



## प्रारूप 1 पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U74999MH2012PTC232339

2012 - 2013

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

Rivaaz Trade Ventures Private Limited

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक अठारह जून दो हजार बारह को मुंबई में जारी किया जाता है।

### Form 1 Certificate of Incorporation

Corporate Identity Number : U74999MH2012PTC232339

2012 - 2013

I hereby certify that Rivaaz Trade Ventures Private Limited is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Mumbai this Eighteenth day of June Two Thousand Twelve.

Signature Not Verified  
Digitally signed by Registrar Marpali  
Raghuvaran  
Date: 2012.06.18 13:03:25  
GMT+05:30

Registrar of Companies, Maharashtra, Mumbai

कम्पनी रजिस्ट्रार, महाराष्ट्र, मुंबई

\*Note: The corresponding form has been approved by SUHAS PANDURANG SAWANT, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006. The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

Rivaaz Trade Ventures Private Limited  
Ground Floor, Orchid City Centre,, 265, Bellasis Road,,  
Mumbai Central - 400008,  
Maharashtra, INDIA



**The Companies Act, 1956**  
**(Company limited by shares)**  
**Memorandum of Association**  
**Of**

**Rivaaz Trade Ventures Private Limited**

- I        The name of the Company is Rivaaz Trade Ventures Private Limited**
- II       The Registered Office of the Company will be situated in the state of Maharashtra i.e within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.**
- III      The objects for which the Company is established are:**
  - (A)      THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
    - 1.      To carry on the business of advisors on the development, administration and organization of industry, business, projects, trade and provide support for an efficient system of financial planning and control; fair and effective management of human resources; information technology services; and coordination of communication practices and to advise upon the means and methods for extending, developing and improving businesses or industries and systems or processes relating to the production, purchase, storage, distribution, marketing and sale & purchase of goods and/or relating to the rendering and/or hiring of services and data processing techniques.
    - 1(A)   <sup>1</sup>To do business in India or abroad of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment's and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.

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<sup>1</sup> Inserted vide special resolution passed at the Extra-Ordinary General Meeting dated 22<sup>nd</sup> August 2017.

- 1(B) To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.
- 1(C) To do business of promoters, developers, co-developers, builders, creators, operators, owners, contractors, organizers of all and any kind of infrastructure facilities and services including but not limited to townships, roads, ports, bridges, airports, airways, railways, tramways, mass rapid transport systems, cargo handling equipments, water supply, rain water harvesting, sewage treatment, power generation, power transmission and distribution, industrial estates, green parks, port infrastructural environmental protection and pollution control facilities or setup, transport systems of all types and description, public utilities, municipal services, clearing house agency and creation of like infrastructure facilities and services viz. telecommunication, cell services, cable services and satellite communication, networking , information technology parks and all other types and description of infrastructure related facilities, services or setup.
- 2. To carry on the business as traders, merchants, commission Agents, Selling agents, buyers, sellers , importers, exporters, dealers, wholesalers, retailers, distributors of and import, export, buy, sell, exchange, pledge, distribute, mortgage, advance upon or otherwise trade and deal in any type of merchandise.

**(B) <sup>2</sup>MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:**

- 3. To promote or assist in promoting any company or companies or business or businesses in any part of the world and to subscribe shares or capital therein or other securities thereof and to take part in the management, supervision or control of such businesses or operations of such companies pursuant to any shareholder agreements, or any other agreements or otherwise and to exercise any rights available to the Company pursuant to such agreements or otherwise and to appoint and remunerate any directors, administrators or accountants or other experts or agents for consideration or otherwise or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 4. To enter into contracts, agreements and arrangements with any other individual, association of persons or bodies corporate for the carrying out by such other individual, association of persons or bodies corporate, on behalf of the Company of the objects for which the Company is formed.
- 5. To sell, exchange, mortgage, let on lease, royalty or tribute grant licences, easements, options and other rights and in any other manner deal with or dispose of the undertaking, property, 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.

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<sup>2</sup> Altered vide Special Resolution passed at the Extra Ordinary General Meeting held on 22<sup>nd</sup> August 2017.

6. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal in all or any part of the property and right of the Company.
7. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security as the Company may deem expedient.
8. To lend money either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.
9. Subject to the provisions of Section 58A of the Companies Act, 1956, and rules framed hereunder and directives of RBI from time to time to borrow or raise or secure payment of money or to receive money on deposit at interest for any of the purposes of the Company, and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures, or debenture-stocks, perpetual or otherwise, including debentures or debenture-stocks convertible into shares of this or any other company of perpetual annuities and as security for any such money so borrowed, raised or received, or of any such debentures, or debenture-stock so issued to mortgage, pledge or charge the whole or any part of the property, assets, undertakings or revenue and profits of the Company, present or 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 powers of sale and other powers as may seem expedient, and to purchase, redeem, or payoff any such securities, provided the Company shall not carry on Banking business as defined by the Banking Regulation Act, 1949.
10. To lend and advance money, to give credit; to guarantee or indemnify for the payment of money for purchase of goods, plants and machineries or the performance of contracts or obligations; to secure in any manner the repayment of moneys lent or advanced, or the liabilities incurred by any person or Company subject to the provisions of the Act.
11. To purchase, take on lease or in exchange hire or otherwise acquire any immovable property and/or any rights or privileges which the company may think necessary or convenient for the purposes of its business and in particular any agricultural or non-agricultural land, buildings, easements, machinery, plant and stock-in-trade and either to retain any property to be acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.

12. To acquire, take up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country; and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government Sovereign Ruler, Commissioner, Public Body or authority, State, Municipal, local or otherwise, whether in India or any foreign country in connection with the business which the Company is authorised to carry on and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereby and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
13. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
14. To draw, make, accept, discount, execute, endorse and issue bills of exchange, and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
15. To equip expeditions and commission and to employ and remunerate experts and other agents in connection therewith with a view to securing any of the objects of the Company.
16. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or to possess any property suitable for the purposes of the Company.
17. To take part in the supervision or control of the business or operations of any Company or undertaking and to appoint and remunerate any Directors, Accountants, Executives or other experts or agents.
18. To form, incorporate or promote any company or companies, whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development, if in the opinion of the Company, could or might directly or indirectly assist the Company in the management so fits business or the development of its properties or otherwise prove business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, share, bonds or any or, debentures, obligations or securities of any other Company held or owned by the Company or in which the Company may have an interest in the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other company in which the Company may have an interest.

19. To amalgamate, enter into partnership or into any arrangement for sharing profits, or into any union of interests, joint venture, reciprocal concession with any company or companies authorised to carry on or engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
20. To Guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contract, mortgages, charges, obligation, instruments and securities of any Company or of any such authorities, supreme, Municipal, local or otherwise or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
21. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities, imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, any legislation which may seem advantageous to the Company and to obtain from any such Government authority or any company any charters, decrees, rights, grants, contracts, loans, privileges, or concessions, licences, permits etc., which the Company may think it desirable, to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
22. To adopt such means of making known the business 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 publication of books and periodicals and by granting prizes, rewards and donations, subject to Section 293A of the Companies Act, 1956.
23. Subject to provision of the Companies Act to distribute all or any of the property of the Company amongst the members in species or kind in the event of winding up.
24. To create, establish and support or aid in the creation, establishment and support of associations, institutions, centres, Provident, Gratuity and Superannuation funds, trusts and conveniences calculated to benefit persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company or any company, which is a subsidiary or associate of the Company or its predecessors in business or dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance for them.

25. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure of any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development shall be regarded as rural areas under Section 35CC of Income Tax Act of the also include any programme for promoting the social and economic welfare of or the up lift of the public in any rural area likely to promote and assist. rural development, and that the words "rural area. shall Include such areas as may income-tax Act, 1961, or any other law relating to rural development for the time being In force and in order to implement any of the above mentioned objects or purposes, transfer without consideration, or at such fair or concessional value and divest the ownership of any property of the Company to or in favour of any public or local body or Authority or Central or State Government or any Public Institutions or Trusts engaged in programmes of rural development.
26. To undertake, carry out, promote and sponsor, or assist any activity for the Promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social. economic or moral uplift of the public or any section of the public and without prejudice to the generality of the fore-going undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarships. loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing conducting or assisting any institution, fund, trust, having anyone of the aforesaid object as one of its objects, by giving donations or otherwise in any other manner, subject to Section 293A of the Companies Act. 1956.
27. To advertise, market, communicate and campaign for all types of products, services, concepts and to offer/ provide all sorts of media services/ solutions as may be available/ feasible in the retail stores, shopping malls, supermarket or such other places of mass consumption & other media inventory of any description as may be made available to the company & to its clients/customers whether in store/ out of store or at home/ out of home through all sorts of communication mediums i.e. hoardings, in store televisions, audio visual, video visual, leaflets, posters, display spaces, sign boards, bill boards, neon signboards, internet, bill back, carry bags, house magazine ,newsletters, newspapers, self talkers, trolleys, transport vehicles and / or any other medium.
28. To purchase, sale, trade, transfer, lease, license, assign various media space, media inventory or other media rights relating to the advertisement/ communication medium from and to various service providers/ media agencies/ intermediaries whether on outright purchase/ sale basis or on brokerage/commission basis or any other arrangement and to provide advertisement / media / market related advisory / ancillary services to the clients and for that to conduct market survey / test marketing / demonstration /research and analysis of the consumers records / data / trend of its own or for and on behalf of the Clients to understand effectiveness of the advertisement medium and to give various advertisement options to the consumers in India and / or abroad.

29. To provide services, advising, consulting, counselling, managing at own or through any subsidiary/ joint venture/ associate or group companies in the field of Business Process Outsourcing (BPO), Knowledge Process Outsourcing (KPO), transactional outsourcing, information technology, support or management of computer based information systems, applications and designing and for the purpose to carry on business at own or through any subsidiary/ joint venture/ associate or group companies of consumer research, economic research, market research, market behaviour, designer, process manager, product designer, product developer, project manager and category manager, data manager for all types of products, markets, professions, services, areas, fields or industries irrespective of its size and descriptions and to deal in any manner in all types and descriptions of software, information technology.

**(C) <sup>3</sup>OTHER OBJECTS NOT INCLUDED IN "A" AND "B" ABOVE**

IV. The liability of the members is limited.

- V.a. <sup>4</sup>\*The Authorised share capital of the Company is Rs. 30,06,00,000 (Rupees Thirty Crores Six Lakhs only) divided into 3,00,60,000 (Three Crores Sixty Thousand) Equity Shares of Rs.10/- (Rupees Ten only) each, with the power to increase or decrease the Capital.
- b. The Paid Up Capital of the Company shall be a minimum of Rs.1,00,000/- (Rupees One Lac Only)

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<sup>3</sup> Deleted vide special resolution passed at the Extra Ordinary General Meeting held on 22<sup>nd</sup> August 2017.

<sup>4</sup> Amended pursuant to the scheme of Amalgamation of Mohini Resources Private Limited (known as 'Transferor Company') with Rivaaz Trade Ventures Private Limited (Transferee Company) and their respective shareholders as sanctioned by the National Company Law Tribunal (NCLT) vide its order dated 28th November 2017 and made effective upon filing of the order of the NCLT with Registrar of companies on 28th December 2017.

\* Amended pursuant to the scheme of Amalgamation of BHAVNA ASSET OPERATORS PRIVATE LIMITED, F R RETAIL DESTINATION PRIVATE LIMITED, HRIDYANSHU MULTITRADE PRIVATE LIMITED, LEGITIMATE ASSETS OPERATORS PRIVATE LIMITED, MITRA INFRATECH PRIVATE LIMITED, U-PHASE INFRAPROJECTS PRIVATE LIMITED (known as 'Transferor Company') with Rivaaz Trade Ventures Private Limited (Transferee Company) and their respective shareholders as sanctioned by the National Company Law Tribunal (NCLT) vide its order dated 30<sup>th</sup> August 2018 and made effective upon filing of the order of the NCLT with Registrar of companies on 17<sup>th</sup> September 2018.



We, the several person, whose names and addresses are hereunder subscribed, are desirous of being formed into a Company in pursuance of these memorandum of association and we respectively agree to take the Number of share in the capital of the company set opposite our respective names ;

Name address/ occupation of subscribers	No of shares taken by each subscriber	Signature of subscriber	Signature/name/ address/occupation & description of witness
1) Mr. Nidhi Gupta. D/o - Omprakash Gupta. Address: A/101, Chandrakant Reside- ncy, Padmawati Nagar, Near Marus Mall, 150 feet Road, Bhayandar (west), Thane - 401101 Occupation: Service.	5000 (Five Thousand)	<i>Nidhi</i>	<i>Deepak</i>  Witness to subscribers 182 Deepesh Bhanushali S/o - Shantji K. Bhanushali C-wing, Mahavir Empress, Cama Lane, Ghatkopar (west), Mumbai - 400086. Occupation: Company Executive.
2) Mr. Ashish Roongta. S/o - Vinod Roongta Occupation: B/20, Shambhunath CHS Ltd, Sudhama Nagar, Near Jain Mandir, Bhayandar (west), Thane - 401101 Occupation: Service.	5000 (Five Thousand)	<i>Ashish</i>	
	10,000 (Ten Thousand)		

Date: 11/06/2012

Place: Mumbai

**TABLE F<sup>1</sup>**

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

**OF**

**RIVAAZ TRADE VENTURES PRIVATE LIMITED  
PRELIMINERY**

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Private Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

**Interpretation**

I. (1) In these Regulations:-

(a) "Company" means **RIVAAZ TRADE VENTURES PRIVATE LIMITED**.

(b) "Office" means the Registered Office of the Company.

(c) "private company" means a company having a minimum paid-up share capital as may be prescribed, and which by its articles,—

(i) restricts the right to transfer its shares;

(ii) except in case of One Person Company, limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

<sup>1</sup> Adopted vide Special Resolution passed at the Extra Ordinary General Meeting held on 22<sup>nd</sup> August 2017.

**Rivaz Trade Ventures Private Limited**

  
**Director/Authorised Signatory**



Provided further that—

- (A) persons who are in the employment of the company; and
- (B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and
- (iii) prohibits any invitation to the public to subscribe for any securities of the company;
- (d) "Act" means the Companies Act, 2013, and any statutory modification thereof.
- (e) "Seal" means the Common Seal of the Company.
- (f) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
- (2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

### **Share capital and variation of rights**

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
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 for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(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 recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (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 by way 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 authorising the call was passed and may be required to be paid by instalments.

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

16.(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 recognise any instrument of transfer unless—

- (a) The instrument of transfer is in the form as prescribed in rules made under subsection (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 thereunder, 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 recognised 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.

### **Alteration of capital**

**27.** 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.

**28.** 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.

**29.** 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.

**30.** 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**

**31.(i)** 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 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.

32.(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 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.

(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 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;

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

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

33. 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**

34. All general meetings other than annual general meeting shall be called extraordinary general meeting.

35.(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.

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

36.(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.

37. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

38. 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.

39. 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**

40.(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**

**41.** 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.

**42.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

**43.**(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.

**44.** 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.

**45.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

**46.** 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.

47.(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**

48.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.

49.An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

50.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**

51. First Directors of the company are :

**1. Ms. Nidhi Gupta**

**2. Mr. Ashish Roongta**

52.(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.

**53.** The Board may pay all expenses incurred in getting up and registering the company.

**54.** 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.

**55.** 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.

**56.** 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.

**57.(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.

**58.(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.

**59.(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

**60.** 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.

**61.(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.

**62.(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.

**63.(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.

**64.(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.



**65.** 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.

**66.** 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.

**67.** In case of a One Person Company—

- (i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;
- (ii) such minutes book shall be signed and dated by the director;
- (iii) the resolution shall become effective from the date of signing such minutes by the director.

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

**68.** 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.

**69.** A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

## **The Seal**

**70** The Company shall have common seal and Board shall provide for the safe custody thereof. The seal shall not be applied to any instrument except by the authority of a resolution of the Board or a committee of the Board authorised by it in that behalf and in the presence of one Director or such other persons as the Board/committee may appoint for the purpose and such Director or authorised person, shall sign every instrument to which seal of the Company is so affixed in his presence.

## **Dividends and Reserve**

**71.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

**72.** 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.

**73.(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, think 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.

**74.(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.

**75.**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.

**76.(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.

**77.**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.

**78.**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.

**79.**No dividend shall bear interest against the company.

### **Accounts**

**80.(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 authorised by the Board or by the company in general meeting.

### **Winding up**

**81.** Subject to the 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.

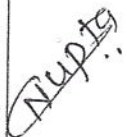

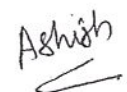
(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **Indemnity**

**82.** 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 person, whose names and addresses are hereunder subscribed, are desirous of being formed into a Company in pursuance of these memorandum of association and we respectively agree to take the Number of share in the capital of the company set opposite our respective names ;

Name address/ occupation of subscribers	No of shares taken by each subscriber	Signature of subscriber	Signature/name/ address/occupation & description of witness
1) Mr. Nidhi Gupta. D/o - Omprakash Gupta. Address: A/101, Chandrakant Reside ncy, Padmaawati Nagar, Near Maxus Mall, 150 feet Road, Bhayanday (west), Thane - 401101 Occupation: Service.	5000 (Five Thousand)		  Witness to subscribers 182- Deepesh Bharushali S/o - Shantiji K. Bharushali C-wing, Mahawir Empress, Cama lane, Ghatkopar (west), Mumbai - 400086. Occupation: Company Executive.
2) Mr. Ashish Roongta. S/o - Vinod Roongta Occupation: B/20, Shambhunath CHS Ltd, Sudhama Nagar, Near Jain Mandir, Bhayanday (west), Thane - 401101 Occupation: Service	5000 (Five Thousand)		
	10,000 (Ten Thousand)		

Date: 11/06/2012

Place: Mumbai



