

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**FAGRIS MEDICA PRIVATE LIMITED**



GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, Mumbai

Everest ,100,Marine Drive,null,Mumbai,Maharashtra,INDIA,400002

Corporate Identity Number : U24230MH2008PTC271062

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certification of Registration of Regional Director order for Change of State

M/s FAGRIS MEDICA PRIVATE LIMIEDED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Gujarat to the Maharashtra and such alteration having been confirmed by an order of Regional Director, (NWR), Ahmedabad, Regional Director, (NWR), Ahmedabad bearing the date 05/11/2015.

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

Given under my hand at Mumbai this Seventh day of February Two Thousand Sixteen.

Signature valid  
Digitally signed by  
Registrar of Companies  
Ministry of Corporate  
Affairs,  
India,  
Date: 2016.02.07  
16:08:59  
GMT+05:30

SITARAM SHARAN GUPTA  
Registrar of Companies  
Mumbai

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

FAGRIS MEDICA PRIVATE LIMIEDED  
201, DEVAVRATA SOC. 17, VASHI,  
NEW MUMBAI - 400705,  
Maharashtra, INDIA





सत्यमेव जयते  
FORM 1

## CERTIFICATE OF INCORPORATION

Corporate Identity Number :

U24230GJ2008PTC054970 2007-2008

I HEREBY CERTIFY THAT **FAGRIS MEDICA PRIVATE LIMITED** IS THIS DAY INCORPORATED UNDER THE COMPANIES ACT, 1956 (NO. 1 OF 1956) AND THAT THE COMPANY IS PRIVATE LIMITED.

GIVEN UNDER MY HAND AT **AHMEDABAD** THIS **FOURTH DAY OF SEPTEMBER TWO THOUSAND EIGHT.**



Sd/-  
(PREMLAL BHANJURAM MALIK)  
ASSTT. REGISTRAR OF COMPANIES,  
GUJARAT,  
DADRA & NAGAR HAVELLI

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**FAGRIS MEDICA PRIVATE LIMITED**

- I. The Name of the Company is "FAGRIS MEDICA PRIVATE LIMITED".
- II. The registered office of the Company will be situated in the State of Maharashtra<sup>1</sup>.
- III. The objects for which the Company is established are:
  - (A) **THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:**
    1. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, treat, disinfect, compound, formulate, mix, concentrate, pack, repack, refine, add, remove, pure, preserve, grade, freeze, distillate, boil, sterilize, improve, extract, buy, sell, resale, import, export, barter, store, forward, distribute, dispose, develop, research, discover, manipulate, market, supply and to act as agent, broker, adatia, representative, consultant, collaborator, stockiest, liasioner, middleman, job worker or otherwise to deal in all types, descriptions, specifications, strengths and applications of medicines, pharmaceutical, cosmetics products and chemical products of medicaments used for treatment, cure and healthcare of human beings and animals including bulk drugs, basic drugs, intermediates, tonics, antibiotics, enzymes, steroids, vitamins, hormones, biological & immunological chemicals, contraceptives, surgical Plaster of Paris, yeasts, diagnostic agents, oils and tinctures, medicinal products in all forms such as capsules, tablets, powders, ointments, syrups, ingestible, pills, fluids, granules, sprayers, inhalers, droppers, removers, medicines, poultry medicines, herbal products, their by-products, intermediates, residues, mixtures and compounds.

<sup>1</sup> The registered office of the company has been changed from "the State of Gujarat" to "the State of Maharashtra" vide special resolution passed at General Meeting held on July 29, 2015

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

1. To acquire and takeover any business or undertaking carried on, upon or in connection with/without any land or building which the Company may desire to acquire as aforesaid or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto.
2. To acquire, purchase, start, run, erect and maintain lands, building, factories, foundries, workshops, mills, cold storage, plants, equipments, machineries, plants and tools, industrial undertaking of any kind, warehouse, cellers, vaults, wagons, branch offices, depots and showrooms for the business of the Company.
3. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates and partnership of all kinds for the purpose of acquiring and undertaking any properties and liabilities of this Company or for advertising directly the objects thereof, which this Company may think expedient.
4. To acquire from and/or give to any person, firm or body corporate incorporated whether in India or elsewhere, technical information, know-how, process, engineering, manufacturing and operating data, plants, lay outs and blue prints useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licences and other rights and benefits in the foregoing, matters and things.
5. To pay to promoters such remuneration and fees and otherwise recompensate them for their time and for the service rendered by them.
6. To invest any moneys of the Company not immediately required for the purpose of its business in such investments or securities as may be thought expedient, including securities issued and/or guaranteed by Central or State Government corporations, trusts and financial institutions.
7. To carry out in any part of the world all any part of the Company's objects as principal, agent, factor, trustee, contractor either alone or conjunction with any other person, firm, association, corporate body, Municipality province, State or Government or colony or dependent thereof.

8. To secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage, charges upon the undertaking and all or any of the assets and properties (present and future) and the uncalled capital of the Company or by the capital creation and issue on such terms as may be thought expedient of debenture stock or other securities of any description or by the issue of shares credited as fully or partly paid up.
9. To purchase or otherwise acquire, sell, dispose off, concerns and undertaking, mortgages, charges, annuities for certain period or on deferred basis, patents, licences, securities, concessions, policies, book debts and claims, any interest in real or personal property and any claims against such property or against any person or Company.
10. To amalgamate, enter into partnership or into any arrangements for sharing profits or losses, union of interest, co-operation, joint ventures or reciprocal concessions with any person or company carrying on or engaged in or about to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to give or accept by way of consideration for any of the acts or things aforesaid or properties acquired, any shares, debentures, debenture - stock or securities that may be agreed upon and to hold and retain or sell, mortgage and with any shares, debenture-stock or securities so received.
11. To guarantee the title or quiet enjoyment of properties either absolutely or subject to any qualifications or conditions and to guarantee person interested or about to become interested in any property against any loss, actions, proceedings, claims or demands in respect of any insufficiency or imperfection or deficiency of title in respect of any encumbrances, burden or outstanding rights.
12. To negotiate, enter into agreements and contracts or collaborate with foreign companies, firms and individuals forgetting or supplying and procuring financial or technical assistance, know-how in the marketing, importing and exporting of any of the products.
13. To become member of and to communicate with Chamber of Commerce and other mercantile and public bodies throughout the world and to advise on, concert, promote and support measures for the protection, advancement, growth of commerce and industry and for protection and welfare of persons engaged therein.

14. To guarantee the fidelity of persons, filling or about to fill situation of trust of confidence and the due performance and discharge by such persons of all or any of the duties and obligations imposed on them by contract or otherwise.
15. To guarantee the due performance and discharge by receivers, liquidators, committees, guardians, executors administrators, trustees, attorneys, brokers and agent of their respective duties and obligations.
16. To guarantee persons fillings or about to fill situations of trust or confidence against liabilities in connection therewith and in particular against liabilities resulting from the misconduct of any particular co-trustee, co-agent, sub-agent or other person or from the insufficiency, imperfection or deficiency in any security or from any bankruptcy, insolvency, fraud or tortuous act on part of any other person on from any error of judgment or misfortune.
17. To take or hold mortgages, liens and charge, to secure the payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by Company or any money due to the Company from the purchaser and others.
18. To contract with lease holders, borrowers, lenders, annuitants and other for the establishment, accumulations, provisions and payment of sinking funds, renewal funds, redemption funds and any other special funds and that either in consideration of lumpsum or of annual premium or otherwise and generally on such terms and conditions as may be arranged.
19. To undertake and execute any trust or discretion the undertaking whereof may seen desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled to thereof, any income, capital annuity or other sums of moneys or other properties whether periodically or otherwise and whether in money in specie in furtherance of any trust, discretion or other obligation or permission.
20. To lend money to, and guarantee the performance of the obligations of and the payment of interest on any stocks, shares and securities of any company, firm or person in any case in which such loan or guarantee may be considered likely to directly or indirectly to further the objects of this company and generally to give any guarantee whatsoever which may be demand likely, directly or indirectly to bank to benefit the company or its members.

21. To train and get trained to and/or pay training for the employees both present and future, for and in connection with the business of the company.
22. To hold-administer, sell, realise invest dispose off the moneys and properties, both-real and personal and to carry on, sell, realise, dispose off and deal with any estate of which the Company is executor or administrator or in any trust of which the Company is the Trustee or of which the Company is administrator receiver, liquidator or agent.
23. To make deposit, enter into recognised bonds and otherwise give security for the execution of the offices and performance of the duties of executors, administrators and trustees, receivers, liquidator and agent.
24. To take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnership of similar nature.
25. To apply for tender, purchase or otherwise acquire and contracts, subcontracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry-out, dispose off or otherwise turn to account the same.
26. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of the same or on behalf of the public.
27. To promote, assist or take part and appear or lead evidences before any Commission, investigation, inquiry, trial or hearing whether public or private relating to matters connected with any trade business or industry.
28. To promote co-operation, hold conference, organise and participate in meetings, maintain bureau, carry on correspondence, arrange discussions, symposiums an debates, prepare statements, reports and articles relating to any and all matters of interest to the Company.
29. To acquire by purchase, lease, assignment or otherwise lands, tenaments, buildings, basements, rights and advantages of any kind whatsoever and resell, mortgage and let on lease the same.



30. To sublet all or any of the works, contracts from time to time and upon such terms and conditions as may be thought expedient.
31. To form, manage, join or subscribe to any syndicate, pool or cartel for the business of the Company.
32. Subject to the provisions of the Companies Act, 1956 to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property in the event of winding up.
33. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, licences and concession which the Company may think fit and desirable to obtain and to carry out, exercise and comply therewith.
34. To apply for, promote and obtain any act, charter, order regulation, privilege concession, license or authorisation of any Government, State or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry on its objects into effect or for extending any of the powers of the Company or for affecting any modification of Company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings application which may seem calculated directly or indirectly to prejudice the Company's interest and to appropriate any of Company's shares, debentures, debenture stock or other securities and assets to defray the necessary costs charges and expenses thereof.
35. To apply for, purchase or otherwise acquire, use, protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade-marks designs, licenses, copy rights, concession and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, which may seem capable of being used for any of the purposes of the Company or acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
36. To establish, provide, maintain conduct or otherwise subsidies, assist research laboratories and experimental workshops for scientific and technical researches

and experiments and to undertake and carry on the scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, the remuneration of scientific or technical professors of teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorized to carry on.

37. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of Company's objects or otherwise and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or object or for any exhibitions for any public general or other objects.
38. To establish, aid, support or/and in the establishment and support of association, institutions, funds, trusts, private or public, for the benefit of its employees or ex-employees Directors, ex-Directors of the Company or its connections in business and for persons having dealing with the Company or dependents, relatives or connections of such persons and in particular friendly or other benefit societies and grant pensions, allowances, gratuities and bonuses either by way of annual payment or lumpsum and to make payment towards insurance and to form and contribute to provident and other benefit funds for such persons and to provide for the welfare of Director, ex-Director and employees and ex- employees of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grant of moneys, pensions, allowances, bonuses or other payments and to provide or subscribe or contribute towards places of instructions and recreations, hospitals, dispensaries, holiday-homes, medical and other attendance and other assistance as the Company shall think fit.
39. To refer or agree to refer any claims, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties to arbitration in India or any places outside India

and to observe and perform awards made thereon and to do all acts, deeds, matters and things to carry out or enforce the awards, in accordance with the provisions of Indian Arbitration Act.

40. To pay all preliminary expense of any company promoted by the Company or any company in which the Company is or may contemplate being interested and preliminary expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.
41. To enter into joint sector arrangements with any person, body or corporate whether in India or abroad for the business of the Company.
42. To pay, out of the funds of the Company, all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of capital including brokerage and commission for obtaining applications for taking, placing or underwriting of shares, debentures, debenture-stocks or other securities of the Company.
43. To pay for any rights or properties acquired by the Company and to pay or to remunerate any person or company for service rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in Company's capital or any debentures, debenture-stocks or other securities of the Company or in or about the formation or promotion of the company or acquisition of properties by the Company for the purpose of the Company whether by cash payment or by the allotment of shares, debentures, debenture-stocks or other securities of the Company credited as paid-up in full or in part or otherwise as the case may be.
44. To open current or fixed accounts with any bank, bankers, shroff or merchants and to pay into and draw money from such accounts and to draw, make endorse, discount and execute all types of negotiable instruments.
45. To insure the whole or any part of the property and personnels of the Company either full or partially, to protect and indemnify any part or portion thereof either on mutual, principal or otherwise.
46. To employ experts to investigate and examine into conditions, value, character and circumstances of any business, concerns and undertakings having similar objects and generally of any assets properties or rights.

47. To carry on any branch of a business whether in India or outside India which this Company is authorised to carry on by means or through the agency of any subsidiary Company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for finance any such subsidiary, guaranteeing its liabilities or to make any other arrangement which seem desirable with reference to any business or branch to be carried on including the power and provision at any time either temporarily or permanently to close any such branch or business.
48. To take part in the management, supervision, conduct and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts, personnel or agent for any of such operations or purposes.
49. To purchase, take on lease or exchange, hire or otherwise, acquire and dispose off any immovable or movable properties, real or personal of all kinds and of any rights or privileges which the Company may think necessary or convenient for the purpose of its business and either to retain the properties so acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
50. To accept as consideration for or in lieu of the whole or any part of the Company's properties either land or cash or Government security or securities guaranteed by Government or shares in joint stock companies or partly the one and partly the other and such other properties or securities as may be determined by the Company and to take back or acquire the properties so disposed off by repurchasing or taking lease the same at such price and on such terms and conditions as may be agreed upon by the company.
51. To let on lease or licence or on hire purchase or to lend any properties belonging to the Company and to finance for the purpose of any article or articles whether made by the Company or not, by way of loans or by hire-purchase system.
52. To sell, purchase, mortgage, grants, easements and other rights over and in any other manner deal with the undertakings, properties, assets, both movable and immovable, rights, effects of the Company or any part thereof whether real personal for such consideration as the Company may think fit and in particular for shares, debentures, debenture-stock, securities of any other company

whether or not having objects all together or in part similar to those of the Company and to make advances upon the security of land and/or buildings and/or other properties movable and/or any interest therein.

53. To invest any moveable or immovable properties, rights or interest 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.
54. To undertake and execute any contracts for works for the business of the Company.
55. To alienate, transfer, gift, donate, settle any property of the company with or without consideration to any person including any trust whether public or private, discretionary or specific either by revocable or irrevocable transfer or settlement and upon such terms and conditions as the Company may deem fit.
56. To explore, examine, investigate, test, make, experiment, obtain report, opinion of experts, certificates, analysis, surveys, plans, descriptions and information in relation to any property or right which the Company may acquire or become interested in or may propose to acquire or with the view of discovering properties or rights which company may acquire or become interested in and to engage, employ, pay fees to retain the services of and send to any part or the world agents, explorers, technical experts, engineers, lawyers and counsels.
57. To adopt such means of making known the business/ activities of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publications of books and periodicals and by granting prizes, rewards and donations.
58. To undertake, carry out, promote, sponsor, contribute or assist in any activity, project for rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in rural area irrespective whether the Company has any business dealings in such areas or not to incur any expenditure or use any of the assets and facilities of the Company on any programme or project or activity or rural development and to assist execution and promotion thereof either directly or in association with any other company or person or organisation or through an independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development, to transfer without consideration or at such fair or concessions value and divert the ownership of

the properties of the Company to or in favour of any public or local body, authority, Central or State Government or any public institution or trust or fund.

59. Subject to the provisions of the Companies Act, 1956, to raise or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient with any individual or firms including banks and financial institutions or any other agency the agents of the Company, whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, building, machineries, goods or other properties of the Company or by the issue of the debentures or debenture-stocks, perpetual (both present and future) including its uncalled capital or by such other means as Directors may in their absolute discretion deem expedient.
60. Subject to Section 58A of the Companies Act and Rules framed there under and the directives issued by Reserve Bank of India to borrow or raise money or to take money on loan on interest from Banks, financial institutions, government agencies, co-operative societies, persons, companies, firms in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignment or to transfer or to convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulation Act, 1949 or the Insurance Act, 1938, respectively.
61. To Guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become securities for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by the person, company, firm, society, trust or body corporate.

**(C) OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) AND (B) ABOVE:**

1. To carry on the business of manufacturers, buyers, sellers, suppliers, merchants, importers, exporters, brokers, agents, packers, distributors and dealers in all kinds of Textiles, Fabrics, Yarns, Wool, Jute, Silk, Denim, Synthetics, Hosiery, Man Made Fabrics, Readymade Garments and all types of wearing apparels.
2. To carry on the business of trading of all kinds of plants and machineries, engineering goods, computers, data processing equipments, electronic items, house hold products, printing machinery, hardware, software, computer products and equipments that the Company may think fit and all and every kind and description of or similar transactions and the sale and maintenance of any goods articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties including land and buildings, plants and machineries, equipments, ships, aircrafts, automobiles, computers and all consumers, commercial and industrial items and to or otherwise deal with them in any manner.
3. To carry on the business as refrigerating engineers and lessors of cold storage depots and to engage in cold storage trade in all its branches.
4. To carry on business of running nursing homes, clinics, pharmacies, indoor or outdoor hospital, medical anatomical orthopaedic, surgical and 'X' Ray units, Laboratories, research establishments, naturecure centres and hospitals for eye, throat and nose deceases and to acquire tend, buildings, plant, equipments, accessories, instruments, gadgets, furniture and fittings and other facilities for treatment and nursing of patients of various types of diseases ailment, sickness, illness and other body or mental troubles and act as consultant in any and all branches of medical science.
5. To carry on business as producers, importers, exporters, buyers, sellers manufacturers, stockists, agents and brokers of coal, coke, charcoal, petroleum-coke, copper, iron, ore bauxite, kyanite, fire clay, chine-clay, salt, sodium chlorides, calcium phosphate, nickel beryllium, uranium, zinc, lead, asbestos, tin alumina, mercury, silicon, sulphur, graphite, brass, aluminium, silicas and bentonite, quartz, dextrin, magnesite, dolomite, ferro-alloys, corundum, manganese, mica, gypsum, garnet, emerald and other minerals and to act as metal founders, manufacturers, agent and dealers of metal sheets, wires, squares,

plates, metal foils, pipes, tubes, ingots, billers, circles bars, beams, circle angles, structures, coils, ferrous, non-ferrous metals, utensils, decorative and art materials.

6. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia carbon dioxide, nitrogen, hydrogen, helium and other types and kinds of gases required for or used in industries, agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles, space rockets, and crafts communications, object and media, power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plants producing water, chemicals or fuels pesticide, defense or warfare establishments, agriculture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machineries; plants, spare, cylinders, containers, gadgets, appliances and accessories required or working on using or producing any of such gases and products.
7. To carry on the business of taking giving on hire and rent all classes and kinds of plants and machineries, lands and buildings and other properties.
8. To receive shares, securities and valuables of all kinds on deposit at interest or for custody and generally to carry on the business of a safe deposit company. The Company however shall not carry out any banking activities as defined under Banking Regulation Act 1949.
9. To carry on business of a industrial management company and to industrial enterprises and to promote companies engaged in industrial, manufacturing and trading business whether in India or out of India and subject to provisions of law,-receive and give short term / long terms loan's with and /or without security and interest.
10. To carry on the business of travel agency and to act as tourist agents and contractors and to facilitate travelling and to provide for tourists and travelers such as buying, hiring, leasing buses, taxies, ships, aircrafts, hotels, rooms, motels, out houses, cafeterias or promote the provision of conveniences of tourists.
11. To act as brokers, dealers and to carry on the business of share broking, money broking, exchange broking and bill broking, bills purchasing, bills discounting



and to advise on portfolio management, investment of money, sale of properties and to act as Registrars and Managers to the issue.

12. To carry on the business as manufacturers, manufacture's representatives, dealers, retailers, whole-seller, packers, repackers, factors, agents, consignors, consignee's, shippers, distributors, stockists, buyers, sellers and indentors of all classes, kinds types, sizes, nature and descriptions of safety equipments, made of whatever metal and/or substances by any devices such as mechanical, engineering, electrical and electronic to safe guard, protect, preserve and maintain all sorts of assets valuable monies, money's worth machines, men and livestock.
13. To carry on the business of electricals, electrical engineers and manufacturers of all kinds of electrical machineries and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply, lay down, establish, fix, carry out and deal in accumulates, lamps, meters, cables, wires, lines, pots, engines, dynamos, of any kind and accessories thereof and manufacturers, of and dealers in scientific instruments of any kind.
14. To carry on the business as manufacturers, molders, producers, extruders, weavers, refiners, fabricators, assemblers, suppliers, processors, stichers, laminators, sellers, stockists and dealers in all classes, kinds, type and nature of:
  - (i) Plastic materials, plastic articles including but without limiting the generality of the forgoing, polymer sun films, polymer production line, LDPE-HDPE-HM, HD-PPE, multilair, monolair plastic films.
  - (ii) Packing materials and packages made of whatever materials/substances and compounds including paper, jute, cotton, rubber, plastic, glass board and wood.
  - (iii) Intermediates, derivatives, bye-products and substitutes of all or any of them.
15. To carry on any where in the world, the business of hotel in all its aspects, lodging and boarding and to run, manage, acquire, control, own, purchase, hire the same including restaurant, cafe tavern, refreshment- room, lodging-house keepers, licenced victuallers, subject to law, wine, beer and spirit merchants, importers, and dealers of areated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, ice merchants, importers and workers of food, live and dead stock and colonial and foreign producers of all descriptions, hair dressers, perfumers, properties of clubs, baths, dressing rooms, laundries, reading, writing and news paper, rooms, libraries, grounds

and places of amusement, recreation, sports, dances and entertainments of all kinds and cigar merchants, agents for railway, shipping and airplane companies, carries, theatrical and operabox office properties, entrepreneurs and general agents of things which can be conveniently carried on in connection therewith.

16. To carry on the business of advertising contractors and agents, to acquire and dispose off advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
17. To carry on the business of printers, stationers, lithographers, type founders, stereotypes, photographic printers, photo-lithographers, chrome- lithographers, engravers, die-sinkers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publishers, engineers and dealers in or manufacturers of above articles or things or any of them or concerned therewith.
18. To carry on the business of management consultants and for that purpose to take part in the formation, management, supervision or control of the business or operations of any company or undertaking and to act as administrators, receivers and to appoint and remunerate any Directors, administrators, managers or accountants or other experts or agents.
19. To carry on the business of manufacturers and suppliers of all classes, kinds, types, nature and descriptions of engineering goods including but without limiting the generality of the foregoing, D.C. variable, speed drive controllers, A.C.D.C. current couplings, meters, counters made of whatever and substances.
20. To carry on all or any of the business of guaranteeing the performance of any contract or obligation of any company, firm or person and of guaranteeing the payment and repayment of the capital and principal interest or premium payable on any stock, shares and securities, debenture-stock mortgage, loan and other securities issued by any company, corporation, firm or persons, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of persons filling situations of trust or confidence or due performance of duties.
21. To provide a leasing advisory/counselling service to other entitles and/or from the leasing arm of other entitles.

22. To carry on the business of an Investment Company and to invest in and acquire and hold otherwise deal in shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company or Private Industrial Enterprises or Government and in diamonds, jewellery, pearls, silver, gold, ornaments, akiks, paintings and antiques subject to provisions of law applicable.
23. To carry on business as producers, distributors, importers, exporters, exhibitors, and financiers of cinematograph films and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, lighting, appliances, instruments, equipments and machines and to construct establish own, hire or otherwise acquire and to manage, layout for rent fee monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, and other buildings or work required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dance operators, burlesques, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade concerts, circus or other performances and entertainments and to act as dealers, importers, exporters of entertainment instruments and records, cinema and film projectors and cameras, wigs or materials related or connected with the aforesaid objects and businesses and to acquire exclusive or limited rights to any play, story, script, musical song and lyric, book article or any technique by producing, purchasing or otherwise acquiring and to use exercise, develop or exploit or turn to account such right for the business of the Company and to act as agents for training, retaining, arranging and supplying artists, stars art directors, script or story writers, technicians, extras and other personnel required by the Company or others for film, cinema or show business.
24. To carry on the business in India and elsewhere as manufacturers, producers, buyers, sellers, dealers, traders, suppliers, exporters, importers, factors, agents, consignors, consignee's distributors, advertisers, marketing agents, stockiest, suppliers, of any brand and of all classes, kinds and types of galies, detergent, cakes, toilet soaps, laundry soaps, marine soaps, industrial soaps, detergent powder, detergent liquid, cleaning powder, washing powder, neel, whitener, slurry, benzene washing materials, toilets, requisites and preparation.
25. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland cement, white cement, alumina cement, limes and lime-stones and by-produces, thereof cement pipes/ sheets, refractories, bricks and minerals.

26. To carry on the business of manufacturers, dealers, traders, exporters, importers, consignors, consignee's, agents, factors, brokers, wholesalers, retailers of all kinds, types, sizes of wood and plywood with and/or without lamination of any type and kind thereon Including other types of wood such as teak wood, flush door, plywood, figure wood, fibrous boards, duplex boards, triplex boards, colour boards, block boards, laminated boards, press boards, masonite boards, pulp boards, paste board, glazed boards, life boards, gyparition boards, packing wood and articles/ products, furnitures made therefrom whether for Industrial, commercial and domestic purpose/ uses.
  27. To carry on all kinds of agency business and as buying and selling agents of all articles things, commodities and products.
  28. To carry on the business as consultant in marketing and survey for whatsoever materials and projects for whomsoever.
  29. To undertake and/or direct all types of construction and the maintenance of and to acquire by purchase, hire or otherwise, lands, properties, buildings, and estates of any nature or any Interest therein, to sell, lease, let, mortgage or otherwise disposal off the same and to purchase, construct and deal for sell or for any person, free hold or lease hold lands, house properties, buildings, offices, factories, work-shops, godowns, farm houses, farms and any kind of landed properties or any share/Interest therein and to carry on the business of land and estate agents on commission or otherwise with commission.
  30. To carry on the business and act as promoters, organisers, and developers of lands, estates, properties, co-operative housing societies, associations, housing schemes, shopping-office complexes, townships, farms, farm houses, holiday resorts, hotels, motels and finance with or without security and/or Interest for the same and to deal with and improve such properties either as owner or as agents.
  31. To carry on anywhere in India or abroad the business of consultancy in all its branches and without limiting the generality of the foregoing, to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of articles which the company is authorised to manufacture.
- IV. The liability of the members is limited.

- V. The Authorised Share Capital of the Company shall be Rs. 1,61,00,000/- (Rupees (Rupees One Crore Sixty One Lakhs Only) divided into 16,05,000 (Sixteen Lakhs Five Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each and 5,000 (Five Thousand) 6% redeemable non-cumulative preference share of Rs. 10/- (Rupees Ten Only) each.

Clause V of the Memorandum of Association of the Company, is altered vide Ordinary Resolution passed at Extra Ordinary General Meeting held on November 18, 2016

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

Sr. No.	Name, Address, Descriptions, Occupations and Signature of the Subscribers	No. of Equity Shares taken by each subscriber	Name and Signature of the witness and their address, Description, Occupation
1.	<p>Alexander Alexander S/o. Alexander Verghese Meenathethil Kanjikal, Chettikulangara. P.O. Allepey-690106, Kerala.</p> <p>Business</p> <p style="text-align: right;">Sd/-</p>	<p style="text-align: center;">8600 (Eight Thousand Six Hundred Only)</p>	<p style="text-align: center;">Common witness to both the subscribers Chetan R. Shah S/o. Ramanlal P. Shah 309, Aabhusan Complex, Stadium Road, Ahmedabad-380014. Pracising Company Secretary C.P. No.4253 Sd/-</p>
2.	<p>Rohini Mariam Alexander D/o. Thomas John Meenathethil Kanjikal, Chettikulangara. P.O. Allepey-690106, Kerala.</p> <p>Housewife</p> <p style="text-align: right;">Sd/-</p>	<p style="text-align: center;">1400 (One Thousand Four Hundred Only)</p>	
	Total	<p style="text-align: center;">10,000 (Ten Thousand Only)</p>	

Place: Ahmedabad.

Dated: 02-09-2008



**ARTICLES OF ASSOCIATION<sup>1</sup>**  
**OF**  
**FAGRIS MEDICA PRIVATE LIMITED**  
(Company Limited by Shares)  
(Incorporated under the Companies Act, 1956)

**PART - I**  
**INTERPRETATION**

1. In these regulations:
- a) “**Act**” means the Companies Act, 2013 or the Companies Act, 1956, to the extent applicable, or any statutory modifications on re-enactment thereof containing the provisions of the legislature in relation to companies.
  - b) “**Articles**” shall mean the articles of association of the Company as amended from time to time.
  - c) “**Board**” shall mean the board of Directors of the Company duly constituted in accordance with these Articles.
  - d) “**Chairman of the Board**” shall mean one of the directors elected as chairman by and from among the members of the Board of the Company.
  - e) “**Company**” shall mean Fagris Medica Private Limited.
  - f) “**Director**” shall mean a director on the Board of the Company.
  - g) “**General meeting**” means a meeting of the Shareholders of the Company, whether annual or extraordinary.
  - h) “**Law**” shall mean all laws, statutes, ordinances, regulations, guidelines, policies and other pronouncements having the effect of laws of the applicable jurisdiction or jurisdictions, as the case may be, by nation, the Republic of India, by state, federal, municipality, court, tribunal, agency, government, ministry, department, commission, board, bureau, or instrumentality of either of them.
  - i) “**Month**” means a calendar month.

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<sup>1</sup> Revised Articles of Association approved vide shareholders resolution dated November 18, 2016



- j) **"Register of Members"** means the register of Shareholders or Members of the Company as required to be maintained under the Act.
  - k) **"Share"** means a share in the share capital of the Company and includes stock.
  - l) **"Shareholders"** or **"Members"** means the duly registered holder from time to time of the shares of the Company.
2. Unless the context otherwise requires, words or expressions contained in this Articles 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.
3. The Regulations contained in Table "F" in the Schedule I to the Companies Act, 2013 shall apply to this Company so far as they are applicable to a private Company save in so far as they are expressly or implicitly excluded by the following Articles.

**PART - II**  
**PRIVATE LIMITED COMPANY**

4. The Company is a private company within the meaning of sub-section (68) of section 2 of the Companies Act, 2013 and accordingly;
- a) The right to transfer Shares in the Company shall be restricted;
  - b) The number of Members of the Company shall be limited to 200 not including:
    - (i) Persons who are in the employment of the Company, and
    - (ii) 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.
- Provided that where two or more persons holding to one or more Shares in the Company jointly, they shall for the purpose of these Articles be treated as a single Member.
- c) Prohibits any invitation to the public to subscribe for any securities of the Company.

## SHARE CAPITAL AND VARIATION OF RIGHTS

5. The authorized share capital of Company shall be the same as mentioned in Clause V of the Memorandum of Association of the Company.
6. 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. The Company shall comply with the provisions of the Act, as applicable, with regard to increasing the subscribed share capital of the Company.
7. Every person whose name is entered as a Member in the Register of Members shall be entitled to receive within two Months after incorporation, in case of subscribers to the memorandum or after allotment or within one Month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,
  - a) One certificate for all his Shares without payment of any charges; or
  - b) Several certificates, each for one or more of his Shares, upon a request from the Member in writing.
8. Every certificate shall specify the Shares to which it relates and the amount paid-up thereon.
9. 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.
10. The share certificates shall be signed by two directors or by a director and the Company Secretary, wherever the company has appointed a Company Secretary.
11. 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.

12. Except as required by Law, no person shall be recognized by the Company as holding any Share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any Share, or any interest in any fractional part of a Share, or (except only as by these regulations or by Law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
13. The Company may exercise the powers of paying commissions in line with provisions of the Act, 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.
14. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act or Rules made thereunder.
15. 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.
16. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of 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.
17. 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.
18. 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.
19. Subject to the provisions of the Act, any preference shares may be issued on the terms and in such manner as the Company before the issue of the Shares may determine.

## TRANSFER OF SHARES

20. The instrument of transfer of any Share in the Company shall be executed by or on behalf of both the transferor and transferee.
21. 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.
22. The Board may, subject to the right of appeal conferred by the Act declines to register-
  - a) the transfer of a Share, not being a fully paid Share, to a person of whom they do not approve; or
  - b) any transfer of shares on which the Company has a lien.
23. 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 the Act;
  - b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - c) the instrument of transfer is in respect of only one class of shares.
24. On giving not less than seven days previous notice in accordance with the Act and rules made there under, the registration of transfers may be suspended at such times and for such period as the Board may from time to time determine.

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

## TRANSMISSION OF SHARES

25. 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 this Article 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.
26. Any person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:
  - a) to be registered himself as holder of the Share; or
  - b) to make such transfer of the share as the deceased or insolvent Member could have made.
27. 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.
28. 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.
29. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
30. 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.
31. 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.

#### **ALTERATION OF CAPITAL**

32. 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.
33. Subject to the provisions of the Act, the Company may, by ordinary resolution,—
  - a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
34. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by Law,—
  - a) its share capital;
  - b) any capital redemption reserve account; or
  - c) any share premium account.

### CAPITALISATION OF PROFITS

35. The Company in General Meeting may, upon the recommendation of the Board, resolve
- a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - b) that such sum be accordingly set free for distribution in the manner specified in Article 36 amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
36. The sum aforesaid shall not be paid in cash but shall be applied either in or towards:
- a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b)
  - d) A free reserves, 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 subject to provisions of the Act and subject to the approvals as may be necessary as per the Laws, rules and regulations prevailing in the country from time to time;
  - e) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
37. Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - b) generally do all acts and things required to give effect thereto.

38. The Board shall have power:
- a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and
  - b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such 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;
39. Any agreement made under such authority shall be effective and binding on such Members.

#### **EMPLOYEES STOCK OPTION SCHEME**

40. The Company shall have the power to introduce a voluntary scheme of stock option for all permanent/regular employees, executives who are not of a casual/daily wage nature and Directors of the Company, its holding, subsidiary and associate companies, whether employed in India/abroad, excluding promoter or a person belonging to the promoter group subject to the applicable rules and procedure laid down under the Companies Act, 2013.

#### **BUY-BACK OF SHARES**

41. Notwithstanding anything contained in these Articles but subject to the provisions of the Act or any other Law for the time being in force, the Company may purchase its own shares or other specified securities.



### **GENERAL MEETINGS**

42. All General Meetings other than annual General Meeting shall be called extra-ordinary General Meeting.
43. The Board may, whenever it thinks fit, call an extraordinary General Meeting.
44. Any General Meeting may be called by giving to the Members clear seven days' notice or a shorter notice if consent is accorded thereto by Members of the Company holding 100% of Share in the case of annual General Meeting and 95% of Share in the case of any other General Meeting of the Company.
45. The provisions of Sections 101 to 107 and 109 of the Companies Act, 2013 shall not apply to this Company.

### **PROCEEDINGS AT GENERAL MEETINGS**

46. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
47. Save as otherwise provided herein, the quorum for the General Meetings shall be two members present in person or in proxy and proxy need not be a member of the Company.
48. The Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.
49. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
50. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **ADJOURNMENT OF MEETING**

51. 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.
52. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
53. 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.
54. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **PROXY**

55. A proxy need not be a member of the Company and entitled to vote in the meeting.
56. 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.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **BOARD OF DIRECTORS**

58. Until otherwise determined by the Company in General Meeting by special resolution and subject to the provisions of the Act, the number of Directors of the Company shall be not less than 2 and more than 15 including all kinds of Directors.
59. Subject to the provisions of the Act, the Company by an ordinary resolution may increase or reduce the number of Directors.
60. The office of a Director shall not be liable to be determined by rotation.
61. The quorum for the Board meetings shall be in accordance with the provisions of the Act.
62. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and directions for the time being vested in or exercised by Directors, including power to appoint additional and alternate directors.
63. A resolution passed by circulation in conformity with the provisions for the time being of the Act, in this regard shall be as valid and effectual as a resolution duly passed at a meeting of the Directors.
64. Subject to the provisions of the Act, the Board at its meeting or by passing a resolution by circulation shall have the power from time to time, to appoint a person, other than a person who fails to get appointed as a Director in a General Meeting, as an additional Director, provided the number of the Directors and the additional Directors together shall not at any time exceed the maximum strength fixed under these Articles.
65. 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.
66. No share qualification shall be necessary for any individual being appointed as a Director of the Company.
67. The remuneration of every Director for every meeting of the Board attended by him shall be such sum as may be decided by the Board of the Company. Moreover, the Board shall have power to increase the said remuneration from time to time subject to

provisions of the Act. The Directors may allow and pay to any Director who shall come to meeting place for the purpose of attending a meeting, such sum as the Directors may consider fair compensation for his travelling expenses and daily allowances for the number of days he is required to stay for the business of the Company in addition to his remuneration for attending such meeting as above specified.

68. So long any moneys be owed by the Company to any finance corporation or credit corporation or to any financing company or body and/or so long as any finance corporation or credit corporation or any financing company or body holds the shares in the Company acquired as a result of undertaking, (which corporation or body is hereinafter in this Article referred to as "the Corporation") the Directors may authorise such Corporation to appoint from time to time any one or more Person(s) as the Director/s (which Director(s) is hereinafter referred as "Nominee Director") and the Nominee Director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director.
69. The Corporation may at any time and from time to time remove any such Nominee Director or Directors appointed by it and may at the time of such removal and also in the case of death or resignation of the person(s) so appointed at any time appoint another or others in his or their place and also fill in any vacancy which may occur as result of any such Director or Directors ceasing to hold that office for any reason whatever such appointment or removal shall be made in writing signed by the chairman of the corporation or any person or Director thereof authorised in this behalf and shall be delivered to the Company at its registered office. Every Corporation entitled to appoint a Director under this Article may appoint one or more such person(s) as Director(s).
70. If the Director(s) vacates office as Director before his/their term of office, will expire in the normal course, the resulting casual vacancy may be filled by the Board at a meeting of the Board of Directors but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

Provided that the Board of Directors may not fill such vacancy by appointing there any person who has been removed from the office of Director under the provisions of the Act.

## **PROCEEDINGS OF THE BOARD**

71. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
72. A Director may, and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.
73. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
74. The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.
75. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
76. The Chairman of the Board shall take the chair at every meeting of the Board. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting, the other Directors present may choose one of their members to be the chairman of the meeting.
77. 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.
78. The non-whole time Directors may be paid such remuneration as may be determined by the Board.

### **MANAGING DIRECTOR, CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

79. Subject to the provisions of the Act,-
  - a) A managing director or joint managing director, chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any

chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

- b) A Director may be appointed as managing director or joint managing director, chief executive officer, manager, Company secretary or chief financial officer.
80. Subject to the provisions of Law applicable to private companies, the Directors may from time to time entrust to and confer upon the Managing / Whole - time Director for time being such of the powers exercisable under these presents or other provisions of Law by the Directors as they may think fit and confer such powers for such time and to be exercised for such objects and purposes upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf as may be permissible under the provisions of Law and subject to the provisions of any contract which the Managing / Whole-time Director may from time to time revoke withdraw alter or vary all or any of such powers subject to the provisions of Law applicable to private companies, no Director shall be disqualified from contracting with the Company or holding any office or place of profit under the Company.
81. The Managing/Whole time Director shall be entitled to receive remuneration as such for managing their affairs of the Company as may be fixed by agreement and subject to the provisions of any such agreements as may be fixed by the Board from time to time which may be by way of salary and other perquisites, bonus, commission, participation in profit or by way of any or all such modes and such remuneration shall be in addition to the fees and travelling allowance payable to all Directors of the Company for attending Board or committee meetings.
82. If any Director being willing shall be called upon to perform extra services which expression shall include work done by a Director as member of any committee formed by the Directors or to make any special exertions in going or residing abroad or otherwise for any purpose of the Company, the Board may resolve to provide remuneration to such Director either by a percentage of profit or otherwise as may be determined by the Directors and such remuneration in addition to the remuneration provided above. The Directors are also entitled to be paid any travelling, hotel and other expenses incurred in connection with the business of the Company including their expenses of travelling to and from the Board meeting.

### **BORROWING POWER**

83. The Board of Directors may from time to time raise or borrow any sums of money for and on behalf of the Company from the members or other persons, companies, banks or financial institutions or they may themselves advance money to the other companies on such terms and conditions as may be approved by the Directors.
84. The Board of Directors may from time to time secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures of the Company or by mortgage or charge of all or any part of the property and of its uncalled capital for the time being.

### **DIVIDENDS AND RESERVE**

85. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
86. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
87. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
88. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
89. 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.

90. 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.
91. 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.
92. 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.
93. 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.
94. 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.
95. No dividend shall bear interest against the Company.

#### **ACCOUNTS**

96. 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.
97. 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.



### **AUDIT**

98. At least once in every year the accounts of the Company shall be examined balanced and audited and the correctness of the profit and loss account and balance sheet shall be ascertained by one or more auditor or auditors. The auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

### **INDEMNITY**

99. Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by the Company and it shall be the duty of Director to pay out of funds of the Company, all costs, losses and expense (including travelling expenses) which any such Director, officer employee may incur or become liable to by reason of any contract or deed entered into by him as such Director, officer or servant in any way in the discharge of his duties.
100. 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.

We the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Articles of Association

Sr. No.	Name, Address, Descriptions, Occupations and Signature of the Subscribers	Name and Signature of the witness and their address, Description, Occupation
1.	<p>Alexander Alexander S/o. Alexander Verghese Meenathethil Kanjikal, Chettikulangara. P.O. Allepey - 690106, Kerala.</p> <p>Business</p> <p>Sd/-</p>	<p>Common witness to both the subscribers Chetan R. Shah S/o. Ramanlal P. Shah 309, Aabhusan Complex, Stadium Road, Ahmedabad-380014. Pracising Company Secretary C.P. No.4253 Sd/-</p>
2.	<p>Rohini Mariam Alexander D/o. Thomas John Meenathethil Kanjikal, Chettikulangara. P.O. Allepey-690106, Kerala.</p> <p>Housewife</p> <p>Sd/-</p>	

Place: Ahmedabad.

Dated: 02-09-2008

