(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

FLORALESSENCE PROJECTS PRIVATE LIMITED

1. The Name of the Company is "FLORALESSENCE PROJECT PRIVATE LIMITED".

2. The Registered Office of the Company will be situated in the **'State of Haryana'**.

3. The objects for which the Company is established are:-

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

1. To carry on in India elsewhere, either alone or in collaboration with one or more Person, government, local or other bodies the business to construct, build, alter, acquire. convert, improve, design, establish, equip, develop. dismantle, demolish, pull down, furnish, level, decorate, fabricate, re-erect, remodel, install, repair, maintain, search, survey, examine, inspect, locale, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, rebuid, undertake, contribute, assist and to act as civil engineer, interior decorators, appraisers, town planner, surveyors, valuers, consultant, advisor, real estate agent, broker, commission agent, supervisor, investor, administrator, "contractor, sub- contractor', turnkey contractors, financiers and manager of all types of constructions and development work in all its branches such as roadways, culverts, dams, bridges, railways, tramways, water tanks, reservoirs, canals, wharves, wharehouses, factories, houses, flats, apartments, shops, shopping complexes, sheds, hospitals, hotels, holiday marriage place, resorts, godowns, commercial complexes, buildings, structures, drainagers and sewerage work, water distribution and filteration system, docks, harbours, piers, irrigation works, foundation works, flyovers, airport, runways, rock- drilling, acquaducts ,stadiums, hydraulics unit, sanitary work, power supply works, power stations, multistory complexes and housing projects.

2. To build, take on lease, purchase a acquire in any manner any apartment, houses, shops, flats, rooms, huts or such other accommodation and to hold, let out, sell, give or lease or dispose off the same on installment basis, rent-purchase basis or by outright sale whether by private treaty or by auction or in any other such mode of disposition of all or any integral part thereof.

3. To carry on the business as owners, builders, colonisers, developers, promoters, proprietors,

occupiers, lessors, civil contractors, maintainer and mortgagers of residential, commercial and industrial buildings, colonies, mill's and factory's sheds and buildings, workshop's buildings, cinema's houses buildings and to deal in all kinds of immovable properties whether belonging to the Company or not and to carry on the business of construction, development of apartments, flats, shops, kothies, hotels, restaurants, pub, cinema halls, multiplex complexes, malls Special Economic Zone, Township, Information Technology Park, Software Park, hospitals, nursing home's buildings, canals, reservoirs, mills and offices, huts, tenements, warehouses, cold storage's buildings, industrial sheds, power houses, tunnels, culverts, channels, sewage, roads, bridges and to act as an agent for purchasing, selling plot and houses whether multistoryed, commercial and/ or residential buildings on commission basis and to deal in building materials of all kinds.

4. To undertake and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, agricultural, industrial, rural or urban that may belong to company or to any other person of whatever nature and, to deal in land or immovable properties if any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of anybody else and to deal in building material electrical and civil materials and to engage in construction, such as civil mechanical, electrical, and all other types erection commissioning projects, project trading as well act as consultant for execution of projects on turnkey basis, industrial set up domestic and other purposes & marketing of allied materials and to carry on the business as developers, promoters, builders, consultants, civil engineers, surveyors, designers, town planners, Infrastructure Service Provider, colonizers of estates, farm land & residential building, estimators, interior and exterior decorators, general and government civil contractors.

5. To erect and construct houses, buildings on civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonise, decorate furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out, hire, sublet or sub lease all type of lands, plots, buildings hereditaments, bungalows, quarters, offices, flats, Chawls, warehouses, godowns, shops, stalls, markets, hotels and restaurants building, banquet halls, houses, structures, construction, tenaments, roads, bridges, land, estates and immovable properties whether freehold or lease hold of any nature and description and where ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration and to buy, exchange purchase, or otherwise acquire an interest in any immovable property such as houses, buildings, market, shops, Industrial sheds & plots, land, within or outside the limits of municipal corporation or such other local bodies and to provide roads, drains, water supply, electricity and lights within these areas, to divide the same into suitable plots and rent or sell the plots, to the people for building, houses, bungalows & colonies for workmen according to schemes approved, by improvement trusts, development boards and municipal boards there on and to rent or sell the same to the public

and realize cost in lump-sum or otherwise to start any housing scheme in India or abroad.

6. To carry on the business of immovable property and its consultants and to give on rent sale and purchase, designing and construction of residential houses, commercial buildings flats and factory's sheds and buildings in or out side of India and to act as builders, colonisers and civil and constructional contractors and to purchase, take on lease, or in exchange, hire or otherwise acquire sell and mortgage any estates, lands, buildings, basements or such other interest in any Immovable property and to develop and turn to account by laying out, plotting and preparing the same for building purposes, constructing building, multi-storeyed building and altering, pulling down, decorating, maintaining, furnishing, fitting up and Improving buildings and letting building on lease and on rent and to act as an agent for purchasing, selling and letting on hire, land, agricultural land and houses whether multistorey, commercial land/or residential buildings on commission basis and To acquire the land for the construction of multi-storeyed buildings and to license the flats therein on suitable terms and conditions.

7. To consolidate or subdivide, develop, maintain, purchase, sell and letting on hire, land agricultural lands into farms or farm houses and sheds and to let out the same on rental or license basis and/or to sell the same on hire purchase or installment system or otherwise dispose of the same and to provide all infrastructure facilities such as air-conditioning plants, generator, power back-up facilities, interior, fixtures, fittings, furniture, flooring, lighting in all type of buildings, offices, commercial complex, factories, industrial undertakings, flats, apartments, houses, hotels, banquet halls on hire or otherwise and to provide maintenance services thereof.

8. To develop the plot for houses by providing roads & other facilities such as water supply and sale the same and to erect and construct farm houses buildings or work civil and constructional of every description on any land of the company or upon any other such lands or immovable property and to pull down, rebuild, enlarge, alter and improve such land into roads, highway, streets, squares and such other convenience related thereto and deal with and improve the immovable property of the company or any other immovable property of all types and to construct, maintain, erect and lay out roads, highway sewers, drains, electric lines, cables and gas lines, in over and under the estate of any other company or person or body-corporate.

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

10. To carry on business in India and abroad of manufacturing, preserving, reigning, packing,

bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, prepare, buy, sell, deal in and carry on the manufacturing and trading in foods and beverages like jams, jelly's, pickles, cider, chutney, marmalades, mayonnaise, mustard, desserts, coffee, tea, flavours, condiments, pancakes, doughnuts, vinegar's ketchup, sauces, juices, squashes, syrups, soups, powder (eatable), drinks, alcoholic and non-alcoholic, carbonated and non-carbonated, gelatines, essences, ice- creams, dairy products, meat, sausages, pottend meat and other meat products, marine and sea food products, table delicacies, fast food, frozen foods and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, roti, pizza, papad, cakes, pastries, cookies, wafers, candoles, lemon drops, chocolates, chewing gums, toffee, lozenges, tinned, canned, bottled products, milk cream, butter, butter scotch, sauce, ghee, cheese. Condensed milk, milk powder, skimmed milk food, baby food, infant foods, milk products and milk preparation, soya milk products and preparations, soyabean based foods, protein foods, dietic products, health foods, cereal products, wheat cakes, poultry products, farm products, milk shakes, water ice products, yoghurt, mouth freshner, carbon dioxide for beverages.

11. To carry on the business of manufacturers and merchants and dealers and distributors of canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products and beverages of every description.

12. To carry on business as brewers distillers and manufacturers of and merchants and dealers of squashes, syrups, aerated water and of casks, bottles and other receptacles for the same, and of malt, hops, grains, meal, yeast and all other material and things capable of being used in connection with any such manufacture of business.

13. To bottle and sell and distribute sterilized flavoured milk and to bottle and sell and distribute the beverages and to produce, store, purchase, sell, import, export and otherwise deal in flavoured milk and beverages.

14. To cultivate, tea, coffee, cinchona, rubber, all kinds of fruits, vegetables, flowers and trees and to carry on the business of tea planters in all its branches, to carry on and work the business of cultivators, winnowers and buyers of every kind of fruits, dried or otherwise vegetables, flowers, mineral to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state and either by wholesale or retail.

15. To cultivate, grow, produce or deal in any dairy products and to carry on the business of farmers, dairymen, contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seed men, and nursery men and to buy, sell and trade in any goods usually traded in any of the above business or any usually traded in any of the above business or business associated with the farming interest which may be advantageously carried on by the company.

16. To purchase, sell, import, export produce or otherwise deal in preserved vegetables tinned fruits and all types of food products, food grains, develop and exploit farms, horticulture, agricultural, animal husbandry, dairy, poultry and allied farming business to assist anyone in this business and to carry on the business of farming and aerial spraying.

17. To acquire, collect and gather by finishing or purchase all varieties of sea-food (including prawns, shrimps, lobsters, pomfrets) and to process, pack and prepare the same for sale and export.

18. To carry on the business as producers of and dealers in food stuffs and good products of every description whether for human animal or poultry consumption, fish, milk, butter, cream, cheese, oil, fruits, vegetables, confectionery, sweet-meats, sugar, jams, jellies, pickles, drinks, beverages or as distillers and masters in all its branches.

19. To start, carry on or manage in business of fishermen, dairymen, breeders of cattles, sheeps, Pigs, poultry and other livestock, farmers, fruit gardeners, butchers, slaughterers and exporters , importers and dealers in all sorts of tinned, canned, bottled, dehydrated, deep frozen or otherwise processed or unprocessed articles of food and drinks, managers of cold storage machinery of installations and of any other types of plats, machinery or installations, cooling, freezing or processing all types of food and drinks.

20. To make and manufacture curry powders, pickles, jams, jellies, essences and all kinds of food provisions and to market all such products, to carry on the business of manufacture and supply of cans, boxes, cartons, paper and other bags and packing receptacles generally, bottles, canners, packers and providers of all kinds of goods products or wares.

21. To purchase, sell, import, export, manufacture, repair or otherwise deal in all types of boots, shoe, clogs, all kinds of footwear, rubber and plastic goods, lats, boots, trees, laces, buckles, leggings, boot polishes, purses, bags, boxes, belts and accessories and fittings.

22. To purchase, sell, import, export, repair, manufacture or otherwise deal in all types of leather tanning machines, leather sewing and cutting, finishing machines, tools and implements.

23. To carry on the business of manufacturers of and dealers in boots, shoes, clogs and all kinds of footwear and leather and plastic goods, boots, laces, buckles, legging, boot polish and accessories and fittings.

24. To carry on the business of dealers, distributors agents, importers and exporters of boots, shoes and footwear of all kinds made of leather, rubber canvass, plastic or any other synthetic or natural products, waterproof, cloth or compounds, leather hides, skin, rexin, rubber, plastic for synthetic cloth, compounds or granules, last, boot, trees, buckles, legging gaiters, heals, laces, boot polishes, protectors, accessories and fittings used in or required for foot wears.

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

1. Subject to Sections 230 to 235 of the Companies Act, 2013, to amalgamate, demerge, enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation joint ventures, or reciprocal concessions, with any person or persons, partnership firm / firms, or company or companies, whether or not having similar objects as of this company and to do all such incidental acts, deeds and things as may be necessary to give effect to the merger, absorption, amalgamation or demerger and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture-stock or securities that may be agreed upon and to hold, to retain and mortgage with any shares, debenture stock or securities so received.

2. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or Company or to acquire an interest in, amalgamate with or enter into any arrangements for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture-stock or securities, that may be agreed upon and to hold, and to retain and mortgage with any shares, debenture-stock or securities so received.

3. To acquire, build, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engine, roadways, tramway, railways, branches or sidings, bridges, reservoirs, water courses, wharves electric works and such other works and conveniences, which may seem necessary to advance the interests of the company and to join with any other such person or company in doing any of these things.

4. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

5. To enter into arrangements with any Government or Authorities, Municipal, local or otherwise, that may appear to the Company conductive to the Company's main objects or

any of them and to obtain from any such Government or Authorities, any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply which any such arrangements, rights privileges and concessions.

6. To purchase, take on lease, in exchange, hire or otherwise acquire any movable or immovable property, such as land, buildings, basements, stock-in-trade, plant and machinery of every kind and any right or privileges which the Company may think necessary or convenient for the purposes of its own business.

7. Subject to the provisions of the Companies Act, 2013 and Regulations made there under and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit at interest, for any of the purposes of the Company and at such time to time as may be thought fit by promissory notes, by taking credits in or opening current accounts with any person , firm, bank, company or financial institutions and whether with or without any security or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock perpetual or otherwise and as security for any such money so borrowed, raised, received and if any such debentures or debenture-stock so issued, to mortgage, pledge, or charge the whole or any part of the property and the assets of the Company both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.

8. To acquire and dispose of copyrights, rights of representation, licences and any other rights or interest in the book, paper, pamphlet, drama, play, poem, song composition (musical or otherwise), picture, drawing, work of art or photograph, and to print publish or cause to be printed or published anything of which the Company has a copyright or right to print or publish and to sell distribute and deal with any matter so printed or published in such manner as the Company may think fit and to grant licences or rights in respect of any property of the company to and other such person, firm or company related thereto.

9. To establish for any of the purposes of the Company branches or to establish any firm or firms or promote any company or companies or divisions thereof at places in or outside India as the Company may think fit.

10. To promote and assist in the promotion of any company or companies or division or divisions for the purpose for acquiring all or any of the properties, rights and liabilities of the Company.

11. Subject to the provisions of the Companies Act, 2013 to invest other than investment in

company's own shares the money of the Company not immediately required in any manner as may from time to time be determined by the Board.

12. To advance money or give credit to such persons or companies and on such terms as may be expedient and in particular to customers of and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money by such persons or companies provided that the company shall not do any banking business, as defined in Banking Regulation Act, 1949.

13. Subject to the provisions of the Companies Act, 2013 to remunerate any person or company for services rendered or to be referred in or about the formation or promotion of the Company or the conduct of its main business.

14. To open account with any banks or financial institutions and to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, letters of credit, hundies, bills of lading, railway receipts, warrants, debentures and such other negotiable or transferable instruments of all descriptions and to buy, sell and the same.

15. To procure the Company to be registered or recognised in any part of the world or in India.

16. To lease, mortgage or otherwise dispose of the property, assets or any undertaking of the Company or any part thereof for such consideration as the Company may think fit.

17. To distribute, among the members in specific or otherwise any property of the Company in the event of winding up of the Company or any proceeds of sales or disposal of any property of the Company, subject to provisions of the Companies Act, 2013.

18. To give publicity to the business of the Company by means of advertisement in the press, pamphlets, handbills, circulars, cinema slides or by publication of books, pamphlets, catalogues, instructions books, technical articles, periodicals and exhibition of works of art by granting rewards, prizes and donations or by participating in technical conference, symposia or in any such other suitable manner of all kinds.

19. To establish or support or aid in establishment or support of associations institutions, funds, trusts, and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or usefull objects.

20. To pay all costs, charges, expenses incurred in connection with incorporation of the Company, including preliminary expenses of any kind and incidental to the formation and incorporation of the company, costs, charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the

company.

21. To do all or any of the main object and all such other things as are incidental or may be thought conductive to the attainment of the main objects or any of them in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, consultants or otherwise and either alone or in conjuction with others.

22. To form, incorporate, promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or the development of the Company or any other object or objects which in the option of the Company could or might assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered, in obtaining subscription for or placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any other such Company held or owned by the Company or in which the company has any interest in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such company in which the Company may have an interest.

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

24. Subject to the provisions of the Companies Act, 2013 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition.

25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any, such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

26. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the running business of the Company.

27. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the Company.

28. To apply for purchase or otherwise acquire and project, prolong and renew in any part of the world, any patent, patents rights, brevets" Inventions, trademarks, designs, licences, protections concessions and the like conferring any exclusive or non-exclusive or limited right to their use or of any information as to any invention, process or privileges which may seem necessary use for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licences or privileges in respect of or the property, rights and information so acquired.

29. To settle trust(s) for the benefit of its lenders from whom the Company or its affiliates, associates and/or group concerns has borrowed / will borrow money or has taken / will take loans for the business of the Company or its affiliates, associates and/or group concerns respectively, if required by its lenders, and to create security, as may be required by its lenders, in favour of the trustee of such trust(s) to secure its lenders' loans/facilities/monies.

4. The liability of members of the Company is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

***5. The Authorized Share Capital of the Company is Rs. 6,00,00,000 (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.**

**Altered vide Special Resolution passed by the members of the Company in the Extra-Ordinary General Meeting held on December 12, 2024.*

We the several persons whose names and addresses are subscribed below are desirous of being formed into a company in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective Names:

Subscriber Details					
S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	Name Daljeet Singh Address: B-3, Ansal Villa Farm Houses, Satbari, South Delhi, Delhi 110074 India Description: Mr Rachhpal Singh Occupation: Business	0*0*3*4*	1 Equity,0 Preference		16/08/2024
2	AIPL PROJECT PRIVATE LIMITED GURDEEP SINGH AIPL Business CLub Fifth Floor Badshahpur Haryana 122101 Badshahpur Gurgaon India Name Gurdeep Singh Address: J-210 B, Lane-W-15A, Western Avenue, Sainik Farms, Deoli, South Delhi, Delhi 110062 Description: Mr Sukhpal Singh Occupation: Business	0*0*3*7*	9999 Equity,0 Preference		16/08/2024
Total shares taken			10000 Equity,0 Preference		

Signed before me					
Membership type of the witness *[ACA/FCA/ACS/FCS/ACMA/FCMA]*	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
FCA	Manjeet Singh Sethi	Address: WZ-257, Ground Floor, Shiv Nagar, Street No-14,Jail Road, NewDelhi-110058 Description: Mr Mehar Singh Sethi Occupation: Chartered Accountant in Practice	0*2*2*		16/08/2024

Form No. INC-34

e-AOA (e-Articles of Association)

[Pursuant to Section 5 of the Companies Act, 2013 and rules made thereunder read with Schedule I]

Form language

(•) English ( ) Hindi

Refer instruction kit for filing the form

*All fields marked in * are mandatory*

Table applicable to company as notified under schedule I of the Companies Act, 2013 *(F, G, H)*	F
Table F / G / H (basis on the selection of above-mentioned field) as notified under schedule I of the companies Act, 2013 is applicable to *(F – a company limited by shares* *G– a company limited by guarantee and having a share capital* *H – a company limited by guarantee and not having share capital)*	F - A COMPANY LIMITED BY SHARES
The name of the company is	FLORALESSENCE PROJECTS PRIVATE LIMITED

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
☐	☑	I	• In these regulations the Act means the Companies Act 2013 the seal means the common seal of the company.Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. The Company is a Private Company within the meaning of section of Companies Act and accordingly private company means a company having a minimum paidup share capital as may be prescribed under Section of Companies Act and accordingly i restricts the right to transfer its shares ii except in case of One Person Company limits the number of its members to two hundred Provided that where two or more persons hold one or more shares in a company jointly they shall for the purposes of this clause be treated as a single member Provided further that A persons who are in the employment of the company and B persons who having been formerly in the employment of the company were members of the company while in that employment and have continued to be members after the employment ceased shall not be included in the number of members and iii prohibits any invitation to the public to subscribe for any securities of the company
			Share Capital and Variation of rights
☐	☐	II 1	• Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
☐	☐		• Every person whose name is entered as a member in the register of members shall be entitled to receive within

		2	two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificateseach for one or more of his sharesupon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
☐	☐	3	• If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.
☐	☐	4	• Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
☐	☐	5	• The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 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 that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. 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.
☐	☐	6	• If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary

			quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
☐	☐	7	• 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.
☐	☐	8	• Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
			Lien
☐	☐	9	• The company shall have a first and paramount lienon every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the companyProvided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
☐	☐	10	• The company may sell in such manner as the Board thinks fit any shares on which the company has a lienProvided that no sale shall be madea 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.
☐	☐	11	• To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
☐	☐	12	• The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.
			Calls on shares
☐	☐		• 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

		13	of allotment thereof made payable at fixed timesProvided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each 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. A call may be revoked or postponed at the discretion of the Board.
☐	☐	14	• A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
☐	☐	15	• The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
☐	☐	16	• If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
☐	☐	17	• Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
☐	☐	18	• 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 andb. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.
			Transfer of shares
☐	☐	19	• The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
☐	☐	20	• The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.
☐	☐		• The Board may decline to recognise any instrument of transfer unlessa. the instrument of transfer is in the form

		21	as prescribed in rules made under sub-section (1) of section 56b. the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer andc. the instrument of transfer is in respect of only one class of shares.
☐	☐	22	• On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determineProvided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
			Transmission of shares
☐	☐	23	• On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
☐	☐	24	• Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
☐	☐	25	• If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
☐	☐	26	• 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.
☑	☐	27	• In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.
			Forfeiture of shares
☐	☐	28	• If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
☐	☐	29	• The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.
☐	☐	30	• 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.
☐	☐	31	• A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
☐	☐	32	• A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
☐	☐	33	• A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share The company may receive the consideration if any given for the share on any sale or disposal thereof and may

			execute a transfer of the share in favour of the person to whom the share is sold or disposed of The transferee shall thereupon be registered as the holder of the share and The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
☐	☐	34	• The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.
			Alteration of capital
☐	☐	35	• The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
☐	☐	36	• Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
☐	☐	37	• Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. the holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the companyand other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.
☐	☐	38	• The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law it share capital any capital redemption reserve account or any share premium account.
			Capitalisation of profits

☐	☐	39	• The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the companys reserve accounts or to the credit of the profit and loss accountor otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
☐	☐	40	• Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members
			Buy-back of shares
☐	☐	41	• Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.
			General meetings
☐	☐	42	• All general meetings other than annual general meeting shall be called extraordinary general meeting.
☐	☐	43	• The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in

			the same manner as nearly as possible as that in which such a meeting may be called by the Board.
			Proceedings at general meetings
☐	☐	44	• No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
☐	☐	45	• The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
☐	☐	46	• 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.
☐	☐	47	• 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.
☑	☐	48	• In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
			Adjournment of meeting
☐	☐	49	• The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
☐	☐	50	• Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
☐	☐	51	• A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
☐	☐	52	• In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint

			holders.For this purpose seniority shall be determined by the order in which the names stand in the register of members.
☐	☐	53	• 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.
☐	☐	54	• Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
☐	☐	55	• 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
☐	☐	56	• No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
			Proxy
☐	☐	57	• The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
☐	☐	58	• An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
☐	☐	59	• 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 givenProvided 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
☐	☑	60	• The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.The following shall be the First Directors of the CompanyDaljeet Singh Harinder Singh and Gurdeep Singh.
☐	☐		• The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable

		61	to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.
☐	☐	62	• The Board may pay all expenses incurred in getting up and registering the company.
☐	☐	63	• 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.
☐	☐	64	• 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
☐	☐	65	• 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.
☐	☐	66	• Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
			Proceedings of the Board
☐	☐	67	• The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
☐	☐	68	• Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
☐	☐	69	• 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.
☐	☐	70	• The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors

			present may choose one of their number to be Chairperson of the meeting.
☐	☐	71	• The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
☐	☐	72	• A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the memberspresent may choose one of their members to be Chairperson of the meeting.
☐	☐	73	• A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
☐	☐	74	• 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.
☐	☐	75	• 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.
☑	☐	76	• In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
☐	☐	77	• Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer
☐	☐	78	• A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being

			done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.
			The Seal
☐	☑	79	• The Board shall provide for the safe custody of the seal..Every deed or other instrument to which the Seal of the Company is required to be affixed shall be signed by a any two Directors or b one Director and the Secretary orc one Director and such other authorised person as the Board or a duly constituted Committee thereof may appoint for the purpose shall sign every instrument to which the seal of the company is so affixed in their presence.
			Dividends and Reserve
☐	☐	80	• The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
☐	☐	81	• Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
☐	☐	82	• The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
☐	☐	83	• Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
☐	☐	84	• 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.
☐	☐		• Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the

		85	holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
☐	☐	86	• 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.
☐	☐	87	• 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.
☐	☐	88	• No dividend shall bear interest against the company.
			Accounts
☐	☐	89	• The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
			Winding up
☐	☐	90	• Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
			Indemnity
☐	☐	91	• 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.
			Others
☐	☑		• Dematerializationof Securities(a)Definitioni. BeneficialOwner means a person or persons whose name is recorded as such with thedepository.ii. SEBImeans the Securities and Exchange Board of India established under Securitiesand Exchange Board of India Act 1992.iii. Depository means a company formed andregistered under the Companies Act 1956 and which

		92	has been granted acertificate of registration under sub-section (1A) of Section 12 of theSecurities and Exchange Board of India Act 1992 to act as a Depository.iv. DepositoriesAct means the Depositories Act 1996 or any statutory modifications orre-enactment thereof for the time being in force.v. RegisteredOwner means a depository whose name is entered as such in the records of theCompany. vi. Membermeans member of the Company holding a share or shares of any class and includesthe beneficial owner of share or shares in the records of the Depository.vii. Security means suchsecurity as may be specified by SEBI from time to time.viii. Register and Index ofBeneficial Owners means such Register and Index of Beneficial Ownersmaintained by a Depository under the Depositories Act 1996 and shall be deemedto include the Register and index of members and other security holders for thepurposes of the Act.(b)Either the Company or the investor may exercise an option to issue deal inand hold the securities with a Depository in electronic form and certificatesin respect thereof shall be dematerialized in which event the rights andobligations of the parties concerned and matters connected therewith orincidental thereof shall be governed by the provisions of the DepositoriesAct 1996. (c)Notwithstanding anything contained in these Articles the Company shall beentitled to dematerialise rematerialise its securities and to offer securitiesin the dematerialised form pursuant to the Depositories Act 1996 and theSecurities and Exchange Board of India (Depositories and Participants)Regulations 1996. (d)Notwithstanding anything contained in these Articles where the securities aredealt with in or by a Depository the Company shall intimate the details ofallotment of relevant securities to the Depository immediately on allotment ofsuch securities.(e)If a person opts to hold his security with a Depository the Company shallintimate such Depository the details of allotment of the security and onreceipt of the information the Depository shall enter in its record the nameof the allottee as the beneficial owner of the security. Such a person who isthe beneficial owner of the securities can at any time opt out of a Depositoryif permitted by the law in respect of any security in the manner provided bythe Depositories Act 1996 and the Company shall in the manner and within thetime prescribed issue to the Beneficial Owner the required certificate ofsecurities. (f)All securities held by depository shall be dematerialised and shall be infungible form. No certificates shall be issued for the securities held by theDepositary. No distinctive number for securities issued by the Company shallapply to securities held in depository mode. (g)Nothing contained in the applicable provisions of the Companies Act 2013 orthese Articles shall apply to a transfer of securities effected by theTransferor and Transferee both of whom are entered as beneficial owners in therecords of the depository.(h)Subject to the provisions of Companies Act 2013 every shareholder or debentureholder of the Company may at any time nominate in the prescribed manner aperson to whom hisher share in or debentures of the Company shall vest in theevent of hisher death. (i)Where the nominee is a minor it shall be lawful for the holder of the sharesor debentures to make the nomination to appoint in the prescribed manner anyperson to become entitled to share in or debentures

			of the Company in theevent of hisher death during the minority of such nominee.(j)Notwithstanding anything contained in these Articles a depository shall bedeemed to be the registered owner for the purposes of effecting transfer ofownership of security on behalf of the Beneficial Owner. The Depository as theregistered owner of the securities shall not have any voting rights or anyother rights in respect of the securities held by it.(k)Notwithstanding anything contained in these Articles every person holdingsecurities of the Company and whose name is entered as the beneficial owners inthe records of the Depository shall be deemed to be the member of the Company.The beneficial owners of the securities shall be entitled to all rights andbenefits and subject to all liabilities in respect of their securities whichare held by the Depository.

Subscriber Details

S. No.	Subscriber Details				
	***Name, Address, Description and Occupation**	**DIN / PAN / Passport number**	***Place**	**DSC**	**Dated**
1	AIPL PROJECT PRIVATE LIMITED GURDEEP SINGH AIPL Business Club Fifth Floor Badshahpur, Gurgaon, Haryana 122101 India Name Gurdeep Singh Address: J-210 B, Lane-W-15A, Western Avenue, Sainik Farms, Deoli, South Delhi, Delhi 110062 Description: Mr Sukhpal Singh Occupation: Business	0*0*3*7*	Gurgaon	GURDEEP SINGH Digitally signed by GURDEEP SINGH Date: 2024.08.16 16:51:36 +05'30'	16/08/2024
2	Name Daljeet Singh Address: B-3, Ansal Villa Farm Houses, Satbari, South Delhi, Delhi 110074 India Description: Mr Rachhpal Singh Occupation: Business	0*0*3*4*	Gurgaon	DALJEET SINGH Digitally signed by DALJEET SINGH Date: 2024.08.16 16:51:48 +05'30'	16/08/2024

Signed before me						
Name Prefix *(ACA/FCA/ACS/FCS/ACMA/FCMA)*	***Name of the witness**	***Address, Description and Occupation**	***DIN / PAN / Passport number / Membership**	***Place**	**DSC**	**Dated**
FCA	Manjeet Singh Sethi	Address: WZ-257, Ground Floor, Shiv Nagar, Street No-14,Jail Road, NewDelhi-11	0*2*2*	Gurgaon	MANJEET SINGH SETHI Digitally signed by MANJEET SINGH SETHI Date: 2024.08.16 16:52:08 +05'30'	16/08/2024

		0058 Description: Mr Mehar Singh Sethi Occupation: Chartered Accountant In Practice				