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]

सत्यमेव जयते

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	TESSARACT SOLARPARK MH ONE PRIVATE LIMITED

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
☐	☑		• (1) In these regulations -(a) Act means the Companies Act 2013 and any statutory modification thereof or any other previous law.(b) Alter or Alteration includes the making of additions omissions and substitutions.(c) Authorized Capital or Nominal Capital means such capital as is authorized by the memorandum of Company to be the maximum amount of share capital of the Company.(d) Board of Directors or Board in relation to a company means the collective body of the directors of the company.(e) Book and Paper and Book or Paper includes books of account deeds vouchers writings documents minutes and registers maintained on paper or in electronic form.(f) Called-up capital means such part of the capital which has been called for payment(g) Company means TESSARACT SOLARPARK MH ONE PRIVATE LIMITED (h) Contributory means a person liable to contribute towards the assets of the company in the event of its being wound up.(i) Control shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert directly or indirectly including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.(j Debenture includes debenture stock bonds or any other instrument of a company evidencing a debt whether constituting a charge on the assets of the company or not.(k) Director means a director appointed to the Board of a company.(l) Dividend includes any interim dividend.(m) Document includes summons notice requisition order declaration form and register whether issued sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise maintained on paper or in electronic form.(n) Issued Capital means such capital as the company issues from time to time for subscription. (o) Key Managerial Personnel in relation to a company means the following(i) the Chief Executive Officer or the

		I	managing director or the manager(ii) the company secretary(iii) the whole-time director(v) such other officer not more than one level below the directors who is in whole-time employment designated as key managerial personnel by the Board and(vi) such other officer as maybe prescribed Provided that the aforesaid Key Managerial Personnel are specifically appointed and designated by the Board as the Key Managerial Personnel.(p) Member in relation to a company means(i)the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company and on its registration shall be entered as member in its register of members(ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company(iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository.(q) Officer includes any director manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or anyone or more of the directors is or are accustomed to act.(r) Paid-up share capital or share capital paid-up means such aggregate amount of money credited as paid up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company but does not include any other amount received in respect of such shares by whatever name called.(s)Register of Companies means the register of companies maintained by the Registrar on paper or in any electronic mode under this Act.(t) Securities means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act 1956.(u) Share means a share in the share capital of a company and includes stock.(v) Subscribed Capital means such part of the capital which is for the time being subscribed by the members of a company.(w) Month means a calendar month.(x)Office means the Registered Office of the Company(y) Seal means the Seal of the Company.(Z)Private Company Means the company is a private company within the meaning of section 2(68)of the Companies Act 2013 and accordingly(i) Restricts the rights to transfer its shares(ii) Limits the number of members to two hundred Provided that where two or more persons jointly hold one or more shares in the company jointly they shall 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.(2) Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
			Share Capital and Variation of rights
☐	☑		• A. Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be

		II 1	underthe 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 fi t. B. The Authorized Share Capital of the Company is such sum as may be prescribed from time to time in the clause V of Memorandum of Association of the Company. C. The share capital of the Company may be divided into equity or preference or any other kind as may be decided by the members from time to time including rights attached to it. D. The Company may after complying with the provisions of the Companies Act 2013 and rules and regulation made thereunder dematerialize its shares partially or totally by entering into an agreement with a depositary. The Company may rematerialize its shares in physical form on a request initiated by the shareholder of the Company. E. Subject to the provisions of the Act and these Articles of Association the shares in the capital of the Company for the time being (including any shares forming part of any of increased capital) or any securities shall be under the control of the Board who may issue offer allot or otherwise dispose of the same or any of them on right basis or through private placement offer to such person or persons in such proportion and at premium or at par for cash or for consideration other than cash as they from time to time think fi t and proper. Board has power to dispose of any unsubscribed portion at their discretion in such manner which is not disadvantageous to the shareholders and the Company.
☐	☐	2	• Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided 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.
☐	☐		• 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

		4	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
☐	☐	13	• The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed 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.
☐	☐		• 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	• (i)The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (ii)The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. A. A share may be transferred by a member or other person entitled to transfer to any member person selected by the transferor but save as provided by these Articles of Association no share shall be transferred to a person who is not a member so longas any member or any person selected by the Board of Directors as one to whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same. B. A fee of ten rupees may at the discretion of the Board be charged for each transfer approved by the Board and shall be paid before registration thereof. C. The instrument of transfer shall be duly stamped and be accompanied by the Certificate of shares to be transferred shall be delivered to the Company within 60 days from the date of execution.
☐	☑		• A. The person proposing to transfer any shares(hereinafter called the proposing transferor) shall give notice in writing (hereinafter called the transfer notice) to the Board of Directors of the Company that he desires to transfer the same. Such notice shall constitute the Board of Directors of the Company his Agent for the sale of shares to a member of the Company or person selected by the Board at a price to be agreed upon between the proposing transferor and the purchaser and in default of such agreement to be fixed by the Auditors of the Company. The Transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each share. The Transfer Notice shall not be revocable except with the consent of the Board of Directors. B. Every share specified in any transfer notice given to the Board of Directors of the Company pursuant to Article 20A shall be offered to the member in such order as shall be determined by the Board and in such manner as the Board think fi t. If no member is ready and willing to take up such share it maybe offered to any person selected by the Board of Directors as one to whom it is desirable in the interest of the Company to admit to the membership. C. If the

		20	Boardof Directors of the Company shall within a period of thirty days after being served with a notice by a proposing transferor of his intention to transfer the shares held by him find a member or person selected as aforesaid willing to purchase the shares (hereinafter called The Purchaser) and give notice thereof to the proposing transferor he shall be bound upon payment of the agreed price to transfer the shares to the Purchaser. D. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the shares the Board of Directors of the Company may receive the Purchase Money and shall thereupon cause the name of Purchaser to be entered in the register as the holder of the shares and shall hold the purchase money in trust for the proposing transferor. The receipt by the Board of Directors of the Company of the purchase money shall be a good discharge to the Purchaser and after his name is entered in the register in the purported exercise of the aforesaid power any person shall not question the validity of the proceedings. E. If the Board of Directors of the Company does not within the a period of thirty days after being served with the transfer notice find a member or person selected as aforesaid willing to purchase the shares or any of them give a notice in manner aforesaid the proposing transferor shall at any time thereafter be at liberty subject to Article 20F hereof to sell and transfer the shares to any person at price which is not less than the agreed price. In the event proposing transferor decides to sell and transfer the share to any person at a price which is lower than the agreed price he is required to give notice in writing to the Board of Director .The Board of Directors shall have the first right of refusal and may exercise the said right by giving a proper notice in writing to the proposing transferor within 30 days of notice to the Board. The process as specified in Article 20A to be followed to exercise the first right of refusal. F. Whenever any member of the Company who is employed by the Company in any capacity other than as a director resigns or is dismissed or ceased from such employment the directors may at any time shall within 14 days after his resignation or dismissal or cessation transfer his share or shares to any one nominated by the Board of directors at a fair value to be fixed by the Auditors of the Company. If the said member declines to transfer his share or shares the Board of Directors of the Company may receive the purchase money and shall thereupon cause the name of the person nominated by the Board of Directors to be entered in the register as the holder of the shares and shall hold the purchase money in trust for such retired or dismissed or ceased employee member and register the Purchaser as the holder of the share or shares. The receipt of the Board of Directors of the Company for the purchase money shall be a good discharge to the person nominated by the directors and after his name is entered in the register any person shall not question the register in purported exercise of the aforesaid power the validity of the proceedings.
☐	☑		• The Board may decline to recognize any instrument of transfer unless(a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1)of section 56(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board mayreasonably require

		21	to show the right of the transferor to make the transfer and(c) the instrument of transfer is in respect of only one class of shares. B. The Board of Directors may subject to the provisions of the Act at their absolute and uncontrolled discretion decline to register or acknowledge any transfer or transmission of share by sending notice within a period of 30 days from the delivery of the said instrument intimation shall give the reasons for such refusal and in particular may so decline in respect of shares upon which the Company has a lien. This article shall apply notwithstanding that the proposed transferee may be already a member.
☐	☐	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.
☐	☐		• 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

		26	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.
☐	☐		• 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

		33	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-(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares(b) convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination(c) subdivide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum(d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
☐	☐	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.
☐	☑		• The company may by special resolution reduce in any manner and with and subject to any incident

			authorisedand consent required by law-(a) its share capital(b) any capital redemption reserve account or(c) any share premium account. The capital may be paid off on the footing that it may be called up again.
			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
☐	☑		• A. A General Meeting of the Company which shall be styled as the Annual General Meeting shall be held at

		42	theintervals and in accordance with the provisions hereinafter appearing. The First Annual General Meeting of the Company shall be held within nine months from the expiry of first financial year and the next Annual General Meetings of the Company shall be held within six months after the expiry of each financial year but so that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. B. Every Annual General Meeting shall be called at a time during business hours that is within 9 a.m. and 6 p.m. on a day that is not a National holiday and shall be held either at the Registered Office of the Company or at some other place within the city town or village in which the Registered Office of the Company is situated or anyplace in India (if consent is given in writing or by electronic mode by all members in advance) by giving not less than two days clear notice either in writing or through electronic mode to all members entitled to receive the same. The notice calling the Meeting shall specify it as the Annual General Meeting. C. All general meetings other than annual general meeting shall becalled extraordinary general meeting. D. Any General Meeting of the Company may be called by giving not less than two days clear notice either in writing or through electronic mode to all members entitled to receive the same specifying the place day and hour of the meeting. E. Annual general meeting or any other general meeting of the Company may be called by giving shorter notice than specified in these articles with the consent of not less than ninety five percent of the members entitled to vote at such meeting. F. Annual general meeting or any other general meeting of the Company may be called by giving shorter notice than specified in these articles with the consent of not less than ninety five percent of the members entitled to vote at such meeting. G. The accidental omission to give any such notice to or the nonreceipt of such notice by any of the members to whom it should be given shall not invalidate any resolution passed or proceeding held at any meetings. H. Statement to be annexed to notice in respect of special items of business under Section 102 of the Act need not be annexed to or sent with any notice of any 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
☐	☑		• QUORUM AND HOLDING MEETING IN ELECTRONIC MODE(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.(ii) Two members present personally or in case any of such two members is a body corporate by the representative appointed and entitled to vote shall be the quorum for all purpose at any General Meeting.(iii) A General meeting may be held through videoconferencing or any other audio-visual means subject to the provisions of the Act. B. PROCEDURE WHERE A JURISTIC PERSON IS

		44	AMEMBER OF THE COMPANY(i) Where a body corporate whether a company within the meaning of the Act or not or other juristic person incorporated under the law of any country is a member of the Company within the meaning of the Act it may by a resolution decision or power of attorney passed made or granted by its Board of Directors other governing body or person persons empowered under the law applicable to such body corporate or other juristic person authorize such personas it thinks fi t to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.(ii) A member represented by a person as aforesaid shall be deemed to be personally present for the purpose of quorum and shall be entitled to exercise the same rights and powers including the right to vote by proxy or postal ballot on behalf of the body corporate or other juristic person which here presents as that body corporate or other juristic person could exercise if it were an individual member. For removal of doubt such person shall have the right to speak at a meeting.(iii) A copy of the resolution or decision as the case may be certified as true by a Director or officer of such body corporate or other juristic person or of the power of attorney lodged with the Company at its registered office or produced at a meeting shall be accepted as sufficient evidence of the validity of proceedings.
☐	☐	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	• (i) The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place.(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.(iii) When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall begiven as in the case of an original meeting.(iv) Save as aforesaid and as provided in section 103 of the Act

			itshall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.(v) If the quorum is not present within half an- hour from the time appointed for holding a meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other date and such other date and such other time and place as the Board may determine. If at the adjourned meeting also a quorum is not present within half-an hour from the time appointed for holding meeting the members present shall be the quorum.
			Voting rights
☐	☑	50	• A. Subject to any rights or restrictions for the time being attached to any class or classes of shares -(a) on a show of hands every member present in person shall have one vote and(b) on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company. B. In case of equality of votes Chairman shall have a second or casting vote.
☐	☐	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 following are the first directors of the Company 1. Mr. Ishan Vishnu Shahade 2. Mr. Vishnu Vishwanath Shahade
☐	☐	61	• 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 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. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			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.
☐	☐	85	• Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. 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. Subject to the provisions of the Act the Directors Manager Key Managerial Personnel Secretary Auditors Consultants or every other officer for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs executors and administrators respectively shall be indemnified out of the assets of the Company from and against all suits proceedings costs charges losses damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective office or trust or 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 except such acts as they shall incur or sustain by or through their own willful neglects or defaults respectively and no such officer or trustee shall be answerable for the acts receipts neglects or defaults of any other officer or trustee or for joining in any receipt for the sake of conformity or for the solvency or honesty of any bankers or other person with whom any monies or effects belonging to the Company may be lodged or deposited for safe custody or for any security upon which any money of the Company shall be invested for any other loss or damage due to any such causes as aforesaid or which may happen in or about the execution of his office or trust unless the same happen through the willful neglect or default of such officer or trustee.
			Others
☐	☐	92	•

Subscriber Details

S. No.	Subscriber Details				
	***Name, Address, Description and Occupation**	**DIN / PAN / Passport number**	***Place**	**DSC**	**Dated**
1	NAME-VISHNU VISHWANATH SHAHADE ADDRESS- 1616, SADASHIV PETH, PARSHURAM APT, FL 4, PUNE-411030 MAHARASHTRA INDIA.	0*4*8*4*	PUNE		08/10/2025

	DESCRIPTION- INDIVIDUAL OCCUPATION- BUSINESS				
2	NAME -ISHAN VISHNU SHA HADE ADDRESS- B-603 AVA NEESH APARTMENT, NEAR PINNAC MEMORIES, KOTHR UD PUNE-411038 MAHARA SHTRA INDIA. DESCRIPTIO N-INDIVIDUAL OCCUPATION -BUSINESS	0*2*1*7*	PUNE		08/10/2025

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**
ACS	Aditya Sand eep Patil	OFFICE NO. 4, S WASTIK, BEHIN D SNDT COLLE GE, OFF LAW C OLLEGE ROAD, ERANDWANE, P UNE- 411004, M AHARASHTRA, I NDIA DESCRIPT ION: INDIVIDUA L OCCUPATION: PRACTISING C OMPANY SECR ETARY	5*5*5	PUNE		08/10/2025