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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
INTERARCH BUILDING SOLUTIONS LIMITED**

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**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Office of the Central Processing Centre

Plot No. 6,7, 8, Sector 5, IMT Manesar, Manesar, Haryana, India, 122050

**Certificate of Incorporation pursuant to change of name**

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **L45201DL1983PLC017029**

I hereby certify that the name of the company has been changed from INTERARCH BUILDING PRODUCTS LIMITED to INTERARCH BUILDING SOLUTIONS LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name LUXALON BUILDING PRODUCTS PRIVATE LIMITED

Given under my hand at ROC, CPC this TWELFTH day of MARCH TWO THOUSAND TWENTY FIVE

Document certified by \*.mca.gov.in.

Digitally signed by

\*.mca.gov.in

Date: 2025.03.20 17:46:42 IST

Brijesh Kain

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by Brijesh Kain, Central Processing Centre, and this order has been digitally signed by the Registrar of Companies through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.

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

INTERARCH BUILDING SOLUTIONS LIMITED

Farm No.-8, Khasara No. 56/23/2 Dera Mandi Road, Mandi Village, Tehsil M, ehrauli, NA, New Delhi- 110047, Delhi, India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affects the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry [www.mca.gov.in/MCA21](http://www.mca.gov.in/MCA21)





**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

ROC Delhi  
4, New Delhi, 4th Floor IFCI Tower, 61, Delhi, 110019, India

**Certificate of Incorporation Consequent upon conversion to public company**

Corporate Identity Number: U45201DL1983PLC017029

**IN THE MATTER OF INTERARCH BUILDING PRODUCTS PRIVATE LIMITED**

I hereby certify that INTERARCH BUILDING PRODUCTS PRIVATE LIMITED which was originally incorporated on THIRTY day of NOVEMBER NINETEEN EIGHTY THREE under Companies Act, 2013 as LUXALON BUILDING PRODUCTS PRIVATE LIMITED and upon an intimation made for conversion into public company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC Delhi vide SRN AA6079457 dated 14/12/2023 the name of the said company is this day changed to INTERARCH BUILDING PRODUCTS LIMITED

Given under my hand at New Delhi this FIFTEENTH day of DECEMBER TWO THOUSAND TWENTY THREE

Document certified by DS DS MINISTRY OF CORPORATE  
AFFAIRS (GOVT OF INDIA) 1 <sumit@un1982@gmail.com>

Digitally signed by  
DS DS MINISTRY OF CORPORATE  
AFFAIRS (GOVT OF INDIA) 1  
Date: 2023.12.15 11:53:04 IST

Mangal Meena

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Registrar of Companies

ROC Delhi

Note: The corresponding form has been approved by Mangal Meena, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014

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

INTERARCH BUILDING PRODUCTS LIMITED

Farm No.-8, Khasara No. 56/23/2 Dera Mandi Road, Mandi Village, Tehsil M,ehrauli,NA,New Delhi,Delhi,India,110047.



COMPANY NO. 17029

*The word "Private" deleted  
4/15/3A (1-A) of the Companies Act 1956  
and the company has become a  
deemed public company w.e.f. 1-7-76.*

FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME *AP* Registrar of Companies  
NCT of Delhi & Haryana

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, DELHI & HARYANA  
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF LUX-LON BUILDING PRODUCTS PRIVATE LIMITED

I hereby certify that LUX-LON BUILDING PRODUCTS PRIVATE LIMITED

which was originally incorporated on 30th day of NOVEMBER 1982

under the ~~Indian Companies Act, VII of 1913~~ Companies Act, 1956 and under

the name LUX-LON BUILDING PRODUCTS PRIVATE LIMITED

having duly passed the necessary resolution in terms of Section 21/  
22(1)(a)/22(1)(b) of Companies Act, 1956 and the approval of the Central  
Government signified in writing having been accorded thereto in the Ministry  
of Industry & Company Affairs

Deptt of Company Affairs Office of

Registrar of Companies, Delhi & Haryana, New Delhi vide their letter No.

R.O.C./Approval/21/17029/30211 dated 9.8.85

the name of the said Company is this day changed to INTERARCH BUILDING

~~PRIVATE~~  
~~PRODUCTS PRIVATE LIMITED~~

*AP* and this Certificate is

issued pursuant to Section 23 ~~NCT of Delhi & Haryana~~

बप कम्पनी रजिस्ट्रार  
राष्ट्रीय राजधानी क्षेत्र  
दिल्ली एवं हरियाणा

Given under my hand at NEW DELHI this 9th

day of AUGUST (One thousand nine hundred & Eighty Five)

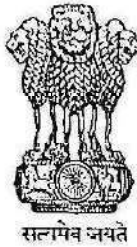


*J.N. PAUL*

( J.N. PAUL )  
ADDL. REGISTRAR OF COMPANIES  
DELHI & HARYANA.

THE WORD PRIVATE HAS BEEN  
ADDED BEFORE THE WORD  
LIMITED U/S 43A (2A) OF THE  
COMPANIES (AMENDMENT)  
ACT 2000 w.e.f. 11-1-2002

*TPS*  
Dy./Asstt. Registrar of Companies  
NCT of Delhi & Haryana



FORM I. R.

## **Certificate of Incorporation**

No. 17029 of 1983-84

I hereby certify that LUXALON BUILDING PRODUCTS  
PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956  
(NO. 1 of 1956) and that the Company is Limited.

Given under my hand at NEW DELHI this THIRTIETH  
day of NOVEMBER One thousand nine hundred and  
EIGHTY-THREE.

SEAL

Sd-  
**SURAJ KAPOOR**  
Registrar of Companies  
DELHI & HARYANA

**Company Limited by Shares**  
**Under The Companies Act,2013**

**MEMORANDUM OF ASSOCIATION**  
**OF**

**Interarch Building Solutions Limited**

- (i) The name of the Company is Interarch Building Solutions Limited.
- (ii) The Registered office of the Company will be situated in the NCT of Delhi.
- (iii) The objects for which the Company is established are:

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

1. To manufacture, develop, design, process, buy, sell, import, export, distribute, and otherwise deal in all kinds of building and construction materials, such as, bricks, tiles, flooring, roofing's, prefabricated paneling, cement products, ceramic products, stone, grit, lime, limestone, iron, coal.
2. To manufacture, develop, design, process, buy, sell import, export, distribute and otherwise deal in sanitary ware, waterproofing chemicals, paints and dyes, fittings, handles and lighting fixtures.

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

1. To carry out research and development work pertaining to the products, apparatus, appliances, items and materials which may be manufactured, assembled, imported, exported, distributed or otherwise dealt with by the company as well as to obtain and grant know-how and consultancy services for the same.
2. To buy, sell, import, export, distribute and otherwise deal in all components, parts, materials and substances that may be required in the manufacture or assembly or otherwise used in the products that may be manufactured, assembled, imported, exported and otherwise dealt with by the company.
3. To give guarantees or counter guarantees to any bank, insurance company or financial institution for advance taken, deferred payment guarantees obtained or any other financial accommodation taken and/or in connection with any business or transaction of the Company, and to remunerate by way of commission or otherwise any person/persons of the Company for such services rendered to be rendered.

*Footnote.1 The company got converted into public company and consequent change into the name of the company by approval of the Board in their meeting held on 12<sup>th</sup> October,2023 and vide special resolution passed by the Members of the Company in the Extra Ordinary General Meeting held on 13<sup>th</sup> October,2023.*

*Footnote.2 The company Changed its name from Interarch Building Products Limited to Interarch Building Solutions Limited vide Special resolution passed by the Members of the Company via postal ballot process passed on 22<sup>nd</sup> February,2025.*



4. To publish bulletins, journals, books, reports, research and working papers with a view to propagate knowledge on any of the matters relevant to or falling within the purview of the objects of the Company.
5. To establish, subsidize, promote and assist companies, syndicates and firms carrying on business similar to those of this Company and to acquire and dispose of shares and interest in such companies
6. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations and other organizations, foreign or Indian, for obtaining or providing technical financial or any other assistance for carrying out all or any of the objects of the Company and also for the purpose of activating research, development of manufacturing projects on the basis of know-how and/or financial participations and for technical collaboration, and to acquire or provide necessary formulae and patent rights for furthering the objects of the Company.
7. To purchase, take on lease or on tenancy of exchange, mortgage, hire, take options over or otherwise acquire any estate or interest whatsoever, and to hold, develop, work, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases of property movable or immovable, or rights or powers of any kind which may appear to be necessary or convenient for and business of the Company.
8. To apply for purchase or otherwise acquire and register, product, prolong and renew, whether in India or elsewhere, any patents, patent rights, brevets d'inventions, trade marks, designs, licences, protections, concessions and the like, conferring any exclusive or non exclusive or limited right to use any or other information as to any invention or otherwise or any process or privilege which may seem capable of being used for any of the purposes of the Company or acquisition of which may seem calculate directly or indirectly to, benefit the Company and to use, exercise, develop, manufacture under or grant licences or privileges in respect of or dispose of or accept royalty or otherwise turn to account, the property rights, incentives, secrets and information so acquired.
9. To acquire by purchase lease or concession, grant licence or otherwise such lands, building, waterworks, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of the Company, howsoever acquired, such factories, workshop warehouses, offices, residences and other buildings and to erect such machinery and construct such roadways, tramways, railways, branches or sidings, bridges, reservoirs, water courses, hydraulic works and other works and conveniences as may be deemed necessary for the purposes of the Company and to hold any property either in India or abroad.
10. To establish branches or to establish any firms or firm or promote any company or companies, at places in or outside India as may be thought fit by the Company.
11. To engage, employ, suspend and dismiss employees, agents, contractors and other servants and to remunerate any such person in such manner or at such-rate as shall be thought fit, to grant bonus, compensation, pension, gratuity, or other benefit to any such person or to his widow, children or dependents and generally to provide for the welfare of all employees.

12. Subject to the Provisions of the Companies Act, to borrow or raise money on any terms without security or on the security of land, buildings, factories, machinery, whether by way of mortgage or otherwise, tools bills of exchange, promissory notes, bonds, bill of lading, warranties, stocks, shares and book debts, undertaking of the Company and properties of every description or any one or more of them.
13. Subject to the Provisions of Companies Act to borrow, raise or secure payment of money or to receive Money or on deposits of interests, opening for any of the purpose of the Company, and at such time or times as may thought fit, by promissory notes, by taking credits in or current accounts with any person, firm, bank or company and whether with or without any security, or by such other means as the Directors may be in their absolute discretion deem expedient, and in particular by the issue of debentures or debenture stock, perpetual or otherwise and as security for any such money so borrowed, raised, received, and of such debentures or debenture stock, property and assets of the Company, both present and future including its uncalled capital by special assignment or otherwise, or to transfer or convey the same absolutely or in trust and to give the lenders power of state and other powers as may be deemed expedient, and to purchase, redeem or pay off any such securities provided that the Company shall not accept any such deposits for the purpose of doing banking business.
14. To provide for the welfare of the employees and ex-employees of the Company and the wives, widows and families of such persons by building or by contribution to the building of houses or chawls, by grant to money, pensions, allowances, bonus, compensation for other payments and from time to time by creating and/or subscribing to provident fund and other funds and providing and subscribing or contribution towards schools, places of instruction and recreation, educational, medical and other relief and other assistance as the company shall deem fit, and to form and subscribe and contribute to or otherwise any benevolent, charitable, educational, medical, social, scientific, national, humanitarian and/or other institutions or objects.
15. To payout of the Company's fund, expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and costs, incentives and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
16. To remunerate any person or company for services rendered or to be rendered in or about the formation and/or promotion of the Company or the conduct of its business.
17. To insure all or any of the properties, assets or obligations of the Company of any nature against any risk.
18. To invest and deal with moneys of the Company not immediately required in such manner as may be determined by the Company from time to time for attainment of the main objects.
19. To expend money in experimenting, developing, planning and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the company or which the Company may acquire or propose to acquire.
20. To lend or advance money to any person or persons having dealings with the Company on security or without security provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949 and the granting of such loans shall not tantamount to carrying on of Banking business.



21. To open any kind of account in any bank or financial institution and to draw, make accept, endorse, discount, execute and issue or negotiate promissory notes, bills of exchange, cheques, hundies, fixed deposits, demand drafts, warranties, debentures bill of lading, and other negotiable or transferable instruments.
22. Subject to provisions of the Companies Act to place, to reserve or to distribute as dividend or bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and moneys arising from the reissue by the Company of forfeited shares.
23. To purchase or otherwise acquire, whether by way of amalgamation or otherwise, or undertake the whole or any part of the business, assets (including good stock) and liabilities including shares, stocks, bonds, debentures, mortgages or other obligations, or any or either of them of any other company, corporation, firm or person carrying on any business similar to the business of the company, or possessed of any property or right suitable for the purpose of Company and to acquire the business of any such Company or corporation, or firm, or person by any means whatsoever and to negotiate for and acquire licence(s) from any firm, person or body corporate carrying on any of the business, which can be carried on or is within the objects as stated in the Memorandum and otherwise to deal in shares, stocks, debentures, bonds, securities and other investments.
24. To amalgamate with, promote, form, finance and register and aid the promotion, formation and registration of any company or companies, subsidiary or otherwise, or any firm or sole proprietorship whether in or outside India, or to assist in the amalgamation thereof, and to enter into partnership or into any other arrangement whether in or outside India for sharing profits for the purpose of acquiring all or any of the property, rights and liabilities of any company, firm or other person or for any other purpose which may seem directly or indirectly calculated to benefit the company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose off shares, stocks and debentures and other securities and properties in any or in such other company or firm or sole proprietorship for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist such company or firm or person, and to undertake to assist in its management and other works, duties and business on such terms as may be arranged.
25. To sell, exchange, mortgage, let whether on lease, license, rent or royalty, licenses, assessments, options and other rights over any property whatsoever and in any other manner deal with or dispose off the property, movable and immovable (including land, building plant and machinery) assets, rights, and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up, or securities of any other company having objects whole or in part similar to those of the Company.
26. To lease, let out on hire, mortgage, pledge, transfer, exchange, sell or otherwise dispose off the undertaking of the company or any part thereof for such consideration as the Company may think fit.
27. To support, donate, contribute or subscribe to any charitable, benevolent or public object or any other general or useful object or any institution, society or club or any other general or useful object or any institution, society or club or any other body or to any other object which may be

for the benefit of the company or its employees or may be connected with any town or place where the company has business connection and to give or award pensions, annuities, gratuities and super-annuities or other allowances or benefits to persons who are, or have been, directors or who are, or have been, employed-by or who are serving or have served the company and to the wives, widows and other relatives and dependents of such persons or to make payment towards insurances and to set up, establish, support and maintain super=annuation and other funds or schemes (whether contributory or non contributory) for the benefit of any such person or persons and their wives, widows and other relative and dependents.

28. To establish schools, institutions, bodies, etc. or otherwise instruct people for any business which the company carries on or is entitled to deal in.
29. Subject to provisions of the Companies Act, to aid pecuniarily or otherwise any association, body or movement, having for an object the solution, settlement or surmounting of industrial or labour problems or trouble or promotion of trade or industry in any manner.
30. To apply the assets of the company in any way in or towards the establishment maintenance or extension of any association or institution or fund in any way connected with any particular industry, trade or business or with industry, trade or commerce generally including an association, institution or fund for the protection of the interest of the owners and employers against losses resulting from bad debts, strikes, uprisings, commotion, fire accidents or otherwise or for the benefit of any officers, managers, foreman, clerks, workmen or others at any time employed by the company or any of its predecessors in business or their families or dependents and whether or not in common with their persons or other classes of persons or associations established for such purposes, and to establish, maintain and run reading rooms, libraries, educational and charitable institutions, canteens, dining and recreation rooms, places of worship, dispensaries and hospitals, and to grant gratuities or pensions or allowances, and to contribute to any national memorial fund or any other fund raised by public or local subscription for any purpose of the company.
31. To establish, provide maintain and conduct or otherwise subsidies research laboratories, and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical research experiments, and tests of all kinds and promote studies and research, both scientific and technical investigation and invention by providing subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and providing the remuneration of scientific or technical professors, researchers or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, and promote studies, researches, investigation, experiments, tests and inventions of any kind that may be considered likely to assist any business which the company is authorized to carry on.
32. To give publicity to the business and products of the company and its constituents and associates India and foreign markets by means or advertisements and any other means that may be necessary or expedient.
33. To enter into arrangements, to take all necessary or proper steps with Governments or with other authorities, national, local, municipal or otherwise or any place in which the company may have interests and to take representations against any such steps taken by any other company, firm or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company and to assist the promotion of, whether directly or indirectly any legislation or order which may appear to be in the interest of the company and to make representations against any

legislation or order which seem disadvantageous to the company, and to obtain from any such Government authority any charters, contracts, decrees, right grants, loans, privileges or concessions which the company may think desirable to obtain and carry out, exercise and comply with the same.

34. To undertake and execute any trust which may be beneficial to the business of the company, directly or indirectly.
35. To have the company registered or recognized in any country or place outside India.
36. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature, to enter into agreements, to refer to arbitration and to enforce and where need to be contest any award and for all such purposes to engage or retain counsel, attorneys and when necessary, to remove them.
37. To appoint Directors or Manager of any subsidiary company or any other company in which this Company is or may be interested.
38. To take part in the supervision and control of business or operation of any company or undertaking carrying on business similar to that of the Company and for that purpose to appoint any director, trustee, accountant or agent.
39. To take or otherwise acquire and hold shares, stocks, or debentures in any other company having Objects altogether or in part similar to those of this company.
40. To acquire from any person, firm or body corporate, whether in India or elsewhere technical information, know-how, processes, engineering, manufacturing and operating data, plans, layout and blueprints useful for the design, erection and operation of the plant required for any of the businesses of the Company, and to acquire and grant or license and other rights and benefits in the foregoing matter and things.
41. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world, and as principals, contractors, agents, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
42. To manufacture, assemble, develop, buy, sell, import, export, distribute and otherwise deal in utility systems/equipment's such as filing and indexing apparatus, telephone stands, paper holders, staplers, binding covers, book covers, stationery items, trays, desks, storage racks and bins, protective folders, shelves, safety vaults closets shutters and other furniture and structures used in banks, commercial establishments offices and industrial undertakings.
43. To carry on the business of manufacturing, developing, assembling, processing, buying, selling, importing, exporting, distributing and otherwise dealing in all kinds of automotive and engineering parts, components, ancillaries, accessories, assemblies and spares.
44. To manufacture, assemble, develop, process, buy, sell, import, export, distribute and otherwise deal in all kinds of pipes and tubes, rods and profiles including fittings, couplings, connections and components thereof.
45. To manufacture, process, buy, sell, import, export distribute and/or otherwise deal in safety and fire-fighting systems and components thereof.

46. To manufacture, process, develop, assemble, buy, sell, import, export, distribute and otherwise deal in all types of textile machinery and its components and accessories.
47. To manufacture, develop, assemble, buy, sell import, export, distribute and otherwise deal in all kinds of agricultural implements, equipment's, including pumps, machinery and components thereof.
48. To manufacture, develop, assemble, buy sell, import, export, distribute and otherwise deal in all kinds of safety helmets, protective masks and components thereof.
49. To manufacture, develop, process, assemble, buy, sell, import, export, distribute and otherwise deal in zip fasteners, hinges, strapping materials and products.
50. To manufacture, develop, process, assemble, buy, sell, import, export, distribute and otherwise deal in exterior body components of automobile tractors, earth-moving and excavation equipment's and agricultural and industrial machineries.
51. To manufacture, develop, assemble, process, buy, sell, export, import, distribute and otherwise deal in industrial laminates used for electronic, electrical and solar appliances, in metal rolling, structural applications, marine-power equipment, and other specialized applications.
52. To manufacture, develop, process, assemble, buy sell, import, export, distribute and otherwise deal in tubs, sanitary wares, fittings and components thereof.
53. To manufacture, develop, process, assemble, buy sell, import, export, distribute and otherwise deal in utensils, crockery, cutlery, oven wares and Components thereof.
54. To carry on business of an Export House.
55. To carry on all kinds of agency and distributorship business and to act as representatives, producers, agents, brokers, commission agents, auctioneers and merchants of all commodities, articles, products and merchandise of any kind or nature.
56. To manufacture and deal in all chemicals and its products such as dyes, petroleum and its I products and derivatives, paints, varnishes, coatings, oils, products and derivatives or heavy chemicals, such as sulphuric acid, soda and soda ash, phosphorus products, waxes and their . products.
57. To buy or otherwise acquire, sell and deat in agricultural lands and other lands and farms.
58. To carry on the business of agriculturists, farms, millers, market gardeners, cattle rearers, poultry, fruit, and vegetable growers and florists.
59. To carry on the business of processors, exporters; importers and dealers of meat live-stock, sheep, hides, leather products and in all branches of such trades of business.
60. To carry on business as manufacturers of and dealers in plywood, hardwood, blocks for flooring and other purposes, laminated sheets, sleepers wholly or partly made from wood, bricks, cement or stone.
61. To carry on the business as manufacturers of and dealers in pulp, papers and strawboards of all kinds, including card-board, mill-board and hardboard.

62. To manufacture, produce, process, procure, fabricate, assemble, purchase, sell import, export and otherwise deal in all types of cold storage machinery, refrigerators, air-conditioning machinery and their allied products.
63. To grow, take on lease, acquire, develop, deal in plantations and forests, and to process in all aspects timber, wood, plywood and all kinds of wood and to make products where wood is a constituent part and to design, develop, fabricate any product involving the use of wood.
64. To manufacture, fabricate, assemble, buy, sell, import, export, distribute and otherwise deal in drums and storage tank liners.
65. To manufacture, buy, sell, import, export, distribute and otherwise deal in cordroy, fibres, yarn, filaments, multi-filaments, and ribbons.
66. To manufacture, buy, sell, import, export, distribute and otherwise deal in torches and portable lighting equipment, instruments and components thereof.
67. To manufacture, buy, sell, import, export, distribute and otherwise deal in laboratory wares and components thereof.
68. To manufacture, buy, sell, import, export, distribute and otherwise deal in medical equipments and components thereof.
69. To manufacture, buy, sell, import, export, distribute, and otherwise deal in pollution control system and components thereof.
70. To manufacture, buy, sell, import, export, distribute, and otherwise deal in cleaning agents, rust-preventive substances and anti-corrosion substances.
71. To manufacture, buy, sell, import, export distribute and otherwise deal in all kind of medicines, pharmaceuticals, herbals and products and substances thereof.
72. To layout, develop, construct, built erect, demolish, re-erect, alter, repair, remodel or do any other work in connection with any buildings or building scheme, roads, highways docks, sewers, bridges, canals, wells springs, dams, power plants, reservoirs, embankments, tramways, railways, irrigations, reclamations, improvements, sanitary, water, gas electric light, telephonic, telegraphic and power supply works or any other structural or architectural work of any kind whatsoever and for such purpose to prepare estimates, designs, plants, specifications of models and do such other or any other act that may be requisite thereof.
73. To manufacture, develop, process, assemble, buy, sell, import, export, distribute and otherwise deals in decorative laminates and textured surfaces used as suitable surfacing material for kitchen counters, wall paneling, cabinetting all kinds of furniture and similar applications.
74. To manufacture, develop, process, assemble, buy, sell, import, export, distribute and otherwise deal in stamping foils, decals, labels, stickers, tapes and other materials and surfaces for the decoration and identification of all varieties of goods and products.
75. To carry on the business of interior and exterior decorators, construction. contractors, furnishers and furniture manufacturers.
76. To manufacture, purchase, sell, import, export, or otherwise deal in all types of metallic toys, mechanical and electrical toys, plastic and wooden toys, electronic games and toys and

educational toys and games.

77. To manufacture process, develop, buy, sell import export, distribute and otherwise deal in all kinds of batteries, including dry cell batteries, car batteries, mercury batteries, NI-Cd batteries, Alkaline batteries and other batteries, battery chargers-whether for commercial or household use.
  78. To carry on the business of exports and imports and to act as distributors, dealers, wholesalers, retailers, stockiest or sole-selling agents of all kinds of mechanical and engineering goods in all branches thereof, automobile goods, parts, accessories, fashion accessories, ready-made garments, textile goods, electric goods (including neon signs), refrigeration goods, parts and accessories, leatherware, leather-goods, all kinds of chemical and pharmaceuticals, food-product, earth-moving and construction materials, machinery and equipment, plastic ware, office equipment including stationery and book racks.
  79. To act as consultants and provide consultancy services for all types of Civil, Mechanical, Electrical and other engineering, requirements.
  80. To carry on the business of manufacturing, developing, assembling, buying, selling, importing, exporting, distributing and otherwise dealing in covers, cabinets, housing, protective shields, grills, liners, keyboards and exterior fixtures of mechanical, electrical, electronic, engineering, solar-powered, audiovisual and communication instruments, equipments, appliances, machineries and other goods.
  81. To manufacture, develop, process, buy, sell, import, export, distribute, and otherwise deal in electrical and electronic components such as bulbs, tube lights, plugs, fuses, connectors, sockets, circuitry terminal barrier strips, base plates for electronic watches and switches, voltage stabilizers, transformers, power and electric regulators, circuit breaker components, oil bobbins insulating goods, battery cases, chokes, lighting fixtures capacitors, super enamelled copper wires, inverters and converters, resistors, and process control instruments
  82. To manufacture, assemble, develop, market, buy, sell, export, import and otherwise deal in tuners, radios, transistors, amplifiers, stereo systems, record changers, video players, televisions, cassette recorders, video cameras, projectors, calculators, microprocessor bases system, test and measuring instruments, printed circuit boards and antennas.
- (IV) The liability of the members is limited.
- (V) The Authorized Share Capital of the Company is Rs.20,00,00,000 (Rupees Twenty Crores) Divided into 20,000,000 (Two Crores ) Equity Shares of Rs. 10/- (Rupees Ten) each.



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 the number of shares in the capital of the Company set opposite our respective names.

Names addresses, descriptions and occupations of the subscribers	No. of Equity Shares taken by each subscriber	Signature of the subscriber	Name address, description and occupation of witness
<b>Arvind Nanda S/o</b> <b>Sh. K. L. Nanda</b> <b>G-12, Saket</b> <b>New Delhi-110017</b>  <b>Business</b>	<b>One</b>	<b>Sd/-</b> <b>Arvind Nanda</b>	<b>I witness the signature of both the subscribers.</b> <b>Raman</b> <b>Sharma S/o Sh. M.L. Sharma</b> <b>47, I.T.I. Staff Quarters</b> <b>Ring Road Ashram, New Delhi-110014</b> <b>Sd/-</b> <b>Raman Sharma C.A. Trainee</b>
<b>Amit Judge</b> <b>S/o Mr. B. S. Judge</b> <b>G-12, Saket</b> <b>New Delhi-110017</b>  <b>Business</b>	<b>One</b>	<b>Sd/- Amit</b> <b>Judge</b>	
<b>TOTAL</b>	<b>Two</b>		

**New Delhi**  
**Dated 14th Nov. 83**

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**INTERARCH BUILDING SOLUTIONS LIMITED**

**APPLICABILITY OF TABLE F**

Subject as hereinafter provided and in so far as these presents do not modify or exclude them the regulations contained in Table 'F' of Schedule I of the Companies Act, 2013, as amended from time to time, shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles.

***Interpretation***

1. In these regulations-
  - (a) "the Act" means the Companies Act, 2013,
  - (b) "the seal" means the common seal of the company.
  - (c) "Company" means Interarch Building Solutions Limited
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***

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. (i) 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 payment of twenty rupees

*Footnote.1 The company got converted into public company and consequent change into the name of the company by approval of the Board in their meeting held on 12<sup>th</sup> October,2023 and vide special resolution passed by the Members of the Company in the Extra Ordinary General Meeting held on 13<sup>th</sup> October,2023.*

*Footnote.2 The company Changed its name from Interarch Building Products Limited to Interarch Building Solutions Limited vide Special resolution passed by the Members of the Company via postal ballot process passed on 22<sup>nd</sup> February,2025.*

for each certificate after the first. (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary, wherever the Company has appointed a Company Secretary:

Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

(iii) 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. (i) 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.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be 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.

5. (i) 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.

(ii) 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.

(iii) 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. (i) 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.

(ii) 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. (i) The company shall have a first and paramount lien—
  - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) 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. (i) 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.

(ii) 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. (i) 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 byway of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) 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.

(iii) 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 installments.

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

16. (i) 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.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) 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.

(ii) 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; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### *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.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

**21.** 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 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.

**22.** On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

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

### ***Transmission of shares***

**23.** (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) 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.** (i) 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.

(ii) 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.** (i) 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.

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

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.



26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### *Forfeiture of shares*

27. If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall -

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. 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.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) 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.

(ii) 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.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) 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;

(iii) The transferee shall there upon be registered as the holder of the share; and

(iv) 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.

33. 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*

34. 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.

35. 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) 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.

36. Where shares are converted into stock, -

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law, -

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

### ***Capitalisation of profits***

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve -

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) 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.

(ii) 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 -

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) 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 capitalized 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.

- (ii) 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 in fractions; and

(b) 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 capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

### ***Buy-back of shares***

40. 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***

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) 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.
- (iii) Subject to section 101 of Companies Act, 2013, a general meeting may be called by giving to the members clear seven days' notice or a shorter notice than of seven days if consent thereto is given by the members as per the provisions of the Companies Act, 2013.

#### ***Proceedings at general meetings***

43. (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) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. 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.
46. 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***

47. (i) 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.
- (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 be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### ***Voting rights***

48. 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.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) 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.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. 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.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. 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.
54. (i) 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.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### ***Proxy***

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
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. The following shall be the first directors of the Company:
1. Arvind Nanda
  2. Gautam Suri
59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - (b) in connection with the business of the company.
60. The Board may pay all expenses incurred in setting up and registering the company.
61. 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.
62. 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.
63. 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.
64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### ***Proceedings of the Board***

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. 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.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) 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.

69. (i) 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.

(ii) 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.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) 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 members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) 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.

72. 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.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

74. Subject to the provisions of the Act,—

(i) 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;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorizing 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***

76. (i) The Board shall provide for the safe custody of the seal.
- (ii) 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***

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. 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.
79. (i) 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.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
80. (i) 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.
- (ii) 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.
- (iii) 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.
81. 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.
82. (i) 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.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. 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.
84. 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.
85. No dividend shall bear interest against the company.

#### *Accounts*

86. (i) 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.

ii) 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 authorized by the Board or by the company in general meeting.

#### *Winding up*

87. Subject to provisions of Chapter XX of the Act and rules made thereunder—

(i) 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.

(ii) 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.

(iii) 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*

88. 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.

Names addresses. descriptionsand occupations of the subscribers	No. of EquityShares taken by each subscriber	Signature of the subscriber	Name address, description and occupation of witness
<b>Arvind Nanda S/o</b> <b>Sh. K. L. Nanda</b> <b>G-12, Saket</b> <b>New Delhi-110017</b>  <b>Business</b>	<b>One</b>	<b>Sd/-</b> <b>Arvind Nanda</b>	<b>I witness the signature of both the subscribers.</b> <b>Raman</b> <b>Sharma S/o Sh. M.L. Sharma</b> <b>47, I.T.I. Staff Quarters</b> <b>Ring Road Ashram, New Delhi-110014</b> <b>Sd/-</b> <b>Raman Sharma C.A. Trainee</b>
<b>Amit Judge</b> <b>S/o Mr. B. S. JudgeG-</b> <b>12, Saket</b> <b>New Delhi-110017</b>  <b>Business</b>	<b>One</b>	<b>Sd/- Amit</b> <b>Judge</b>	
<b>TOTAL</b>	<b>Two</b>		

***Place New Delhi***

**Dated 14th Nov. 83**