

**MEMORANDUM  
AND  
ARTICLES  
OF  
ASSOCIATION**

**OF**

**BHOPAT RAM BIRLA SHIKSHAN SANSTHAN**



GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Office of the Registrar of Companies, Registrar of Companies, Rajasthan  
G/6-7 , Second Floor , Residency Area , Civil Lines , Jaipur - 302001, Rajasthan, INDIA

**License under section 8 (1) of the Companies Act, 2013  
[Pursuant to rule 20 of the Companies (Incorporation) Rules, 2014]**

Section 8 Licence Number : 106333

WHEREAS it has been proved to my satisfaction that the BHOPAT RAM BIRLA SHIKSHAN SANSTHAN an association of persons to be registered as a company under the Companies Act, 2013, for promoting objects of the nature specified in clause (a) of sub-section (1) of section 8 of the said Act, and that it intends to apply its profits, if any, or other income and property in promoting its objects and to prohibit the payment of any dividend to its members;

NOW, THEREFORE, in exercise of the powers conferred by section 8 of the said Act, I, the Registrar at Jaipur, hereby grant, this license, directing that the said association of persons be registered as a company with limited liability without the addition of the word "Private Limited", or as the case may be, the words "Private Limited" to its name, subject to the following conditions, namely: -

- 1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its memorandum of association;
- 2) that the profits, if any or other income and property of the said company, whenever derived, shall be applied solely for the promotion of the object as set forth in its memorandum of association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have been members of the said company or any of them or to any person claiming through any one or more of them;
- 3) that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company;
- 4) that nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company;
- 5) that nothing in clauses (3) and (4) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;
- 6) that no alteration shall be made, to the memorandum of association or to the articles of association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar ;
- 7) The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects; and
- 8) that, without prejudice to action under any law for the time being in force, this license shall be liable to be revoked, if the company:
  - a) contravenes any of the requirements of section 8 of the Act or the rules made thereunder or any of the conditions subject to which a license is issued;
  - b) if the affairs of the company are conducted fraudulently or in a manner violate the objects of the company or prejudicial to public interest.

Dated this Twenty Fifth day of January Two Thousand Sixteen.

RAMESH KUMAR MEENA  
Registrar of Companies  
Registrar of Companies, Rajasthan



## GOVERNMENT OF INDIA

### MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Jaipur  
G/6-7 , Second Floor , Residency Area , Civil Lines

### Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 8 of the Companies (Incorporation) Rules, 2014]

I hereby certify that BHOPAT RAM BIRLA SHIKSHAN SANSTHAN is incorporated on this First day of February Two Thousand Sixteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U80302RJ2016NPL049204.

Given under my hand at Jaipur this First day of February Two Thousand Sixteen.

Validity unknown  
Digitally signed by  
Registrar of Companies  
Govt of India  
Date: 2016.02.15 18:18  
GMT+05:30

RAMESH KUMAR MEENA  
Registrar of Companies  
Rajasthan

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

BHOPAT RAM BIRLA SHIKSHAN SANSTHAN  
Plot No. 624, 12th A Road ,, Sardarpura,  
Jodhpur - 342003,  
Rajasthan, INDIA





## GOVERNMENT OF INDIA

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Validity unknown  
Digitally signed by Registrar of Companies, Jaipur, India  
Date: 2016.02.15 12:48:18  
GMT+05:30

RAMESH KUMAR MEENA  
Registrar of Companies  
Rajasthan

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

BHOPAT RAM BIRLA SHIKSHAN SANSTHAN  
Plot No. 624, 12th A Road ,, Sardarpura,  
Jodhpur - 342003,  
Rajasthan, INDIA



Under the companies act, 2013

Memorandum of association

of

## **BHOPAT RAM BIRLA SHIKSHAN SANSTHAN**

(COMPANY LIMITED BY SHARE NOT FOR PROFIT)

( UNDER SECTION 8 OF THE COMPANIES ACT 2013)

I. The name of the company is **BHOPAT RAM BIRLA SHIKSHAN SANSTHAN**.

II. The registered office of the company will be situated in the **STATE OF RAJASTHAN**

III. The object for which the company is established are:-

**A. THE MAIN OBJECT OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:-**

1. To provided and promote in India educational institutions such as schools, pre -schools, collage, University, Institutes, establish, acquire,run, Academy, tutorials, workshop, seminar, coaching classes, practical training classes, boarding houses, ashrams, gurukuls, research & development, libraries, science and non science stream labs and workshops of all professions and to conduct courses/ classes for under graduate, graduates and post graduate degree and diploma in the subjects and branches of all types of disciplines/ faculties such as engineering, science medical, commerce, industrial, arts, management, hardware, software, computers, business management, dental, medical,yoga,skilldevelopment,panchgavya chikitsa, Engineering, ayurvedic, homeopathic industrial pharmacy, nursing, IT, mining, military, music, dance, acting, sports, journalism Technical Education and any other field of education and to get affiliated/ associated with Indian and/ or foreign universities, institutes, colleges to conduct competitive exams and entrance exams for all types of disciplines/ faculties and/ or any other pre-entry exams including distance learning programs with or without electronic media and to promote/ provide facilities for students including hostels, canteens, mess, enjoyment and recreational facilities and to provide study material to students and/ or to promote medical, hospital/ hospitals for providing treatment of persons during convalescence or of persons requiring medicinal attention or rehabilitation, solely for philanthropic purposes as applicable to the Companies Act, 2013 in relation to Sec. 8 Company and to acquire, undertake as a going concern whole or any part of the activities with all it's belongings including licenses, approvals and debts and liabilities at book value of any person/ persons, Society, Institutions or company, or any other organisation whether registered under this act or not but having objects similar to objects of this company with no profit motive.
2. To grant franchise, to take franchise for promotion of any of the above named activities under some suitable arrangements with any other state/ within State or any part of India or elsewhere with no profit motive.
3. No object of the Company will be carried out on commercial basis.

The doing of all other things including following as considered necessary for the furtherance of the above objects:

1. To coordinate with government as well as non-government organization to facilitate the functions relating to main object of the company.
2. To subscribe to become a member or subsidiaries and co-operate with any other Association whether incorporated or not, whose objects are altogether or in part similar to those of the Association and to procure from and communicate with such association for such information as may be likely to further the objects of the Company.
3. To erect, construct and maintain such building or buildings as may be considered necessary or desirable thereto or the use or convenience of the company or its members or for furtherance of the objects and purposes of the company and to alter, add to or remove any such building or buildings.
4. To receive grants, gifts or bequests, donations, loans, interest free loans, subscription claims, rights or any other financial contribution in cash and securities and of any property, either movable or immovable within the country and / or immovable within the country in kind whether with or without conditions and whether onerous or otherwise form / to any person including the Directors, body corporate, firm, from the World Bank, United Nations and other International Multilateral or Bilateral Agencies subject to prevailing laws and to vary alter or transfer such investments from time to time.
5. To Purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
6. To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company to take into consideration and to approve and conform all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement, or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in to in connection with the formation or promotion of the company.
7. Subject to provisions of Section 73 of the Companies Act, 2013 and limits framed there under to receive money, securities, valuables of all kinds on deposit of safe custody (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligation undertaken by the Company or any other person or company, as the case may be subject to the provision of the Act and the Rules framed there under and directions issued by Reserve Bank of India from time to time as may be applicable.
8. To undertake, perform, render, carry out implement any of the object/activities of the company on charitable, Benevolent basis to assists any Government, Regional, National, International Institution, organization, associations, federations, corporate bodies, groups, private or public or for direct benefit of any section of public, society.

9. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise or other person or institution that may seem conducive to the company's objects or any of them and to obtain, apply for purchase or otherwise acquire from any such Government or authority or other persons or institutions any rights, leases, power, concessions, grants, licenses and privileges and the decrees which the company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions and others.
10. To apply for, purchase or by any other means acquire, protect and prolong and renew and to exercise, develop, to sell, let or otherwise turn to account any inventions, license, concessions, rights, privileges, secret formulas belonging to the company or which it may acquire or any interest in the same and to apply for, take out and register trade mark or any patent or patents for any invention or inventions or obtain exclusive or other privileges in respect or the same in any part of the world.
11. To develop, establish branches or offices in India to carry the main object of the company.
12. To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments and to open an account or accounts with scheduled bank or banks and to pay into and withdraw money from such account or accounts whether in debit or credit.
13. To acquire and take over and apply for the purpose and objects of this Company, all or any of the assets and liabilities of any company having objects similar to this Company subject to laws prevailing in India.
14. To invest the funds of the Company not immediately required in or upon any investments or properties of whatsoever nature and wheresoever situate, including flats, lands and buildings and deal with or to keep in deposit the moneys of the company in such manner as the company may deem fit.
15. To apply for, promote and obtain from Government or state any act of Parliament or Legislature or authority any charter, rights and immunities, privileges, guarantees and counter guarantees, indemnities, grant, gifts, concession, licence or authorization of any other authority for enabling the constitution of the Company or any other purposes that may seem expedient and to oppose any proceedings or which may seem calculated directly or indirectly to take help of any expert to incur necessary expenses.
16. To enter into or agree to refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned and whether between the company member of the company and / or his representatives, or between the Company and third parties to arbitration and to observe and perform and do all such acts, matters and things to carry out or enforce the awards subject to laws prevailing in India.
17. Subject to provisions of any other enactment in force, to indemnify and keep indemnified officers, and servants of the Company, against proceedings, costs, damages, claims and demands in respect of any thing done or ordered to be done by them, for and in the interest of the Company and for any loss, damage or misfortune whatsoever and which shall happen in execution of their office or in relation thereto.

Provided that the company shall not support with its funds, or Endeavour to impose on, or procure to be observed by its members or others, any regulation which , as an object of the company, would make it a trade union.

- IV. The objects of the company extend to whole of India.
- V. 1. The Profit, if any, or other income and property of the company, whensoever derived, shall be applied solely for the Promotion of its objects as set forth in this Memorandum.
2. No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members of the company or to any one or more of them or to any person claiming through any one or more of them.
3. No remuneration or other benefit in money or money's worth shall be given by the company to any of its members , whether officers or members of the company or not , except payment of out- of - pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.
4. Nothing in this clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not beings members) or to any other person (not being a member) in return for any services actually rendered to the company.)
5. Nothing in clauses (3) and (4) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services ( not being services of a kind which are required by a member ) , actually rendered to the company.
- VI. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of Companies, Jaipur (Rajasthan).
- VII. The liability of the members is limited.
- VIII. The Authorised Share Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lacs Only) divided into 1,00,000 (One Lac only) Equity Shares of Rs. 10/- (Rupees Ten only) each.
- IX. (a) True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members.
- (b) Once at least in every year, the accounts of the company shall be examined and the correctness of the balance sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
- X. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the object of this company , subject to such condition as the Tribunal may impose , or



may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund Formed under section 269 of the Act.

XI. The Company can be amalgamated only with another company registered under section 8 of the act and having similar objects.

XII. We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association:

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

Sl. No.	Signature, Name, Address, Fathers Name Description, and Occupation of the Subscribers	Total No. of Equity Shares to be taken by each subscriber	Signature, name, Address, Description and Occupation of Witness
1.	<b>Sd/-</b> <b>(SIDHARTH BIRLA)</b> S/o Suresh Kumar Birla 68, Near B.R. Birla Public School, Green Park, Jodhpur (Raj)-342008 Business	5000 (Five Thousand)	<p>I witness to the subscribers who have subscribed and signed in my presence on the 15/01/2016 day of Friday at Jodhpur Further I have verified their ID for their Identification Particulars as filled in.</p> <p>Sd/- <b>TILOK PRAKASH GAGGAR</b> S/o Ghan Shyam Gaggar C-10, Shastri Nagar, Jodhpur (Raj.)-342003 Chartered Accountant M.No. 72009</p>
2.	<b>Sd/-</b> <b>(RISHABH BIRLA)</b> S/o Rajendra Kumar Birla B/404, Octacrest, Lokhandwala Township, Akurli Road, Kandivali (East), Mumbai Maharashtra -400101 Business	5000 (Five Thousand)	

Total No. of Equity Shares subscribed : 10,000(Ten Thousand) Equity Shares of Rs 10 each  
Dated the 15/01/2016  
Place : Jodhpur

(6)

The Companies Act 2013

Articles of Association

Of

**BHOPAT RAM BIRLA SHIKSHAN SANSTHAN**

*(COMPANY LIMITED BY SHARES not for profit under section 8 of the Act)*

**PRELIMINARY**

- I. The subject headings hereto shall not affect the construction thereof and interpretation in these presents unless there be something in the subject or context inconsistent herewith
  - i. **"The Company"** means **BHOPAT RAM BIRLA SHIKSHAN SANSTHAN**
  - ii. **"The Act"** means the companies ACT 2013 any statutory modification thereof.
  - iii. **"The office"** means the Registered Office for the time being of the company.
  - iv. **"The Register"** means the Register of Members to be kept in pursuance of Section 88 of the Act.
  - v. **"Month"** means the calendar month.
  - vi. **"Seal"** means the common seal of the Company.
  - vii. **"In Writing"** or **"Written"** means and includes words printed, lithographed, represented or reproduced in any mode in any visible form.
  - viii. **"The Directors"** mean the Directors for the time being of the company. The following shall be the First Directors of the company.
    1. **SIDHARTH BIRLA**
    2. **RISHABH BIRLA**
  - ix. **"Board"** means the Board of Directors for the time being of the company
  - x. **"Member"** shall mean the duly registered holders from time to time of the Shares of the Company whose name is/are entered in the register of Members of the Company and includes the subscribers to the Memorandum of Association of the Company.

## APPLICABILITY OF TABLE "F" TO COMPANY

2 (1) The Regulation contained in Table "F" schedule I to the act shall not apply to the Company except as expressly incorporated herein below or made applicable by said Act.

(2) Wherever the Act provides that the company shall have the right, privilege or authority, or that the company can execute any transaction only if the company is so authorised by its articles, then these articles here by authorised and empowers the company to have such right, privilege or authority and to carry such transaction as have been permitted by the Act.

### PRIVATE COMPANY

3. The Company is a not-for-profit commercial enterprise, operating as a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly:-

(1) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing

(2) The number of members of the Company (exclusive of persons who are in the employment of the Company, and persons who having been formerly in the employment of the Company, were members of the Company while in the employment and have continued to be members after the employment ceased) shall be limited to two hundred; provided that for the purpose of this definition where two or more persons jointly hold one or more shares in the Company, they shall, be treated as a single member, and.

(3) No invitation shall be issued to the public or subscribe for any securities of the Company.

(4) The Company shall not invite deposits from persons other than its shareholders, directors, or their family relatives.

4. (a) The authorised share capital of the Company shall be as stated in the Memorandum of Association of the Company.

(b) The Company has authority to divide the share capital into several classes and to increase or reduce its capital from time to time and vary, modify or abrogate rights or conditions attached to any class of shares in such a manner as may be for the time being provided by regulation of the company and upon increase of the capital of the company may issue any new shares in priority to any other shares present and future with any preferential, deferred, or qualified or special privileges or conditions as may be determined by the Company in the general meeting.

## ALLOTMENT OF SHARES

5. The share shall be under the control of the directors who may allot or otherwise dispose of the same to such persons on such terms and conditions as the directors deem suitable at their sole discretion.
6. Regulation 7 of Table "F" shall apply.

## COMMENCEMENT OF BUSINESS

7. The business of the Company may be commenced after the incorporation of the company or as the Directors deem suitable, notwithstanding whether only part of the authorised shares may have been issued or allotted.

## CALLS ON SHARES

8. Regulation 13 to 18 of Table "F" excepting the provisions to regulation 13(i) shall apply.
9. On the trial or hearing of any action for the recovery of any money due for any call it shall be sufficient to prove that the name of the shareholders used is entered in the Register as the holders of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the Minute Book and the notice of such call was duly given to the shareholder in pursuance of those presents and it shall not be necessary to prove the appointment of the Directors who make such calls; nor any other matter whatsoever but the proof of the matter aforesaid shall be conclusive evidence of debt.
10. If two or more persons are registered as joint-holders of any share or shares, any one of such persons may give effectual receipt for all dividends in respect of such share or shares and such

## SHARE CERTIFICATE

11. Regulation 3 of Table "F" shall apply

## FORFEITURE OF SHARES

12. Regulation 28 To 34 of Table "F" shall apply

## LIEN

13. Regulation 9 To 12 of Table "F" shall apply

## TRANSFER OF SHARES

14. The right of members to transfer shares shall be restricted as follows :-

Shares may be transferred by a shareholder or other person entitled to transfer to any share holder only after first obtaining written permission of the Board of Director. All

issues and matters relating to transfer of shares shall be final only when so decided by the Board of Directors of the Company in writing.

15. The instrument of transfer of any shares in the Company shall be executed by, or on behalf of, both transferor and transferee in accordance with the provisions of section 56 of the Companies Act of 2013.
16. Regulation 11 of Table "F" shall apply.
17. Any shares may be transferred if it is standing in the name of Trustee of an indenture of Trust or the Will of any deceased shareholder, upon any change of Trustee for the time being of such indenture of trust or such Will and Article 16 will not apply to any transfer authorized by this clause.
18. The directors may, at their absolute and uncontrolled discretion, decline to register any transfer of share to any transferee, but such right of transfer refusal shall not be exercisable in the case of any transfer made pursuant to Article 19 except for the purpose of ensuring that the number does not exceed the limited prescribed by Article 3.
19. (a) The Directors may, at their absolute discretion, transfer any share without insisting on probate, letter of administration or any other representation to the estate of any deceased shareholder on taking such indemnity and/ or any other terms as they deem necessary and suitable.  
  
(b) Every person, who may be entitled in his own right to any share or shares standing in the name of his clerk or nominee, may be registered as the holder of such share or shares either during the lifetime or after the death of such clerk or nominee, provided such person as to his title to such shares and provided such indemnity be given as the Directors may require, and he executes such form of transfer as may be approved by the Directors.
20. Regulations 23 to 27 of Table "F" shall apply.
21. Regulations 35 to 40 of Table "F" shall apply.
22. Regulation 6 of table "F" shall apply to different classes of Shares.
23. The Company may, by Special resolution and subject to confirmation by the Court, reduce its share capital in any way and, in particular, without prejudice in the generality of the foregoing power, may:-
  - (a) Extinguish or reduce the liability on any of its shares in respect of shares capital not paid up: or
  - (b) Either with or without extinguish or reducing liability on any of its shares cancel any paid up shares capital which is lost or unrepresented by available assets :or
  - (c) Either with or without extinguish or reducing liability on any of its shares pay off any paid up share capital which is in excess of the requirements of the Company :or
  - (d) In variation by rules before fixed, the share holders can decide to increase the paid up capital according to the rules stated for the amendments to the Article of Association, the increase of capital whether planned for future or against payment of funds can be decided only by the unanimous consent of the entire Board of Directors.

24. The Directors may, from time to time at their discretion, borrow and secure the payment of any sum of money for the purpose of the company. The director may, secure the repayment of such money in such manner and upon such terms and conditions, in all respects, as they deem suitable and, in particular, subject to these Articles charged upon all or any part of the property of the Company (both present and future) including its uncalled capital.

#### **GENERAL MEETING**

25. Provisions of Section 96 of the Act shall apply.

#### **TRANSMISSION OF SHARES**

26. The Directors may, whenever they deem necessary, convene an Extraordinary General Meeting and the Directors shall, on the request in writing of the shareholders holding not less one tenth of the paid up capital of the Company, on that date carrying voting right forthwith, proceed to convene an extraordinary General Meeting and provision of section 100 of the Companies Act shall not be necessary for Directors to annex explanatory statement of the notice calling General Meeting under section 102 of the Act.

#### **ALTERATION OF SHARES**

27. The Directors may, if they deem suitable, may convene a General Meeting other than Annual General Meeting of the company by giving a notice thereof, not less than three days in accordance with the provision of law and the Act. It shall not be necessary for Directors to annex explanatory statement to the notice calling under section 102 of the Act

#### **PROCEEDINGS OF GENERAL MEETING**

28. Regulation 44 to 48 of table "F" shall apply

#### **SHAREHOLDER VOTING PROCEDURE**

29. Regulation 50 to 59 of table "F" shall apply subject to the followings:-

(a) That any shareholder may appoint more than one proxy to attend on the same occasion.

(b) A proxy may speak at the meeting unless chairman directs otherwise.

(c) A proxy may vote with a group unless the Chairman directs otherwise.

#### **DIRECTOR**

30. Until otherwise determined the general meeting the number of director shall neither be less than two nor more then twelve.
31. The first director of the company shall be as stated in the clause 1(viii) of the article of association of the company.
32. No person shall be elected as a director, except first Director appointed by these articles, without first providing written notice nominating the candidate at least fifteen

days prior to the elections date, at the registered office of the company.

33. The Directors shall not be required to hold any share in the company as a qualification to be a director of the company.
34. The Director may allow and pay to any director, who is a resident out of the place at which any meeting of the directors may be held and who shall come to that place for the purpose of attending such meeting, such sum as the director may consider for and reasonable for his expenses in connections with attending the meeting, in addition to his remuneration as specified herein. The Directors may also be paid or reimbursed all travelling and other expenses properly incurred by them in connections with the business of the company.
35. If any director is called upon to render extra service or to make any special exertion for any purpose of the company, the Board subject to applicable laws shall be entitled to remunerate such director.
36. Subject to the provision of the section 188 of the Act, no Director shall be disqualified from his office for contracting with company, nor shall any such contract entered into by or on behalf of the company in which any director shall be in any way interested be considered invalid nor such Director shall be liable to account to the company for any profit realized by any such contract by reasons only of such director holding that office or of the fiduciary relations thereby established, but if it is declared that the nature of his interest must be disclosed by him at the meeting of the nature of his director at which contract is determined of his interest that exists or in any other case, at the first meeting of the Directors after the acquisition of such interest.
37. A Directors may vote and take part in any discussion in respect to any Company business contract or arrangement.
38. The Directors may appoint any person to be alternate Directors to act for directors (herein after in this Article called the original Directors) during his absence for a period of not less than three months from the states in which meetings of Directors ordinarily held but such alternate director shall ipso facto vacate office if and when the original directors returns to the state in which meetings of directors are ordinarily held.

#### RETIREMENT AND ELECTION OF DIRECTORS

39. Directors shall not be liable to retire from office by rotation unless otherwise decided in the General Meeting.
40. The Company may, from time to time by ordinary resolution increase or reduce the number of Directors.
41. The Directors shall have the power at any time and from time to time to appoint any person to be a Director as an addition to the existing Director but so that the total



number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

42. The Company may by ordinary resolution of which special notice has been given in accordance with section 115 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Article or in an agreement between the company and such Director and such removal shall be without prejudice to any contract of service between him and the company.
43. The Company may by ordinary resolution of which special notice has been given in accordance with section 115 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Article or in an agreement between the company and such Director and such removal shall be without prejudice to any contract of service between him and the company.
44. If the company borrows any money from any Financial Corporation or institution Government or any Collaborator, Bank, Person or persons or any other loan giving agency or source, while any money remains due to them or any of the said Corporation, Institution or the Government Body or the financier or collaborators or bank, they shall have and may exercise the right and power to nominate from time to time any person or persons to Director of company and such Directors shall not be liable to retire by rotation subject to limit to limit prescribed under the Companies Act. Any person so nominated may at any remove from office by the nominating authority who may from time of such removal or in case of death or resignation of such person nominate any other in his place. Any such nomination or removal shall be in writing signed the nominator and serve on the company.

#### VACATION OF OFFICE BY DIRECTOR

45. Section 164 and section 168 of the companies act shall apply.
46. The Director from time to time subject to section 118 of the act, appoint one or more of the directors to the office of Managing Director of such period and on such term as they deem suitable and subject to the terms of any agreement. In any particular case, the board may revoke and terminate such appointment if the Managing Director ceases to be a Director.
47. The Directors may entrust to and confer upon Managing Director any of the powers exercisable by them upon such term and conditions and by Board with such restriction as they may deem suitable and either collaterally with or to the exclusion of their own powers.

#### PROCEEDING OF DIRECTOR

48. The quorum necessary for the transaction of the business of the directors shall be simple majority/ two directors.
49. Regulations 67 to 76 of the table "F" shall apply, subject to that adjourned meeting

may be called at any time with the consent of all the directors.

### **POWERS OF DIRECTORS**

50. The management of the business of the company shall be vested in the Directors who may exercise all such powers and do such acts as authorised by the memorandum of the association or otherwise authorised to exercise or do, and as are not hereby directed and required to be exercised or done by the company in general meeting but subject to the nevertheless to the provision of the Act, and these present and to any regulations from time to time made by the Company In general meeting not being inconsistent with the provision of these presents, Provided that no such requirements shall invalidate any prior act of the Directors which would have been valid if said requirement had not been made mandatory.

### **MANAGER OR SECRETARY**

51. Regulation 77 to 78 of the Table "F" shall apply.

### **THE SEAL**

52. The directors shall be responsible for to safe custody of the day common seal of the company and the seal shall never be used except by the authority of the directors to any one Director of the company as previously given and in the case of share certificate, the rules in force for the time being provided nevertheless that any instrument bearing the seal of the company and issues for valuable consideration shall be binding on the authority of the Directors to issue the same.

### **ACCOUNTS**

53. Section 128 to 138(both inclusive) of the companies Act 2013 of Table "F" shall apply.

### **NOTICE**

54. Service of any document or notice by the Company on its members shall be affected in accordance with the provisions of Section 20 of this Act.

### **INDEMNITY**

55. Regulation 91 of table "F" shall apply.

56. No member shall be entitled to any information relating to the Company's trading or business as in the opinion of the Director will be inexpedient to disclose in the interest of the Company.

Sl. No.	Signature, Name, Description, Addresses and Occupation of the Subscribers	Signature, name, address, Description and Occupation of Witness
1.	<p><b>Sd/-</b> <b>(SIDHARTH BIRLA)</b> S/o Suresh Kumar Birla 68, Near B.R. Birla Public School, Green Park, Jodhpur (Raj)-342008 Business</p>	<p>I witness to the subscribers who have subscribed and signed in my presence on the 15/01/2016 day of Friday at Jodhpur Further I have verified their ID for their Identification Particulars as filled in.</p> <p style="text-align: center;">Sd/- <b>TILOK PRAKASH GAGGAR</b> S/o Ghan Shyam Gagar C-10, Shastri Nagar, Jodhpur (Raj.)-342003 Chartered Accountant M.No. 72009</p>
2.	<p><b>Sd/-</b> <b>(RISHABH BIRLA)</b> S/o Rajendra Kumar Birla B/404, Octacrest, Lokhandwala Township, Akurli Road, Kandivali (East), Mumbai Maharashtra -400101 Business</p>	

Dated the 15/01/2016  
Place : Jodhpur

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