAHU

Registrar of Companies  
RoC - Hyderabad

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

SAMSRITA LABS LIMITED

6-3-354/13/B2, Flat.No.B2, Suryateja Apartments, Hindi Nagar, Punjagutta, Hyderabad, Hyderabad,  
Telangana, India, 500082





सत्यमेव जयते

GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

**Certificate of Incorporation pursuant to change of name**  
*[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]*

Corporate Identification Number (CIN):



Registrar of Companies

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





GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, Bangalore  
E' Wing , 2nd Floor , Kendriya Sadana , Koramangala Bangalore - 560034, Karnataka, INDIA

**Certificate of Incorporation pursuant to change of name**  
**[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]**

Corporate Identification Number (CIN): : U85110KA1996PLC019672

I hereby certify that the name of the company has been changed from JAYAVANT INDUSTRIES LIMITED to PC PRODUCTS INDIA LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name JAYAVANT INDUSTRIES LIMITED

Given under my hand at Bangalore this Thirty First day of October Two Thousand Fourteen.

Signature invalid  
Digitally signed by  
Geetha K. Kshmi K  
Date: 2014.10.31  
16:53:30 GMT+05:30

**SATYAJIT ROUL**

Assistant Registrar of Companies  
Registrar of Companies  
Bangalore

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

PC PRODUCTS INDIA LIMITED  
FIRST FLOOR JAYAVANT HOUSE, AZAD ROAD, NEAR CBT BHANDIWAD BASE, HUBLI.,  
HUBLI - 580020,  
Karnataka, INDIA



प्राकृतिक आई. आर.

Form. I. R.

निगमन का प्रमाण-पत्र

# CERTIFICATE OF INCORPORATION

ता. .... का से. ....

No. 08/ 19672 ..... of 19 96 .....

मैं एतद्वारा प्रमाणित करता हूँ कि आज .....

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

I hereby certify that **JAYAVANT INDUSTRIES LIMITED.**

XXX ..... XXX

XXX ..... XXX

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

मेरे हस्ताक्षर से आज ता. .... को दिया गया।

Given under my hand at Bangalore this **TWENTYEETH** day of **JANUARY** ..... one thousand nine hundred and Ninety **SIX.**

(V. SREENIVASA RAO)

कम्पनियों का रजिस्ट्रार

कर्नाटक बंगलूर

Registrar of Companies  
KARNATAKA, BANGALORE

C. No. 06/19672



कारबार प्रारम्भ करने के लिए प्रमाणपत्र  
**Certificate for Commencement of Business**

कम्पनी अधिनियम 1956 की धारा 149(3) के अनुसरण में  
Pursuant of Section 149(3) of the Companies Act, 1956

एतद्वारा प्रमाणित करता हूँ कि \_\_\_\_\_

जो कम्पनी अधिनियम 1956 के अधीन तरीख \_\_\_\_\_ को  
निगमित की गई थी और जिसे आज विहित प्ररूप में समयक रूप से सत्यापित घोषणा फाइल से  
कर दि है कि उक्त अधिनियम की धारा 149 (1) क (से) लेकर घ तक/ 149 (2) क  
लेकर (ग) तक की शर्तों का अनुपालन किया जा है कारबार प्ररंभ करने की हकदार है

I hereby certify that the JAYAVANT INDUSTRIES

<u>LIMITED</u>	<u>XXX</u>	<u>XXX</u>
<u>XXX</u>	<u>XXX</u>	<u>XXX</u>

which was incorporated under the Companies Act, 1956, on the Twenty Fifth  
day of January 1996, and which has this day filed a  
duly verified declaration in this prescribed form that the conditions of  
section 149(1)(a) to [b] / 149 [2] [a] to [c] of the said Act, have been  
complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख \_\_\_\_\_ को \_\_\_\_\_  
दिया गया

Given under my hand at Bangalore \_\_\_\_\_  
this First day of February one thousand nine  
hundred and Ninety Six.



(V. SREENIVASA RAO)

कम्पनियों का रजिस्ट्रार  
कर्नाटक बंगलूर  
Registrar of Companies  
Karnataka, Bangalore.



GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Hyderabad

2nd Floor, CPWD Building, Kendriya Sadan, Sultan Bazar,  
Koti, Hyderabad, Telangana, INDIA, 500195

Corporate Identity Number : L85110TG1996PLC099198

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certification of Registration of Regional Director order for Change of State

M/s PC PRODUCTS INDIA LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Karnataka to the Telangana and such alteration having been confirmed by an order of REGIONAL DIRECTOR SOUTH EASTERN REGION, HYDERABAD bearing the date 31/03/2015.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Hyderabad this Fifth day of June Two Thousand Fifteen.

Signature Not  
Verified  
Digitally signed by  
Ministry of Corporate  
Affairs - Govt of  
India  
Date: 2015.06.05  
13:19:22  
GMT+05:30

SHASHI RAJ DARA  
Deputy Registrar of Companies  
Registrar of Companies  
Hyderabad

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

PC PRODUCTS INDIA LIMITED  
4-7-375/A, Esamia Bazar, Television Hotel Lane,  
Hyderabad - 500027,  
Telangana, INDIA



THE COMPANIES ACT,

2013 COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF  
\*SAMS RITA LABS LIMITED

- I. The name of the Company is **\*SAMS RITA LABS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of **Telangana**.
- III. The objects for which the company is established are:

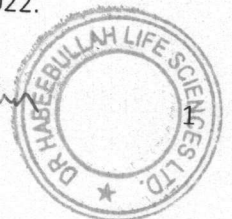
**(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:**

1. To carry on in India or elsewhere on its own or through its subsidiaries, the business related to designing, research and development, manufacturing, processing, distilling, compounding, storing, formulating, patenting, acquiring, marketing, distribution, buying, selling, importing, exporting and dealing and developing innovative molecules, modified molecules, pro-drugs, components, medical devices and services, commercializing as well as providing technologies, processes, solutions, training in all or any branches or sub-branches related to life sciences, bio-pharmacy chemical sciences, plant sciences, Nutraceuticals, biological sciences, medical sciences, animal sciences, bio-nanotechnology, bio-electronics, molecular biology, nuclear molecules, synthetic biology, molecular nanotechnology, genetics, stem cells, regenerative medicine, or gene therapy, Rebo Nucleic Acid Interference technology, biotechnology applications in water technologies, gene therapy, proteomics and genomics, pharmacogenomics, molecular diagnostics, cytogenetics & Fluorescence Situ Hybridization strategic studies, pharmacology, bio-technology, bioinformatics, bioprocessing, animal and plant rearing, foods, drugs, and pharmaceuticals, generics, formulations, bulk drugs, vaccines, ayurvedic, homeopathy, unani, herbal and other technologies related to present or future related to life-forms, cells, tissue culture, chromogones, medicine, pathology, toxicology, drug discovery, physiology anatomy that exist or may be discovered in future and includes the above fields, technologies, devices, applications or combination of any or all of the above.
2. To carry on the business of establishing, running hospitals, nursing homes, diagnostic centres both molecular and non-molecular, operation theatres, post operation management centres, rehabilitation centres, physio-therapy centres, super speciality hospitals including stem cell therapy based hospitals, medical colleges, dental colleges, nursing colleges, mobile clinics, dispensaries, medical stores including mobile, maternity homes, child welfare and family planning centres, Biology and to undertake, engage and offer in various types of clinical research and development activities including clinical trial services, conducting In-vitro and In-vivo studies, clinical validation studies and training, data management services for clinical research and other allied activities in accordance with all national and international best practices and regulatory norms as applicable and also act as consultants, training centres and advisors providing technical know-how, and allied services for the operation and improvement of nursing homes, hospitals, medical institutes, medical corners, diagnostic centres and laboratories in India and abroad.

\* Change of name vide special resolution passed in the Annual General Meeting held on 17.09.2022.

K. Navendra Kumar

DIN: 09223904



3. To carry on the business of manufactures, buyers, sellers, importers, exporters of and dealers in all kinds of organic and inorganic chemicals, chemical compounds, alkalies, salts, derivatives, chemical preparations, industrial, agricultural, medicinal, pharmaceutical and aromatic and other allied products, cosmetics, perfumeries, cleaners, detergents, oils, fats, paints, varnishes, colours, ingredients, dyestuffs and intermediaries.

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

1. To acquire, own, sell, exchange, or otherwise deal in or dispose off, let on hire or lease, repair and assemble all kinds of motor vehicles, crafts, ships, boats, plant and equipments, accessories, apparatus, spare parts, tools, implements, raw materials, stores and machinery required and as are necessary, useful, convenient or desirable for all or any of the objects of the Company.
2. For the purpose of business of the Company to transact and to carry on any agency business.
3. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, for any purpose whatsoever conducive to the interest of the Company.
4. To promote, carry on, maintain and develop, trade of all kinds, and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the objects of the Company.
5. To process, produce, treat, manipulate recondition, buy, sell, import, export or otherwise deal in all by-products, refuses, wastes, scraps and other products capable of being manufactured or produced out of or within the use of all or any raw materials, ingredients, substances, commodities, used in the manufacture of all or any of the products which Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit.
6. To apply for, tender, purchase of otherwise acquire any contracts, sub-contracts, licenses, leases, grants and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carryout, dispose off or otherwise turn to account the same.
7. To give guarantees and to carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interests or other money secured or payable by the Company.
8. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest, to any national, trust, public body, corporation or authority or any trustees for or on behalf any of the same or the public.
9. To aid, pecuniarily or otherwise, any association, body or movement having for an object, the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
10. To enter into contracts, agreements and arrangements with any other company for the carrying out, by such other company on behalf of the Company, of any of the objects for which the company is formed.

11. ^To enter into Partnership or into any arrangement for sharing profits, merger, demerger, amalgamation, Union of Interest, Co-Operation, Joint Venture, reciprocal concession or otherwise with any person or company carrying on or engaged in any business or transaction which this company is authorised to carry on or engage any business undertaking or transaction capable of being conducted so as directly to benefit this company or to amalgamate with any other company having objects all together or in similar to those of the company.

12. To undertake, acquire, subscribe for, buy, sell, take up, hold or otherwise deal in shares, stocks, debentures, bonds, obligations and securities and to hold the same as investment or stock-in-trade and realize or sell the same.

13. To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company.

14. To establish or promote or concur or be interested in establishing or promoting any company or companies for the purposes of acquiring all or any of the property, rights and liabilities of the company of or for any other purpose whatsoever and to transfer to any such company any property of this company which may seem directly or indirectly calculated to benefit the company.

15. To enter into any arrangement with any Government or Authority, Central, State, Municipal, Local or Foreign or Public body or otherwise any person or company that may seem conducive to the company's objects or any of them and to carry out, exercise and comply with any such arrangements.

16. To apply for, promote and obtain an Act of Parliament, charter, decrees, rights, contract, privileges, concessions, licenses or authorization from any Government, State or Municipality for enabling the company to carry out any of its objects into effect.

17. To apply for, purchase or otherwise acquire and protect and renew in India or any other part of the world any patent right, BREVETS d INVENTION, trademarks, designs, licenses, concessions, and the like and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend the money in experimenting upon, testing or improving any such patents, inventions or rights.

18. To establish, provide, maintain and conduct or otherwise subsidize and assist research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments, test and inventions that may be considered likely to assist any of the business which the Company is authorized to carry on.

19. To make donations either of cash or any other asset or property, to subscribe, contribute or grant money for any charitable, scientific, religious or benevolent, national, public or other institutions, funds, persons, associations, subjects, trusts, exhibitions or for any other useful objects.

20. To provide for the welfare of the employees, directors or ex-directors, and their families or dependents and shareholders either by grant of money, pensions, grants, bonus or allowances or in any other manner.

21. To refer, agree to refer any claim, demand dispute or any other question, by or against the Company or in which the Company is interested or concerned to arbitration in India or at any place outside India, and to observe and to do all acts, deeds, matters and other things to carry out or enforce the awards.

^The clause has been amended pursuant to special resolution passed at the Annual general Meeting of the Company held on 17.09.2022

K. Narindra Kumar

DIN: 09223904



22. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the company and/or the issue of its capital or of raising finance including cost of advertising, printing and stationery, brokerage and commission.
23. To pay to promoters such remuneration and fees or recompense them for the times and services rendered by them as per the provision of the Companies Act, 2013.
24. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested.
25. To pay for any rights or property acquired by the Company and to pay commission or remunerate any person or company for services rendered or to be rendered whether by cash payment or by allotment of shares, debenture or other securities of the Company, credited as paid up in full or in part or otherwise.
26. Subject to the provisions of Section 73 of the Companies Act, 2013, and the rules framed thereunder and the directors of Reserve Bank of India, to borrow or raise money or accept deposits and secure the payment of any moneys so borrowed, raised or received or of debentures or bonds, obligations or deposits, by mortgages, charges and securities of all kinds on the undertaking or whole or any part of the property, rights assets or revenue and profits of the Company, present or future, including its uncalled capital, by trust assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities.
27. Subject to the provisions of Companies Act, 2013, to lend, advance, invest and deal with money and funds of the Company in such manner as may from time to time be determined or deemed fit by the Board of Directors.
28. To open and operate current, fixed or overdraft accounts with any bank, bankers, institutions, shroff or merchant and to pay into and draw money from such accounts.
29. To lend or advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of or by any such persons or Companies.
30. Subject to the Banking Regulation Act, 1949, to draw, make, accept, endorse discount, execute and issue bills or exchange, hundies, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
31. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to protect and indemnify and part or portion thereof either on mutual principle or otherwise.
32. To appoint Directors or Managers of any subsidiary company or any other company in which this Company or may be interested.

33. To take part in the management, supervision and conduct of the business or operations of any company or undertaking and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts or agents.
34. Subject to the provisions of the Act, to vest, pass on, delegate, authorize transfer to any other company or Board Directors of such other company, the control and the composition of the Board of Directors of this Company.
35. To let out on hire all or any of the property of the Company whether real or personal, immovable or moveable.
36. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising whether in India in the press, by circulars, by purchase and exhibition of works of art of interest, by publication of books, periodicals and by granting prizes, rewards and donations.
37. To purchase, to take on lease/license or in exchange, hire or otherwise acquire any immovable or movable property, land, buildings, easements, machinery, plant and stock-in-trade or any rights or privileges for the purposes of the Company' s business or to turn the same to account as may seem expedient.
38. To sell, or let on lease or on hire purchase, lend, grant licenses easements and other rights over and in any other manner whatsoever to transfer, deal with dispose off the undertaking, property, assets, rights and effects of Company or any part thereof or any articles or goods whether made by the Company or not for such consideration as the Company may think fit and in particular, for shares, stocks, debentures, debenture bonds or other securities of any other Company.
39. To purchase, take over or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorized to carry on; or possessed of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
40. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India or abroad.
41. Subject to the provisions of Monopolies and Restrictive Trade Practices Act, to amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in or about to carry on or engage in any business whether or not included in the objects of the Company, and to amalgamate or merge with the company whose business is acquired, purchased or taken over and/or to enter into agreement with the objects of acquisition of such undertaking and/or business.
42. To create and issue equity, preference and guaranteed shares of stock or debentures and to redeem, cancel and accept surrenders of any such shares or stocks.
43. To alienate, transfer, gift, sell, donate, settle or dispose of any property of the Company with or without consideration and upon such terms and conditions as the Board of Directors may deem fit.

44. To accept donations, gifts with or without such conditions, restrictions, obligations, stipulations and liabilities as are not derogative, to the provisions of any law for the time being in force.

45. To carry out in any part of the world all or any part of the foregoing objects as principals, agents, factors, trustees, contractors or otherwise and either by or through agents, sub-contractors or otherwise and either alone or in conjunction with others.

46. To enter into any arrangements and contracts with foreign and/or Indian parties and other persons for obtaining by grant, license, and/or on other terms, technical and engineering information, assistance and service, collaborations, know-how and expert advice for installation of plant and machinery, production and manufacture of any products, and to pay for such technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in shares or partly in cash or otherwise.

**(C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE ARE:**

1. To carry on the business as stockists, commission agents, manufacture's representatives, buying, selling and indenting agents, import-export house, trading house, distributor, brokers, ware housemen, haulers, carries, transporters and to undertake and carry on all kinds of agency business.

2. To carry on the business of hire purchase and leasing operations of all kinds and for that purpose to acquire, purchase, buy, sell, import, export, hold, use, lease or let on hire or otherwise deal in plant, machinery, tools, equipments, computers, vehicles, automobiles, boat, trawlers, rolling stocks, ships, aircrafts, land, buildings, properties, estates, mines, quarries, factories, assets, goods, articles, materials, and merchandise of all kinds and all kind of consumer, commercial and industrial items and immovable and movable assets of all kinds.

3. To carry on the business of manufacturers, producers, buyers, sellers, importers, exporters, or otherwise dealers in cement, steel, iron, coke, coal, timbers, tiles, bricks, granites, floorings, ceramics, plant, machinery, tools equipments chemicals and sub-stances and to carry on the business of mining, quarrying and production and working of minerals and metals.

4. To carry on the business as merchant bankers, investment consultants, issue house, securities and share brokers, registrars, security transfer agents, underwriters, managers, agents and brokers in respect of public issues or placement of shares/debentures or securities of companies, corporations, government or public or private authorities and as members of stock exchanges, and in general to undertake all kinds of financial services in India or abroad.

5. To carry on the business of agriculture, farming, forestry, dairy, horticulture, floriculture, sericulture, pisciculture, plantation, poultry, animal husbandry, farms and dairies and to produce, process, buy, sell, import, export and deal in all products and by-products thereof.

6. To purchase, sell, develop, take in exchange or on lease, hire, or otherwise acquire whether for investment or sale or working the same, any real or personal estates including land, buildings mines, factories, mills, plantations, plant, machinery, stock-in-trade, immovables, movables, properties of all kinds or any rights or interest therein and to let on lease or otherwise for

commercial, residential or industrial public or private purpose, sell, dispose off or trade in and to provide for all conveniences, facilities, amenities, and utilities thereof.

7. To carry on the business of export, import, and trading all kinds of plant, machinery, tools, equipments, chemicals, goods, articles, products and merchandises.

8. To carry on the business of manufactures, producers, processors, makers, importers, exporters, buyers and sellers of and dealers in bread, biscuits, bakeries, chocolates, confectioneries, sweets, fruit drops, sugar, glucose, chewing gums, milk cream, ice, ice-creams, arrated and mineral waters, fruit juices, drinks, beverages, food products, protein products and edible oils of all kinds and description.

9. To manufacture, produce, process, buy, sell, import, export and deal in all kinds of plastics, polyethylene and polyolefines, polypropelene, polysters, synthetics, rubber, vinyl, epoxy, resins and all kinds of products, by-products, goods, materials, yarns, fabrics, dresses, wares and apparels thereof.

IV. The liability of the members is limited.

@ \$ V. The Authorized Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs only) Equity Shares of Rs. 10/- (Ten only) each with a power to increase or reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abortage any such rights, privileges, or conditions in such manner as they may for the time being be provided by the Articles of Association of the Company.

@	<b>Approved by the Shareholders – Annual General Meeting – Wed, 27/09/2017</b>
#	<b>Approved by the Shareholders – Annual General Meeting – Tuesday, 30/09/2014</b>
*	<b>Approved by the Shareholders – Postal Ballot – Thursday, 09/10/2014</b>
\$	<b>Approved by the Shareholders – Postal Ballot – Thursday, 29/09/2016</b>
^	<b>Approved by the Shareholders – Postal Ballot – Wednesday, 08/02/2017</b>

We the several persons, whose names and addresses are subscribed hereunder, 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 as set opposite to our respective names:

<b>SI. NO</b>	<b>Names and Addresses, Description and Occupation of Subscribers with their Signatures</b>	<b>Number of Equity Shares taken by each Subscriber</b>	<b>Signature, Name, Address, Description and Occupation of the witness</b>
1.	Sd/- <b>NEMICHAND</b> S/o Jayavantraj Mehta 401, A, Shinde Complex, Neeligin Road, HubliOcc Business	1000 (One Thousand)	Sd/-  <b>P G HEGDE</b> S/o G N Hegde Hegde & Hegde Company Secretary
2.	Sd/- <b>GOUTAM CHAND</b> S/o, Shantilal Mehta 401, A, Shinde Complex, Neeligin Road, HubliOcc Business	1000 (One Thousand)	No. 34, GaneshaKrupa, 1 <sup>st</sup> Main Road, Gandhinagar, Bangalore-560009
3.	Sd/- <b>KUNTHA KUMAR</b> S/o, Shantilal Mehta 401, A, Shinde Complex, Neeligin Road, HubliOcc Business	1000 (One Thousand)	
4.	Sd/- <b>RAJESH</b> S/o Sajjanraj Kothari 308 A, 3 <sup>rd</sup> Floor, ShindeCompalex, Neeligin Road, HubliOcc Business	1000 (One Thousand)	
5.	Sd/- <b>SUKANRAJ</b> S/o, Suraj Karan Sharma 205, B Block, II Floor, Neeligin Road, HubliOcc Business	1000 (One Thousand)	
6.	Sd/- <b>SURESH</b> S/o HanumanthDodwad 19, Shrinagar, Unkal, Hubli-31 Occ Profession	10 (Ten)	
7.	Sd/- <b>KAMLESH</b> Sd/- JavarchandjiHingad 205, B Block, II Floor, Neeligin Road, HubliOcc Business	1000 (One Thousand)	
	<b>Total</b>	<b>6010 (Six Thousand Ten Only)</b>	

**Dated this 21<sup>st</sup> day of January, 1996 at Bangalore**

THE COMPANIES ACT, 2013  
A COMPANY LIMITED BY  
SHARES ARTICLES OF ASSOCIATION  
OF  
\*SAMS RITA LABS LIMITED

The following Articles of Association were adopted pursuant to Members approval in the 19th Annual General Meeting of the Company held on Wednesday, 16th September, 2015

**Preliminary**

Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Public Company excepts so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

**Interpretation**

In these Regulations:-

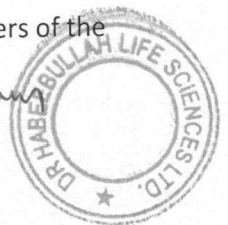
- a) **Act** means the Companies Act, 2013, and any statutory modification thereof.
- b) **Board or Board of Directors** means in relation to the Company means the collective body of the directors of the Company and shall include a committee thereof.
- \*c) **Company** means **SAMS RITA LABS LIMITED**
- d) **Directors** mean the Directors of the Company and include person so occupying the position of the Directors by whatever names called.
- e) **Office** means the Registered Office of the Company.
- f) **Rules** means Rules means the applicable rules of the Act, for the time being in force as prescribed under relevant sections of the Act.
- g) **Seal** means the Common Seal of the Company.
- h) Interpretation of Gender words importing the masculine gender shall include all genders.

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.

\*The name of the Company has been changed pursuant to special resolution passed by the members of the Company in the Annual General Meeting held on 17.09.2022

K. Navendra Kumar  
DIN: 09223904

**Share capital and Debenture-Authorized Capital**



1. The Authorized Share Capital of the Company shall be as mentioned at Clause V of the Memorandum of Association of the Company.

### **Shares under Control of the Board**

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.

### **Allotment otherwise than for cash**

3. Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the capital of the Company as payment or part payment for any property or assets of any kind whatsoever, sold or to be sold or transferred or to be transferred or goods or machinery supplied or to be supplied or for service rendered or to be rendered or for technical assistance or know-how made or to be made available to the Company for the conduct of its business and shares which may be so allotted, may be issued as fully or partly paid-up, otherwise than in cash and if so issued, shall be deemed to be fully or partly paid as the case may be.

### **Kinds of Share Capital**

4. The share capital of Company shall be of two kinds, namely:—
  - a) Equity share capital—
    - with voting rights; or
    - with differential rights as to dividend, voting or otherwise in accordance with the Rules;
  - b) Preference share capital.

### **Debenture**

5. Notwithstanding anything contained in these articles but subject to the provisions of the Act and any other applicable provision of the Act or any other law for the time being in force and Rules, the Company may issue debentures.

### **Redeemable Preference Shares**

6. 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.

### **Variation of Rights**

7. 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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares of that class, or with the sanction of resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

8. 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.
9. 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.

### **Share Certificate**

10. A certificate, issued under the common seal of the Company, specifying the shares held by any person, shall be prima facie evidence of the title of the person to such shares.
11.
  - a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months 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,
    - i. one certificate for all his shares without payment of any charges; or
    - ii. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
  - b) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - c) 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.
12. 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.
13. A share held in depository form, the record of the depository is the prima facie evidence of the interest of the beneficial owner.
14. Except as required by law, no person shall be recognized 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 recognize (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.

15. The provision of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

### **Commission**

16. The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
17. The rate or amount of the commission shall not exceed the rate or amount as prescribed in the Rules.
18. 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.

### **Further Issue of Share Capital**

19. The Board or the Company, as the case may be, may in accordance with the Act and Rules, issue further shares to:
- a) Persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
  - b) Employees under any scheme of employees' stock option; or
  - c) Any persons, whether or not those persons include the person referred to in clause (a) or (b) above.
20. A further issue of shares may be made in any manner whatsoever as the Board may determine by way of preferential offer or private placement, subject to and in accordance of the Act.

### **Lien**

- 21.
- a) The Company shall have a first and paramount lien—
    - i. 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
    - ii. 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.

- b) 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.
22. 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.

23.

- a) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- b) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- c) 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.

24.

- a) 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.
- b) 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.

25. The provision of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

### **Calls on Shares**

26.

- a) 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.

- b) 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.
- c) A call may be revoked or postponed at the discretion of the Board.

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

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

29.

- a) 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.
- b) The Board shall be at liberty to waive payment of any such interest wholly or in part.

30.

- a) 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.
- b) 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.

31. 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.

32. The provision of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

### **Joint Holders**

33. Where two or more persons are registered as the joint holders (not more than three) of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:

- a) the joint holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- b) on the death of any such joint-holder the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of the death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability in respect of the shares held by him jointly with any other person.
- c) only the person whose name stands first in the Register of Members may give effectual receipts for any dividends or other moneys payable in respect of such share.

- d) only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any documents served on or sent to person shall be deemed service on all the joint- holders.
- e) any one of two or more joint-holders may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one such joint-holders be present at any meeting personally or by proxy then that one of such persons so present whose name stands first or higher (as the case may be) on the Register in respect of such shares shall be entitled to vote in respect thereof but other or others of the joint holders shall be entitled to be present at the meeting. Provided always that a joint-holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by proxy stands first or higher in the Register in respect of such shares. Several executors or administrators of a deceased member in whose (deceased member's) sole name any shares stands shall for the purpose of this sub-clause be deemed joint-holders.

### **Transfer of shares**

34.

- a) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
- b) 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.

35. The Board may, subject to the right of appeal conferred by the Act 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.

36. The Board may decline to recognize any instrument of transfer unless—

- a) the instrument of transfer is in the form as prescribed in Rules made the Act;
- 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.

37. On giving not less than seven days' previous notice in accordance with the Act 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.

38. If the shares are in dematerialized mode, same will be governed by Depositories Act.

## **Transmission of shares**

39.

- a) 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 recognized by the Company as having any title to his interest in the shares.
- b) Nothing in clause (a) 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.

40.

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

41.

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

42. 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 of shares**

43. 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 or other money as is unpaid, together with any interest which may have accrued.

44. 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.

45. 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.

46.

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

47.

- a) 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.
- b) 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.

48.

- a) 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;
- b) 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;
- c) The transferee shall thereupon be registered as the holder of the share; and
- d) 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.

49. 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 Share Capital**

50. Subject to provisions of the Act, the Company may by ordinary resolution -

- a) increase its authorized capital by such amount as it thinks expedient;
- b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares. Provided that any consolidation and division which results in changes in the voting percentage of shareholders shall require applicable approvals under the Act;
- c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- d) sub-divide its shares, or any of them, into shares of smaller amount than fixed by the memorandum, subject to provisions of the Act, Rules and of these Articles;
- 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.

The cancellation of shares shall not be deemed to be a reduction of share capital.

51. 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.

52. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and Rules,-

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

## Capitalization of Profits

53.

- a) The Company in general meeting may, upon the recommendation of the Board, resolve
  - i. that it is desirable to capitalize 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
  - ii. that such sum be accordingly set free for distribution in the manner specified in clause (b) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (c), 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.

54.

- a) Whenever such a resolution as aforesaid shall have been passed, the Board shall;
  - i. 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
  - ii. generally do all acts and things required to give effect thereto.
- b) The Board shall have power;
  - i. 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
  - ii. to authorize 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 capitalization, 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 th
  - iii. e amounts remaining unpaid on their existing shares;
- c) Any agreement made under such authority shall be effective and binding on such members.

### **Buy-back of Shares**

55. Notwithstanding anything contained in these articles but subject to the provisions of all applicable provisions of the Act or any other law for the time being in force the Company may purchase its own shares or other specified securities.

### **Dematerialization of Shares**

56. Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act, 1996 and to offer its Shares, Debentures and other Securities for subscription in a dematerialized form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in physical and dematerialized form in any media as permitted by law including any form of electronic media.

### **General Meeting**

57. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 58.
- a) The Board may, whenever it thinks fit, call an extraordinary general meeting.
  - 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.

### **Proceedings at General Meetings**

- 59.
- a) 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.
  - b) The quorum for the general meetings shall be as provided in section the Act.
60. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
61. 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.
62. 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.
63. In case of an equality of votes the Chairman of any meeting shall both on the show of hands and at a poll (if any) hold pursuant to a demand at such meeting have a casting vote in addition to the vote or votes to which he may be entitled as a member.

## **Adjournment of Meeting**

64.

- a) 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.
- b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c) 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.
- d) Save as aforesaid, and as provided in 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**

65. 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.

66. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

67.

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

68. 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.

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

70. 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.

71.

- a) 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.

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

### **Proxy**

72. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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.
73. An instrument appointing a proxy shall be in the form as prescribed in the Rules.
74. 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**

75. The First Directors of the Company are:
1. Mr. Shantilal Jayavantraj Mehta
  2. Mr. Nemichand Jayavantraj Mehta
  3. Mr. Goutamchand Shantilal Mehta
76. The number of Directors of the Company shall not be less than three (3) and not more than such number as provided in the Act and except the Managing Director, all the other Directors, subject to the provisions of the Act, shall be liable to retire by rotation.
- 77.
- (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.
78. The Board may pay all expenses incurred in getting up and registering the company.

79. 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.
80. 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.
81. 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.
- 82.
- (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.

#### **Powers of Board**

83. Subject to the provisions of the Act and to the provisions of these Articles, the Board of Directors of the Company shall be entitled to exercise all such arrangements, and generally do all such acts and things as are or shall be by the said Act, and the Memorandum of Association and these presents directed or authorized to be exercised, given, made or done by the Company and are not thereby or hereby expressly directed or required to be exercised, given, made or done by the Company in General Meeting but subject to such regulations (if any) being not inconsistent with the said provisions as from time to time may be prescribed by the Company in General Meeting provided that no regulation so made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if the regulation had not been made.

#### **Proceeding of the Board**

- 84.
- a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
  - b) A Director may, and the Manager or Company Secretary on the direction of a Director shall, at any time, summon a meeting of the Board.
- 85.
- a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
  - b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
86. 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.

87.

- a) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- b) 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 them to be Chairperson of the meeting.

88.

- a) 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.
- b) 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.
- c) The participation of Directors in a meeting of the committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted by law.

89.

- a) A committee may elect a Chairperson of its meetings.
- b) 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.

90. 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.

91. 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**

92. Subject to the provisions of the Act,

- a) 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;
- b) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

## **The Seal**

93.

- a) The Board shall provide for the safe custody of the seal.
- b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one Director or the Manager, if any, or of the Secretary or such other person as the Board may appoint for the purpose; and such Director or Manager or the Secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

## **Dividend and Reserve**

94. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

95. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

96.

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

97.

- a) 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.
- b) 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.
- c) 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.

98. 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.
- 99.
- a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.
  - b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
100. 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.
101. 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.
102. No dividend shall bear interest against the Company.

### **Accounts**

- 103.
- a) The books of accounts and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with applicable provisions of the Act and the Rules.
  - b) No member (not being a Director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorized by the Board.

### **Audit**

104. The appointment, qualifications, powers, rights, duties and remuneration of the Auditors shall be regulated by and in accordance with the Act and Rules made thereunder.

### **Winding Up**

105. Subject to the provisions of the Act and rules made thereunder-
- a) 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.
  - b) 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.

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

### Indemnity

106. 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.

Sl. No.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Signature of the Subscriber	Signature, Name, Address, Description and Occupation of the witness
1	<b>NEMICHAND</b> S/o Jayavantraj Mehta 401, A, Shinde Complex, Neeligin Road, Hubli Business	Sd/-	<p style="text-align: right;">Sd/- <b>P G HEGDE</b> S/o G N Hegde Hegde&amp;Hegde No. 34, GaneshaKrupa, 1<sup>st</sup> Main Road, Gandhinagar, Bangalore-560009 Company Secretary</p>
2	<b>GOUTAM CHAND</b> S/o, Shantilal Mehta 401, A, Shinde Complex, Neeligin Road, Hubli Business	Sd/-	
3	<b>KUNTHA KUMAR</b> S/o, Shantilal Mehta 401, A, Shinde Complex, Neeligin Road, Hubli Business	Sd/-	
4	<b>RAJESH</b> S/o Sajjanraj Kothari 308 A, 3 <sup>rd</sup> Floor, Shinde Compalex, Neeligin Road, Hubli Business	Sd/-	
5	<b>SUKANRAJ</b> S/o, Suraj Karan Sharma 205, B Block, II Floor, Neeligin Road, Hubli Business	Sd/-	
6	<b>SURESH</b> S/o HanumanthDodwad 19, Shrinagar, Unkal, Hubli-31 Profession	Sd/-	
7	<b>KAMLESH</b> Sd/- JavarchandjiHingad 205, B Block, II Floor, Neeligin Road, Hubli Business	Sd/-	

**Dated this 21<sup>st</sup> day of January, 1996 at Bangalore**