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**MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
SRI PRIYANKA AGRO ENTERPRISES  
PRIVATE LIMITED**

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FORM I R.



# CERTIFICATE OF INCORPORATION

No. 12-19110 of 1990

I hereby certify that SRI PRIYANCA AGRO  
ENTERPRISES 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 MORAS  
this Thirtieth day of April  
Tenth Vaisakha

One thousand nine hundred and Ninety  
One thousand nine hundred and Twelve (Saka)



*G. Srinivasan*  
(G. SRINIVASAN)  
Registrar of Companies  
TAMIL NADU

THE COMPANIES ACT, 1956  
MEMORANDUM OF ASSOCIATION

OF

SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED

- I. The name of the Company is "SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED".
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- 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 acquire the business of M/s. Sri Priyanka Enterprises as a going concern.
    2. To carry on the business of Manufacturers and dealers in all kinds of Oils including Solvent Oils both Edible Grade and Non-Edible grade, Refined Oils, Vanaspathi and different Oils by Solvent Extraction Process and or by other processes and Dehydrated Oils manufacture and deal in all kinds of Extractions, Compound Cattle Feed and Poultry Feed, Soaps, Detergents, Processed Food Products containing Edible Protein concentrates and protein isolates such as Multi-purpose Foods, Biscuits, Bakery Goods, Milk Type of products such as Militone, Fertilisers and ready to eat foods.
    3. To Extract Edible Grade Oils from Rice Bran and other oil bearing products by Solvent Extraction Process and or other processes, pretreat, Bleach, Hydrogenate,

Refine Oils from Soyabean, Sunflower, Mango, Rice Bran, Tobacco Seed, Neem Seed, Cotton Seed, Groundnut, Rape Seed, Salseed, Mahuva, Caster Seed and or other Oil bearing products by Solvent Extraction Process and or other processes.

**B) ANCILLARY OBJECT:**

The objects incidental or ancillary to the attainment of the main objects specified in Clause (A) hereof are:

1. To establish and maintain agencies at any place in India or other parts of the World for the conduct of the business of the Company or for the purchase and sale of any goods, merchandise, materials, articles and things required for or dealt in or manufactured by or at the disposal of the Company.
2. To deal in all kinds of plant, machinery, apparatus, tools, utensils, and things necessary or convenient for carrying on any of the main objects of the Company and to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above main objects or considered directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
3. To buy, sell, repair, barter, exchange, import, export, pledge, make, advances upon, manipulate, prepare for market, distribute and otherwise deal in plant and machinery implements, provision, conveniences goods, wares, merchandise, produce, materials, substances, articles and commodities capable of being dealt with in connection with the above mentioned business or any of them or likely to be required by any of the customers or persons having dealings with the Company.
4. To establish, appoint, regulate and discontinue contractors, managers, broker, canvassers, agents, representatives, distributors, retailers and other persons in all such places and any where in the world as the Company may from time to time determine for carrying out all or any of the Company's objects.
5. To purchase, or by any other means acquire any freehold, lease-hold, or other property lands or any estates or interest whatsoever and any rights; privileges or easements over or in respect or any property, lands, buildings, offices, factories, mills, works, roads, railways, wharves, tramways machinery, engines, rolling stocks, vehicles, plant, live and dead stock, barges, vessels or things and any real or personal property or rights whatsoever which can be conveniently used with or may enhance the value of any

property of the Company and to let, sub-let, or give on lease, rent or hire any of the above as may be considered expedient; and to sell, improve, manage develop, exchange, and enfranchise, lease out, mortgage, dispose off, turn to account and otherwise deal with the whole or any part of undertaking, business or property or sites of the Company either together or in any portion any for such consideration as the Company may deem fit, and to pay or receive from any person or Company and generally to satisfy and obligation of the Company by such payment or by the issue, allotment or transfer of shares of this or any Company credited as fully or partly paid-up shares or debentures, debentures stock or other securities of this Company or any other Company including payment of preliminary expenses.

6. To enter into partnership or into any arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or co-operation with any person or persons or Company or companies carrying on or engaged in or about to carry on, or engage in, any business or transaction which this Company is authorised to carry on.
7. To apply for registration, purchase or by any other means acquire and protect prolong and renew whether in India or elsewhere any patents, patent rights, brevets d invention, licences, trade marks, designs protections, concessions etc., which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture and or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving and seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
8. To amalgamate, enter into any partnership or partially amalgamate with or acquire or interest in the business of any other Company, person or firm, carrying on a business included in the objects of the Company or enter into any agreement for sharing profits or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or Company or to acquire and carry on any other business (whether Manufacturing or otherwise) auxiliary to the business or the Company or concerned there-with or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and to give or accept by way of consideration for any of the acts or things aforesaid, of property acquired, any shares, debentures, debenture-stock or securities

- that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
9. To acquire and under take the whole or any part of the business, good will and assets of any person, firm or Company carrying on or proposing to carry on any of the business which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or Company or to acquire any interest in, amalgamate for sharing profit or for co-operation or for limited competition or for mutual assistance with any such person, firm or Company and to give or accept by way of consideration for any of the acts or things aforesaid or properly acquire shares, debentures, debentures stock or securities that may be agreed upon, and to hold, retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
  10. To subscribe for, take, purchase or other wise acquire and hold shares or other interest in or securities of any other Company having objects altogether or in part similar to those of this Company.
  11. To promote any affiliation with other Company or Companies for the purpose of acquiring the whole or any part of the business or property or under taking and any of the liabilities of this Company or of any undertaking, any business or operations which may appear to benefit or assist this Company or to enhance the value of the property or business of this Company and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any companies as aforesaid.
  12. To invest, lend, advance, deposit or deal with the moneys belonging to, entrusted to or at the disposal of the Company or to give credit to any Company, companies, firms or persons and in particular to the customers of the Company with or without security and on such terms as may seem expedient and to give guarantees or securities for any such persons, firms or companies.
  13. To make advances of such or sum or sums of money upon or on respect of or for the purchase of raw-materials, goods machinery stores or any other property, articles, things etc. required for the purposes of the Company upon such terms with or without security as the Company may deem expedient and to insure all or any of the properties, godowns, stocks (in godowns or in transit) and machinery with any insurance Company or Companies against all kinds of risks to the Company.

14. Subject to the provision of section 58-A of the Companies Act, 1956, and the rules framed there under and the directions issued by the Reserve Bank of India as may be applicable to borrow or raise money for the purpose of financing the business or trade or the Company including receiving money on deposits or loans in such manner and on such terms as the Company may think fit; and to incur debts for the conduct of any business of the Company and to open accounts with any individual, firm or Company or with any bank or bankers or shroffs and to pay into and to withdraw money from such accounts, including creating of overdrafts; and to secure the repayments of any money borrowed raised or doing, by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake and in particular by the issue of debentures (perpetual or otherwise) provided that the Company shall not do the business as defined in the Banking Regulation Act, 1949.
15. To draw, make, accept, endorse, discount, execute and issue promissory notes hundies, bill of exchange, bills of lading warrants, debentures and other negotiable and transferable instruments but no to the business or banking as defined in the Banking Regulation Act, 1949.
16. To apply for, promote and obtain any act of parliament, provisional order or licence of the Government or other Authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest or security.
17. To enter into any arrangements with any Government or Authorities (Supreme, Municipal, Local or otherwise) or any companies, firms or persons that may seem conducive to the attainment of the Company's main objects or any of them and to obtain from any such Government, Authority, Company, firms or persons, any charters, contracts, rights, privileges and concessions, which the Company may think desirable and to carry out, exercise and comply with any such charters and to apply for tender, purchase or otherwise acquire contracts sub-contracts, and concessions, for all or any of them to undertake, executive, carryout, dispose off or otherwise turn to account the same and to sub-let all or any of them (contracts, sub-

contracts, order etc) from time to time and upon such terms and conditions as may be thought expedient.

18. To employ or otherwise acquire consultants, technical experts, engineers, scientists, foreman, specialists in any field or activity, skilled or unskilled labour for any of the purposes or business of this Company or to investigate and examine into conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets property or rights and to remunerate them suitably.
19. To establish, provide, maintain and conduct or otherwise subsidise research and development laboratories and experimental workshop for scientific and technical researches, experiments, and tests of all kinds to acquire all the necessary scientific and other equipment for the purpose; to promote studies and researches and inventions by providing; subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants or otherwise generally to encourage promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
20. To support and subscribe to any charitable or public object and to any institution, society or Club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business to give or award pensions, annuities, gratuities and superannuation or other allowances or have been Directors of or who have been employed by or who are employed by or who are serving or have served the Company and to the wives, children and other relatives and dependents of such persons, to make payments towards insurances and to set up, establish, support and maintain sperannuation schemes provident and other funds (whether contributor or non contributors) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents and to give any officers, servants or employees of the Company any shares or interest in the profits of the Company's business or any branches thereof and whether carried on by means of or through the agency of any subsidiary Company and for that purpose to enter into such arrangements as the Company may think fit; and to construct and develop residential and/or industrial colonies for the general advancement of members, employees or other persons.
21. To adopt such means of making known the products of the Company as may seem expedient and in particular to

advance and publicise and promote the sale of any goods, articles or things produced, manufactured, traded or dealt with in any manner by the Company, including advertising in the press, radio, theatre, T.V.Films, slides, postings of bills, the issue of circular pamphlets, price-lists, leaflets, catalogues, brochures or by the circulation of momentous, gifts and other articles, by purchase and exhibiting works of art of interest and by granting prizes, rewards, donations, subscriptions and contributions.

22. To produce the incorporation, registration of other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to the Parliament, Local Government, Municipal or other Authority or Body for any acts of Parliament, Laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's main objective or any of them and to oppose any proceedings of application which may seem calculated directly or indirectly to prejudice the Company's interest and to pay all expenses.
23. To create and operate any Depreciation Fund, Development Rebet Fund, Reserve Fund, Sinking Fund, Investment Allowance fund, Insurance Fund or any other Special Fund whether for depreciation of for repairing, improving, enhancing, extending or maintaining any property of the Company or protecting the rights of the Company or for any other purpose conducive to the interests of the Company.
24. Subject to the provisions of the Companies Act, 1956, to indemnify members, officers, Directors, employees of the Company or persons otherwise concerned with the Company against proceedings, costs, damages, claims and demands in respect of the Company or for any damage or losses or misfortune whatever which may happen in the execution of the duties of their office, freedom of contract and/or in relation thereto.

**(C) OTHER OBJECTS:**

1. To carry on the business as agriculturists, planters, cultivators of groundnut, paddy, tobacco, castor and or any other kind of produce.
2. To carry on the business of general carriers forwarding agents establish and maintain transport services and so on and make transport facilities to the public and for merchandise of every description whatsoever.
3. To acquire, buy, sell, hire, let on hire, or otherwise deal in any movable or immovable property which the

Company may think it favorable by way of investment or with a view to resell or otherwise.

4. To apply for, tender, purchase, or otherwise acquire any contract, and concessions for or in relation to the construction, execution, carrying out equipment, improvement, administration or control of works and conveniences, and to undertake, execute, carryout, dispose of or otherwise turn to account the same to sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
5. To cultivate, develop, turn to account, grow, produce or deal in any vegetables, or products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw seedsmen and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above business or any other business associated with the farming interest which may be advantageously carried on by the Company.
6. To carry on the business manufactures and producers of fats, fertilisers cattle feed, poultry feed, insecticides, manures, sips, sprays, vermifuges, fungicides, medicines and remedies of all kinds of agricultural produce growing or other purpose or remedies for men or animals and whether produced from vegetable or animal matter or by any chemical process.
7. To carry on the business of chemicals, manufactures in all its branches and manufactures, dealers, importers, exporters and traders in chemicals of all kinds.
8. To carry on the business of chemicals, manufacturers in all its branches and manufacturers, dealers, importers, exporters and traders in chemicals of all kinds.
8. To establish, erect, build, manage and run Rice Mills, and or oil Mills, for the manufacture of Rice, different oils and their by-producers including decortication, expelling of groundnuts, tobacco, castor and any other produce.
9. To carry on the business as manufacturers in all kinds of paints, varnishes, toilets and perfumery.
10. To enter into contracts, agreements and arrangements with any other Company for the carrying out by such other Company on behalf of the Company of any objects for which the Company is formed.

IV. The liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs.40,00,000/- (Rupees Forty Lakhs Only) divided into 4,00,000 (Four Lakhs) equity shares of Rs.10/- each (Rupees Ten Only) with power to increase and reduce the capital to divide the shares in the capital for the time being into several classes and to attach there to respectively such preferential, qualified or special rights, privileges and/or conditions as may be determined by or in accordance with the Companies Act, 1956, for the time being in force and Regulation the rights, privileges or conditions in such manner as may, for the time being, be provided by the Regulations of the Company.

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 to our respective names.

Sl. No.	Signature, Names, Addresses Description and Occupation of the Subscribers	No. of Equity shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the Witness
1.	Sd/- NUTHALAPATI VENKATA SAI SHIV PRASAD S/o. Sri.N.V.Subbiah Naidu 27, Tilak Street T. Nagar MADRAS 600 017.  BUSINESS.	100	Sd/- L. RAVI SANKAR S/o. Sri.L.Mallikharjuna Rao 156 Thambu Chetty Street MADRAS 600 001.
2.	Sd/- NUTHALAPATI SRI KRISHNA S/o. Sri.N.V.Subbiah Naidu 27, Tilak Street T. Nagar MADRAS 600 017.  CHARTERED ACCOUNTANT.	100	CHARTERED ACCOUNTANT
	TOTAL	200	(Two Hundreds Only)

PLACE: MADRAS.

DATED: 23/4/90.

ARTICLES OF ASSOCIATION  
OF  
SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED

TABLE 'A'

The regulations contained in Table 'A' in Schedule I to the Companies Act, 1956, shall apply to the Company except in so far as they are modified in the following Articles which shall be the regulations for the management of the Company.

INTERPRETATION CLAUSE

In these presents, the following words and expressions shall have the following meanings unless excluded by the subject, or context.

- a) 'The Company' means. "SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED".
- b) 'The Act' shall mean the Companies Act, 1956 amended from time to time.
- c) 'The Board' means the Board of Directors of the Company for the time-being.
- d) 'The Office' means the registered office of the Company for the time-being.
- e) 'The Register' means the Register of Members of Shareholders to be kept pursuant to the Act.
- f) 'Month' and 'Year' shall mean calendar month and year respectively.

- g) Words imparting the masculine gender shall include the feminine gender.
- h) Except where the context otherwise requires, words importing the plural shall include the singular.
- i) Writing included Printing, lithography, typewriting and other usual substitutes for writing.
- j) Unless the context otherwise requires, words or expressions in these presents shall bear the same meaning as in the Act.

#### PRIVATE COMPANY

- 3. The Company is a Private Company within the meaning of Section 3 (1) (iii) of the companies Act, 1956 and accordingly.
  - a) The right to transfer the shares of the Company shall be restricted in the manner and to the extent hereinafter appearing.
  - b) The number of members of the Company (exclusive of persons who are in employment of the Company and of persons who having been formerly in the employment of the Company were members of the Company while in that employment and have continue to be members after the employment has ceased) shall be limited to fifty provided that for the purpose of this Article where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member.
  - c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.

#### SHARE CAPITAL

- 4. The authorised share capital of the Company is Rs.40,00,000/- (Rupees Forty Lakhs Only) divided into 4,00,000 (Four Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each.

#### ALLOTMENT OF SHARES

- 5. Subject to the provisions of the Act, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times, as they think fit subject always to Article 3 above.
- 6. Except as provided in Section 77 of the Act, no part of the funds of the Company shall be employed in the purchase of the Company's own shares.

7. The Company shall cause to be kept a register of Members of shareholders.
8. If two or more persons are recognised as joint holders of any share, they shall be severally as well as jointly liable for any call or other liability in respect of such shares; but the first name appearing in the register shall for the purpose of voting, proxy, receipt of dividends and service of notice be deemed the sole owner thereof, unless all such joint holders shall in writing request the Company to treat another of them as such sole owner.
9. No person shall exercise any right or privileges of a member until his name has been entered in the register of members and he has paid all calls and other monies for the time-being due and payable on any share in the Company held by him.
10. 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 to recognise 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 persons or otherwise expressly provided) any other right in respect of any share except an absolute right to entirely thereof in the registered holder.

#### TRANSFER AND TRANSMISSION OF SHARES

11. The Directors may at their absolute and uncontrolled discretion decline to register or acknowledge any transfer of share and they shall not be obliged to give any reason for decline to do so. The registration of transfer shall be either by the Board or on behalf of the Board by their order to the Managing Director which shall be conclusive evidence of approval.
12. A share may be transferred by a Member or any other person entitled to transfer to any existing member member's spouse, son or daughter, selected by the transferor at a price mutually agreed upon by the transferor and transferee.
13. No share of the Company shall be transferred to any person who is not a member or spouse, son or daughter of a member so long as any member his/her spouse, son or daughter is willing to purchase the same at fair value which shall be determined by the members in a General Meeting.
14. Subject to the provisions of the Act, a shareholder may by way of gift offer or without any pecuniary consideration transfer any share in the capital of the Company to his/her spouse, son or daughter. any share of a deceased member may be transferred by his executors or administrators to any person to whom such deceased member could have validly transferred during his life time.

15. Where any share devolve on the heirs of a deceased member other than one of the persons of the class set out in Article 16 the Directors may at their absolute discretion admit such heir as a member and recognise the transfer of the shares in his name, or at their discretion without assigning any reason refuse to do so and thereupon the heirs shall be compelled to sell the shares to any other person(s) chosen by the Directors at such price as may be determined by the members in a General Meeting.
16. Where the shares are inherited by or devolve on more than one heir, it shall be open to the Directors to choose any one of the heirs to be the shareholder and thereupon the other heir (s) of the deceased member shall sell to the person so chosen their rights and interest in the shares and the provisions of the Articles regarding the valuation as provided in Article 15 shall apply to such sale.
17. In the event of the share devolving on or vesting in any person or persons by operation of law, the Directors may at their option and without giving any reason refuse to recognise such devolution and the provisions of Article 15 shall apply to such shares.
18. No fees shall be payable in respect of transfer or transmission of shares.

#### GENERAL MEETINGS

19. The provisions of Sections 171 to 186 of the Companies Act shall apply to the Company with the modifications mentioned below:
  - a) 7 days shall be substituted in the place of 21 days wherever it occurs.
  - b) Section 173 of the Act shall not apply to the Company.
  - c) A proxy shall have a right to speak at the General Meeting.

A member shall be entitled to appoint more than one proxy to attend on the same occasion.
  - d) A proxy shall be entitled to vote on a show of hands as also on poll.
  - e) No resolution shall be deemed to have been passed unless eight tenths of the votes cast (whether on a show of hands or on poll as the case may be) were in favour of the resolution.
20. The Chairman of the Board shall preside at every General Meeting of the Company. If the Chairman of the meeting is not present within five minutes after the time appointed for

holding the meeting, the members present may elect one of the members to be chairman of the meeting.

#### DIRECTORS

21. The number of Directors shall be not less than two or more than twelve.
22. Any person whether a member of the Company or not may be appointed as a Director and no qualification by way of share-holding shall be required from any Director.
23. The first Directors of the Company shall be:
  1. NUTHALAPATI VENKATA SAI SHIV PRASAD
  2. NUTHALAPATI SRI KRISHNA

The above person shall be Directors for life unless they resign or vacate office in accordance with the provisions of the Act. Other Directors appointed at the general body meeting shall hold office in accordance with the terms of appointment.
24. The Board may appoint alternate Directors as provided in Section 313 of the Act.
25. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting vacancy may be filled by the Board. Any person so appointed shall hold office as long as the vacating Director would have held it.
26. The Board of Directors shall have power at any time and from time to time to appoint a person as an additional Director but that the number of Directors shall not exceed the maximum fixed in Article 25 above. Such additional Director shall retire from office at the next Annual General Meeting but shall be eligible for election by the Company at that meeting as a Director.
27. Subject to Section 284 of the Act, the Company may remove any Director and may appoint another person in his stead.
28. The remuneration of a Director shall be such sums not exceeding Rs.250/- each meeting of the Board or a Committee thereof attended by him as the Board may determine from time to time. The Directors may also be paid all travelling, hotel and other expenses (a) for attending the meetings of the Board or a Committee thereof or General Meeting of the Company or (b) in connection with any business of the Company.
29. The Union Government, State Government, Public Financial institutions specified in Section 4-A of the Act or State

Financial Corporations, State Industrial Development Corporations (hereinafter each of which is referred to as "The Corporation") granting loans to the Company and/or holding shares and/or debentures in the Company shall be entitled to nominate and from time to time substitute in place of such nominee one or more individual as Director on the Board of the Company as long as any moneys remain owing by the Company to the corporation or so long as the corporation hold shares and or debentures in the Company and while holding such office nominees shall not be liable to retirement by rotation.

30. A Director may vote in respect of any contract or arrangement in which he is interested and shall be included for the purpose of a quorum.
31. The Board of Directors may from time to time appoint one or more of their body to the Managing Director or while-time Director of the Company either for a fixed term or without any limitation as to the period for which he or they may hold such office.
32. A Managing Director or whole-time Director shall subject to the provisions or any contract between them and the company be subject to same provisions as to resignation and removal as the other directors of the Company and if they cease to hold the office of Director from any cause they shall ipso facto cease immediately to be managing Director or whole time Director.
33. The Board of Directors shall have power from time to time and at any time to appoint any person who is in the employment of the Company as a special Director on such terms and conditions as the Board may, deem fit and at their discretion to remove or suspend such person from the said office. Any person so appointed shall not be a Director of the Company for any of the purposes of the Act nor shall he have any of the powers of or be subject to any of the duties of a Director under the Act.
35. Any person so appointed shall describe himself and shall sign documents and correspondence relating to the business of the Company under the designation of "Director" coupled with such other description as shall be determined by the Board.

#### POWERS AND DUTIES OF DIRECTORS

36. The business of the Company shall be managed by the Directors who may all expenses incurred in getting up and registering the Company and exercise all powers as are not by the Companies Act or any statutory modification thereof for the time-being inforce or by these Articles required to be exercised by the Company in General Meeting.

37. Except as provided in these Articles, all the Directors of the Company shall have equal rights and privileges on all matters and be subject to equal obligations and duties in respect of the affairs of the Company.
38. The Directors may from time to time entrust to and confer upon the Managing Director, whole-time Director and the special Director for the time being such of the powers exercised under these presents by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitutions for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.
39. The Board of Directors may from time to time at their discretion by resolution passed at a meeting of the Board borrow or raise any money or any monies or sums of money for the purposes of the Company; and in particular the Board may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company by the issue of debentures, perpetual or otherwise or perpetual annuities, and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue 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 be expedient, and to purchase, redeem or pay off any such securities.
40. The Board may subject to the provisions of the Act, delegate any of its powers to committees consisting of such number of members of its body as it think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

#### PROCEEDINGS OF THE BOARD

41. The Board may elect a Chairman of its meetings and may determine the period for which he is to hold office. If no such Chairman is elected or if at any meeting the chairman 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 chairman of the meeting.
42. Save otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of equality of votes, the chairman of the Board, if any, shall have second or casting vote.

43. 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 Director or Directors 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.

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

#### COMMON SEAL

45. The Board shall provide for the safe custody of the seal. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two Directors and of the Secretary, if any, or such other persons as the Board may appoint for the purpose and those two Directors and the Secretary or other persons as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### DIVIDENDS AND RESERVE

46. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

47. 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.

48. 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.

49. 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 shares.

50. All dividends shall be appointed and paid proportionately to the amount 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 shares shall rank for dividend accordingly.

#### ACCOUNTS

51. The Board shall from time to time determine whether and to what extent and 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.
52. No member (not being a Director) shall have any right of inspecting any accounts 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

53. If the Company shall be wound up, the liquidator may with a sanction of a special resolution of the Company and any other sanction required, by the Act, divide among the members, in specie or kind the whole or any part of the assets of the Company, whether they shall consist of the same kind or not.
54. 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.
55. 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 contributors as the liquidators with the like sanction shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### INDEMNITY

56. Every officer or agent or servant of the Company for the time being 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 judgement is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Act in which relief is granted to him by the court.

Sl. No. Signatures, Names, Addresses, Descriptions and Occupations of the Subscribers

Signature, Name, Address, Description and Occupation of the Witness

1. Sd/-  
NUTHALAPATI VENKATA  
SAI SHIV PRASAD  
S/o. Sri.N.V.Subbiah Naidu  
27, Tilak Street  
T. Nagar  
MADRAS 600 017.

BUSINESS.

2. Sd/-  
NUTHALAPATI SRI KRISHNA  
S/o. Sri.N.V.Subbiah Naidu  
27, Tilak Street  
T. Nagar  
MADRAS 600 017.

CHARTERED ACCOUNTANT.

Sd/-  
L. RAVI SANKAR  
S/o.Sri.L.Mallikharjuna Rao  
156 Thambu Chetty Street  
MADRAS 600 001.

CHARTERED ACCOUNTANT

PLACE: MADRAS.

DATED: 23/4/90.

# FORM NO. 5

DEPARTMENT OF COMPANY AFFAIRS  
ROC CASH COUNTER RECEIPT  
OFFICE OF THE REGISTRAR OF COMPANIES

TAMILNADU, MADRAS 31/07/96  
REC. NO. : 16384 REG. NO. : 18-019110  
SRI PRIYANKA AGRO ENTERPRISES PVT. LTD.

Registration No. 18-19110

TYPE OF DOCUMENT	MODE OF PAYMENT	DATE OF DOCUMENT	AMOUNT RS.
FORM 5	DRAFT	25/07/96 N	20000
FORM 23	DRAFT	25/07/96 N	120

Nominal capital Rs. 40,00,000/-

(PVB ) TOTAL 20120  
N: NORMAL FEE A: ADDITIONAL FEE  
COMPUTER SUPPORT BY INDUSTRY DIVISION N.I.C

Share Capital / Increase in number of Members

Name of the Company SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED

Notice is hereby given—

- \*1. in accordance with section 95 of the Companies Act, 1956, that\*\*
- \*2. in accordance with section 97 of the Companies Act, 1956, that by ordinary resolution/special resolution of the company dated the 22nd day of July 1996

(i) the authorised share capital of the company has been increased by the addition thereto of the sum of Rs. 35,00,000/- beyond the present authorised capital of Rs. 40,00,000/-

(ii) that the number of members in the company has been increased by the addition thereto of..... members beyond the present registered number of.....

\*3 (i) in accordance with sub-section (3) of section 94-A of the Companies Act, 1956, that the share capital of the company has been increased beyond the present authorised capital of Rs..... by Rs..... consequent upon an order dated..... of the Central Government under sub-section

(ii) a copy of the aforesaid order was received by the company from the Central Government on.....

4) of section 81 or sub-section (2) of section 94-A of the Act on an application made to it by..... (here mention the name of the financial institution) or conversion of debentures / loans into shares.

[P.T.O.]

## 4. The additional capital is divided as follows :-

No. of shares	Class of Shares	Nominal amount of each share
1	2	3
3,50,000	EQUITY SHARES of Rs.10/- each  Original Capital - 40,00,000 Additional Capital - 35,00,000 Enhanced Authorised Capital 75,00,000  1. Date of Registration - 30-04-1990 2. Is it first time of increase after 20-6-95 - Yes 3. Authorised Share Capital as on 31-3-1992 - 40,00,000	35,00,000/-

The conditions (e.g.) voting rights, dividend rights, winding-up rights etc.) subject to which new shares have been issued, are as follows (if any of the new shares are preference shares state whether they are redeemable are not).

... and LALYANKA AGRO ENTERPRISES PRIVATE LIMITED

*[Signature]*

CHAIRMAN / DIRECTOR

Smt. VANI SRIKRISHNA  
Director.

Signature  
(Name in BLOCK Capitals)  
Designation

Dated the 25th day of July 1996

\*Strike out whichever is not applicable.

\*\*Here enter particulars of the case falling under clauses (a), (b), (c) and (f, or sub-section (1) of section 95  
If a case falls under more than one of these Clauses, specify the portion falling under each clause separately

Supplied by C. SITARAMAN & BROS. 37, Royapettah High Road Madras - 14 Ph : 8261516/826706  
Branch at : Basement of Regina Mansion, 46, Moore Street, (Opp.) High Court, Madras-1 Ph 534250

# SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED

25/21 D' MONTE COLONY, ALWARPET CHENNAI – 600 018. TAMIL NADU

CIN : U15142TN1990PTC019110

Website : [www.priyankaagro.com](http://www.priyankaagro.com)

E-mail : [priyankaagro@yahoo.co.in](mailto:priyankaagro@yahoo.co.in)

[priyankaagro@priyankaagro.com](mailto:priyankaagro@priyankaagro.com)


**EXTRACT OF THE ORDINARY RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED HELD ON TUESDAY THE 15<sup>TH</sup> FEBRUARY 2005 AT THE REGISTERED OFFICE OF THE COMPANY AT 25/21 D' MONTE COLONY, ALWASET, CHENNAI-600 018.**

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**RESOLVED THAT** pursuant to provisions of Section 94 (2) of the Companies Act, 1956, the Authorized Capital of the company be and is hereby increased from the present amount of Rs.75,00,000/- (Rupees Seventy five lakhs only) divided into 7,50,000 Equity Shares of Rs.10/- each to Rs.95,00,000/- (Rupees Ninety five lakhs only) divided into 9,50,000 (Nine lakhs fifty thousand only) Equity Shares of Rs.10/- each.

// Certified True Copy //

For Sri Priyanka Agro Enterprises Private limited



Managing Director

# SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED

25/21 D' MONTE COLONY, ALWARPET CHENNAI – 600 018. TAMIL NADU

CIN : U15142TN1990PTC019110

Website : www.priyankaagro.com

E-mail : priyankaagro@yahoo.co.in

priyankaagro@priyankaagro.com

**EXTRACT OF THE ORDINARY RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED HELD ON TUESDAY THE 15<sup>TH</sup> FEBRUARY 2005 AT THE REGISTERED OFFICE OF THE COMPANY AT 25/21 D' MONTE COLONY, ALWARET, CHENNAI-600 018.**


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**RESOLVED THAT** the existing clause V of the Memorandum of Association of the Company be deleted and in its place the following be and is hereby inserted:

- V. The Authorized Share Capital of the company is Rs.95,00,000/- (Rupees Ninety five lakhs only) divided into 9,50,000 (Nine lakhs fifty thousand only) Equity shares of Rs.10/- (Rupees Ten only) each with power to increase and reduce the capital to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges and / or conditions as may be determined by or in accordance with the Companies Act, 1956, for the time being in force and regulation the rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company.

// Certified True Copy //

For Sri Priyanka Agro Enterprises Private limited

Managing Director 

# SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED

25/21 D' MONTE COLONY, ALWARPET CHENNAI – 600 018. TAMIL NADU

CIN : U15142TN1990PTC019110

Website : [www.priyankaagro.com](http://www.priyankaagro.com)

E-mail : [priyankaagro@yahoo.co.in](mailto:priyankaagro@yahoo.co.in)

[priyankaagro@priyankaagro.com](mailto:priyankaagro@priyankaagro.com)

**EXTRACT OF THE ORDINARY RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED HELD ON TUESDAY THE 15<sup>TH</sup> FEBRUARY 2005 AT THE REGISTERED OFFICE OF THE COMPANY AT 25/21 D' MONTE COLONY, ALWASET, CHENNAI-600 018.**

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**RESOLVED THAT** Article 4 of the Articles of Association of the Company be and is hereby altered by substituting the following for the existing articles:

4. The Authorized Share Capital of the company is Rs.95,00,000/- (Rupees Ninety five lakhs only) divided into 9,50,000 (Nine lakhs and fifty thousand only) Equity shares of Rs.10/- (Rupees Ten only) each.

// Certified True Copy //

For Sri Priyanka Agro Enterprises Private limited



Managing Director

## NOTICE

**NOTICE** is hereby given that an Extraordinary General Meeting of the shareholders of M/s. SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED will be held at the Registered Office of the Company at 25/21, D' MONTE COLONY, ALWARPET, CHENNAI – 600 018 at 10.00 A.M. on Tuesday, the 15<sup>th</sup> February 2005 to transact the following:

### **SPECIAL BUSINESS:**

1. To consider and if thought fit to pass with our without modification(s) the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to provisions of Section 94 (2) of the Companies Act, 1956, the Authorized Capital of the company be and is hereby increased from the present amount of Rs.75,00,000/- (Rupees Seventy five lakhs only) divided into 7,50,000 Equity Shares of Rs.10/- each to Rs.95,00,000/- (Rupees Ninety five lakhs only) divided into 9,50,000 (Nine lakhs fifty thousand only) Equity Shares of Rs.10/- each.

2. To consider and if thought fit to pass with our without modification(s) the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** the existing clause V of the Memorandum of Association of the Company be deleted and in its place the following be and is hereby inserted:


3. The Authorized Share Capital of the company is Rs.95,00,000/- (Rupees Ninety five lakhs only) divided into 9,50,000 (Nine lakhs fifty thousand only) Equity shares of Rs.10/- (Rupees Ten only) each with power to increase and reduce the capital to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges and / or conditions as may be determined by or in accordance with the Companies Act, 1956, for the time being in force and regulation the rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company.

4. To consider and if thought fit to pass with our without modification(s) the following resolution as a **Special Resolution**:

**RESOLVED THAT** Article 4 of the Articles of Association of the Company be and is hereby altered by substituting the following for the existing articles:

5. The Authorized Share Capital of the company is Rs.95,00,000/- (Rupees Ninety five lakhs only) divided into 9,50,000 (Nine lakhs and fifty thousand only) Equity shares of Rs.10/- (Rupees Ten only) each.

By order of the Board



N. V. S. Shiv Prasad  
*Director*

Place: Chennai

Date: January 17, 2005

**Notes:**

Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxies, in order to be valid must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

As per Article 19 (b) of the Articles of Association, the Company need not furnished the explanatory statement.

**FORM NO.23**  
THE COMPANIES ACT, 1956.

Registration No. **18-19110**  
Nominal Capital Rs. 95,00,000/-

**REGISTRATION OF RESOLUTION (S) AND AGREEMENT (S)**  
(Pursuant to Section 192)

Name of the Company	<b>SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED</b>
Date of Despatch of Notice	17 <sup>th</sup> January 2005
Date of Passing	15 <sup>th</sup> February 2005
Place of Meeting	Registered Office: 25/21, D' Monte Colony, Alwarpet, Chennai – 600 018.

(A) Copy of resolution (s) each passed / agreed to by the	Board	---
	Shareholders	At the Extraordinary General Meeting held on 15 <sup>th</sup> February 2005
	Class of Shareholders	---
	Creditors	---

The particulars of which are given below is / are filed along with the certified true copy of the explanatory statement under section 173, where applicable for record:

Sl. No.	Subject-matter of resolution	Reference to requirement under the Companies Act, 1956.	Whether ordinary or special resolution or with requisite majority	Authority passing / agreeing to the resolution.
(1)	(2)	(3)	(4)	(5)
1	Increase in Authorised Share Capital of the Company	Section 94	Ordinary Resolution	Shareholders at the Extraordinary General Meeting.
2	Amendment to Memorandum of Association consequent to increase in authorized capital	Section 16	Ordinary Resolution	Shareholders at the Extraordinary General Meeting.
3.	Amendment to Articles of Association consequent to increase in authorized capital	Section 31	Special Resolution	Shareholders at the Extraordinary General Meeting.

(B) Copy of the Agreement made, whose particulars are given below, is enclosed for record:

Sl. No.	Subject-matter of agreement	Reference to requirement under the Companies Act, if applicable	Date of Agreement	Authority adopting the agreement
(1)	(2)	(3)	(4)	(5)
		NOT	APPLICABLE	

{C} It is certified that copy of the agreement (s) filed herewith is / are true copy (ies), of the original.

Signature: \_\_\_\_\_ 

Name: N. V. S. SHIV PRASAD

Designation: CHAIRMAN & MANAGING DIRECTOR

Dated the 15<sup>th</sup> February 2005.

Notes:-

1. Authority adopting the agreement should be specified with reference to the requirements of the Act, as to the validity of the agreement.
2. Copies of the resolutions should contain reference to the Serial number given in 'A' above.

**FORM 5**  
**THE COMPANIES ACT, 1956.**

Registration No. **18-19110**

Nominal Capital: Rs.95,00,000/-

**Notice of Consolidation, Division, etc./Increase in Share Capital/Increase in Number of Members.**

(Pursuant to Section 95, 97/94A(2)/81(4)}

Name of the Company: **SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED**

Notice is hereby given -

1. In accordance with Section 95 of the Companies Act, 1956, that
2. in accordance with Section 97 of the Companies Act, 1956, that by ordinary resolutions/  
special resolutions of the Company dated the 15<sup>th</sup> February 2005.
  - (i) the Authorised Share Capital of the company has been increased by the addition thereto of the sum of Rs.20,00,000/- (Rupees Twenty lakhs only) beyond the present authorised capital of Rs.75,00,000/- (Rupees Seventy five lakhs only).
  - (ii) that the number of members in the company has been increased by the addition thereto of ..... Members beyond the present registered number of .....
- 3 (i) in accordance with Sub-section (3) of Section 94 (a) of the Companies Act, 1956, that the share capital of the company has been increased beyond the present authorised share capital of Rs. N.A. by Rs. N.A. consequent upon an order dated Nil of the Central Government under Sub-section (4) of Section 81 or Sub Section (2) of Section 94A of the Act on an application made to it by N.A. (here mention the name of the financial institution) for conversion of debentures/loans into shares.
  - (ii) a copy of the aforesaid order was received by the Company from the Central Government on.....
4. The additional capital is divided as follows:

No. of Shares 1	Class of share 2	nominal amount of each share 3
2,00,000	Equity Shares	Rs.10/-

The conditions (e.g. voting rights, dividend rights, winding up rights etc) subject to which new shares have been issued are as follows (if any of the new shares are preference shares state whether they are redeemable or not).

Signature \_\_\_\_\_

Name: **N. V. S. SHIV PRASAD**

Designation: **CHAIRMAN & MANAGING DIRECTOR**

Dated the 15<sup>th</sup> February 2005.

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**MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
SRI PRIYANKA AGRO ENTERPRISES  
PRIVATE LIMITED**

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FORM J R.



# CERTIFICATE OF INCORPORATION

No. 13-12110 of 1990

I hereby certify that...SRI...PRIYANKA...AGRO...  
ENTERPRISES PRIVATE LIMITED

\*\*\*

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\*\*

\*\*

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

Given under my hand at...MADRAS

this...Thirtieth...day of...April  
Tenth Vaisakha

One thousand nine hundred and...Ninty...  
One thousand nine hundred and Twelve (Saka)



*G. Srinivasan*  
(G. SRINIVASAN)  
Registrar of Companies  
TAMIL NADU

THE COMPANIES ACT, 1956  
MEMORANDUM OF ASSOCIATION  
OF

**SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED**

- I. The name of the Company is "SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED".
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- 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 acquire the business of M/s. Sri Priyanka Enterprises as a going concern.
    2. To carry on the business of Manufacturers and dealers in all kinds of Oils including Solvent Oils both Edible Grade and Non-Edible grade, Refined Oils, Vanaspathi and different Oils by Solvent Extraction Process and or by other processes and Dehydrated Oils manufacture and deal in all kinds of Extractions, Compound Cattle Feed and Poultry Feed, Soaps, Detergents, Processed Food Products containing Edible Protein concentrate and protein isolates such as Multi-purpose Foods, Biscuits, Bakery Goods, Milk Type of products such as Militone, Fertilisers and ready to eat foods.
    3. To Extract Edible Grade Oils from Rice Bran and other oil bearing products by Solvent Extraction Process and or other processes, pretreat, Bleach, Hydrogenate,

Refine Oils from Soyabean, Sunflower, Mango, Rice Bran, Tobacco Seed, Neem Seed, Cotton Seed, Groundnut, Rape Seed, Salseed, Mahuva, Caster Seed and or other Oil bearing products by Solvent Extraction Process and or other processes.

**B) ANCILLARY OBJECT:**

The objects incidental or ancillary to the attainment of the main objects specified in Clause (A) hereof are:

1. To establish and maintain agencies at any place in India or other parts of the World for the conduct of the business of the Company or for the purchase and sale of any goods, merchandise, materials, articles and things required for or dealt in or manufactured by or at the disposal of the Company.
2. To deal in all kinds of plant, machinery, apparatus, tools, utensils, and things necessary or convenient for carrying on any of the main objects of the Company and to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above main objects or considered directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
3. To buy, sell, repair, barter, exchange, import, export, pledge, make, advances upon, manipulate, prepare for market, distribute and otherwise deal in plant and machinery implements, provision, conveniences goods, wares, merchandise, produce, materials, substances, articles and commodities capable of being dealt with in connection with the above mentioned business or any of them or likely to be required by any of the customers or persons having dealings with the Company.
4. To establish, appoint, regulate and discontinue contractors, managers, broker, canvassers, agents, representatives, distributes, retailers and other persons in all such places and any where in the world as the Company may from time to time determine for carrying out all or any of the Company's objects.
5. To purchase, or by any other means acquire any freehold, lease-hold, or other property lands or any estates or interest whatsoever and any rights; privileges or easements over or in respect or any property, lands, buildings, offices, factories, mills, works, roads, railways, wharves, tramways machinery, engines, rolling stocks, vehicles, plant, live and dead stock, barges, vessels or things and any real or personal property or rights whatsoever which can be conveniently used with or may enhance the value of any

property of the Company and to let, sub-let, or give on lease, rent or hire any of the above as may be considered expedient; and to sell, improve, manage develop, exchange, and enfranchise, lease out, mortgage, dispose off, turn to account and otherwise deal with the whole or any part of undertaking, business or property or sites of the Company either together or in any portion any for such consideration as the Company may deem fit, and to pay or receive from any person or Company and generally to satisfy and obligation of the Company by such payment or by the issue, allotment or transfer of shares of this or any Company credited as fully or partly paid-up shares or debentures, debentures stock or other securities of this Company or any other Company including payment of preliminary expenses.

6. To enter into partnership or into any arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or co-operation with any person or persons or Company or companies carrying on or engaged in or about to carry on, or engage in, any business or transaction which this Company is authorised to carry on.
7. To apply for registration, purchase or by any other means acquire and protect prolong and renew whether in India or elsewhere any patents, patent rights, brevets d invention, licences, trade marks, designs protections, concessions etc., which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture and or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving and seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

To amalgamate, enter into any partnership or partially amalgamate with or acquire or interest in the business of any other Company, person or firm, carrying on a business included in the objects of the Company or enter into any agreement for sharing profits or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or Company or to acquire and carry on any other business (whether Manufacturing or otherwise) auxiliary to the business or the Company or concerned there-with or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and to give or accept by way of consideration for any of the acts or things aforesaid, of property acquired, any shares, debentures, debenture-stock or securities

that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.

9. To acquire and under take the whole or any part of the business, good will and assets of any person, firm or Company carrying on or proposing to carry on any of the business which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or Company or to acquire any interest in, amalgamate for sharing profit or for co-operation or for limited competition or for mutual assistance with any such person, firm or Company and to give or accept by way of consideration for any of the acts or things aforesaid or properly acquire shares, debentures, debentures stock or securities that may be agreed upon, and to hold, retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
10. To subscribe for, take, purchase or other wise acquire and hold shares or other interest in or securities of any other Company having objects altogether or in part similar to those of this Company.
11. To promote any affiliation with other Company or Companies for the purpose of acquiring the whole or any part of the business or property or under taking and any of the liabilities of this Company or of any undertaking, any business or operations which may appear to benefit or assist this Company or to enhance the value of the property or business of this Company and to place or guarantee the placing or underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any companies as aforesaid.
12. To invest, lend, advance, deposit or deal with the moneys belonging to, entrusted to or at the disposal of the Company or to give credit to any Company, companies, firms or persons and in particular to the customers of the Company with or without security and on such terms as may seem expedient and to give guarantees or securities for any such persons, firms or companies.
13. To make advances of such or sum or sums of money upon or on respect of or for the purchase of raw-materials, goods machinery stores or any other property, articles, things etc. required for the purposes of the Company upon such terms with or without security as the Company may deem expedient and to insure all or any of the properties, godowns, stocks (in godowns or in transit) and machinery with any insurance Company or Companies against all kinds of risks to the Company.

14. Subject to the provision of section 58-A of the Companies Act, 1956, and the rules framed there under and the directions issued by the Reserve Bank of India as may be applicable to borrow or raise money for the purpose of financing the business or trade or the Company including receiving money on deposits or loans in such manner and on such terms as the Company may think fit; and to incur debts for the conduct of any business of the Company and to open accounts with any individual, firm or Company or with any bank or bankers or shroffs and to pay into and to withdraw money from such accounts, including creating of overdrafts; and to secure the repayments of any money borrowed raised or doing, by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake and in particular by the issue of debentures (perpetual or otherwise) provided that the Company shall not do the business as defined in the Banking Regulation Act, 1949.
15. To draw, make, accept, endorse, discount, execute and issue promissory notes hundies, bill of exchange, bills of lading warrants, debentures and other negotiable and transferable instruments but no to the business or banking as defined in the Banking Regulation Act, 1949.
16. To apply for, promote and obtain any act of parliament, provisional order or licence of the Government or other Authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest or security.
17. To enter into any arrangements with any Government or Authorities (Supreme, Municipal, Local or otherwise) or any companies, firms or persons that may seem conducive to the attainment of the Company's main objects or any of them and to obtain from any such Government, Authority, Company, firms or persons, any charters, contracts, rights, privileges and concessions, which the Company may think desirable and to carry out, exercise and comply with any such charters and to apply for tender, purchase or otherwise acquire contracts sub-contracts, and concessions, for all or any of them to undertake, executive, carryout, dispose off or otherwise turn to account the same and to sub-let all or any of them (contracts, sub-

contracts, order etc. from time to time and upon such terms and conditions as may be thought expedient.

18. To employ or otherwise acquire consultants and technical experts, engineers, scientists, foreman, specialists in any field or activity, skilled or unskilled labour for any of the purposes or business of this Company or to investigate and examine into conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally on any assets property or rights and to remunerate them suitably.

19. To establish, provide, maintain and conduct or otherwise subsidise research and development laboratories and experimental workshop for scientific and technical researches, experiments, and tests of all kinds to acquire all the necessary scientific and other equipment for the purpose; to promote studies and researches and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants or otherwise generally to encourage promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

20. To support and subscribe to any charitable or public object and to any institution, society or Club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business to give or award pensions, annuities, gratuities and superannuation or other allowances or have been Directors of or who have been employed by or who are employed by or who are serving or have served the Company and to the wives, children and other relatives and dependents of such persons, to make payments towards insurances and to set up, establish, support and maintain sperannuation schemes provident and other funds (whether contributor or non contributors) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents and to give any officers, servants or employees of the Company any shares or interest in the profits of the Company's business or any branches thereof and whether carried on by means of or through the agency of any subsidiary Company and for that purpose to enter into such arrangements as the Company may think fit and to construct and develop residential and/or industrial colonies for the general advancement of members, employees or other persons.

21. To adopt such means of making known the products of the Company as may seem expedient and in particular to

advance and publicise and promote the sale of any goods, articles or things produced, manufactured, traded or dealt with in any manner by the Company, including advertising in the press, radio, theatre, T.V. Films, slides, postings of bills, the issue of circulars pamphlets, price-lists, leaflets, catalogues, Brochures or by the circulation of mementoes, gifts and other articles, by purchase and exhibiting works of art of interest and by granting prizes, rewards, donations, subscriptions and contributions.

22. To produce the incorporation, registration of other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to the Parliament, Local Government, Municipal or other Authority or Body for any acts of Parliament, Laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's main objective or any of them and to oppose any proceedings of application which may seem calculated directly or indirectly to prejudice the Company's interest and to pay all expenses.
23. To create and operate any Depreciation Fund, Development Rebate Fund, Reserve Fund, Sinking Fund, Investment Allowance fund, Insurance Fund or any other Special Fund whether for depreciation of for repairing, improving, enhancing, extending or maintaining any property of the Company or protecting the rights of the Company or for any other purpose conducive to the interests of the Company.
24. Subject to the provisions of the Companies Act, 1956, to indemnify members, officers, Directors, employees of the Company or persons otherwise concerned with the Company against proceedings, costs, damages, claims and demands in respect of the Company or for any damage or losses or misfortune whatever which may happen in the execution of the duties of their office, freedom of contract and/or in relation thereto.

**(C) OTHER OBJECTS:**

1. To carry on the business as agriculturists, planters, cultivators of groundnut, paddy, tobacco, castor and or any other kind of produce.
2. To carry on the business of general carriers forwarding agents establish and maintain transport services and so on and make transport facilities to the public and for merchandise of every description whatsoever.
3. To acquire, buy, sell, hire, let on hire, or otherwise deal in any movable or immovable property which the

Company may think it favorable by way of investment or with a view to resell or otherwise.

4. To apply for, tender, purchase, or otherwise acquire any contract, and concessions for or in relation to the construction, execution, carrying out equipment, improvement, administration or control of works and conveniences, and to undertake, execute, carryout, dispose of or otherwise turn to account the same to sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
5. To cultivate, develop, turn to account, grow, produce or deal in any vegetables, or products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw seedsmen and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above business or any other business associated with the farming interest which may be advantageously carried on by the Company.
6. To carry on the business manufactures and producers of fats, fertilisers cattle feed, poultry feed, insecticides, manures, sips, sprays, vermifuges, fungicides, medicines and remedies of all kinds of agricultural produce growing or other purpose or remedies for men or animals and whether produced from vegetable or animal matter or by any chemical process.
7. To carry on the business of chemicals, manufactures in all its branches and manufactures, dealers, importers, exporters and traders in chemicals of all kinds.
8. To carry on the business of chemicals, manufacturers in all its branches and manufacturers, dealers, importers, exporters and traders in chemicals of all kinds.
8. To establish, erect, build, manage and run Rice Mills, and or oil Mills, for the manufacture of Rice, different oils and their by-producers including decortication, expelling of groundnuts, tobacco, castor and any other produce.
9. To carry on the business as manufacturers in all kinds of paints, varnishes, toilets and perfumery.
10. To enter into contracts, agreements and arrangements with any other Company for the carrying out by such other Company on behalf of the Company of any objects for which the Company is formed.

V. The liability of the members is limited.

The Authorized Share Capital of the company is Rs.1,50,00,000/- (Rupees One crore fifty lakhs only) divided into 15,00,000 (Fifteen lakhs only) Equity shares of Rs.10/- (Rupees Ten only) each with power to increase and reduce the capital to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges and / or conditions as may be determined by or in accordance with the Companies Act, 1956, for the time being in force and regulation the rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company.\*

\* Amended vide a Special resolution passed at the EGM held on 30<sup>th</sup> January 2009

VI. 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 to our respective names.

Sl No.	Signature, Names, Addresses Description and Occupation Of the Subscribers *	No. of Equity shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the Witness
1	Sd/- <b>NUTHALAPATI VENKATA SAI SHIV PRASAD</b> S/o Sri N.V.Subbaiah Naidu 27, Tilak Street, T.Nagar CHENNAI 600 018.  BUSINESS.	100	Sd/- L.RAVI SANKAR S/o Sri L. Mallikarjuna Rao 156, Thambu Chetty Street CHENNAI 600 001.
2.	Sd/- NUTHALAPATI SRI KRISHNA S/o Sri N.V.Subbaiah Naidu 11 / 4, Balaji Avenue, 1 <sup>st</sup> Street, T.Nagar, CHENNAI - 600 018. CHARTERED ACCOUNTANT.	100	CHARTERED ACCOUNTANT
TOTAL		200	( Two Hundreds Only )

PLACE : CHENNAI  
DATED : 23/04/90.

ARTICLES OF ASSOCIATION  
OF  
SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED

TABLE 'A'

1. The regulations contained in Table 'A' in Schedule I to the Companies Act, 1956, shall apply to the Company except in so far as they are modified in the following Articles which shall be the regulation for the management of the Company.

INTERPRETATION CLAUSE

2. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context.

- a) The Company means "SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED".
- b) 'The Act' shall mean the Companies Act, 1956 amended from time to time.
- c) 'The Board' means the Board of Directors of the Company for the time being.
- d) 'The Office' means the registered office of the Company for the time being.
- e) 'The Register' means the Register of Members of Share holders to be kept pursuant to the Act.
- f) 'Month' and 'Year' shall mean calendar month and year respectively.
- g) Words imparting the masculine gender shall include the feminine gender.
- h) Except where the context otherwise requires, words importing the plural shall include the singular.
- i) Writing included Printing, lithography, typewriting and other usual substitutes for writing.
- j) Unless the context otherwise requires, words or expressions in these presents shall bear the same meaning as in the Act.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 3 (1) (iii) of the Companies Act, 1956 and accordingly.

- a) The right to transfer the shares of the Company shall be restricted in the manner and to the extent hereinafter appearing.
- b) The number of members of the Company ( exclusive of persons who are in employment of the Company and of persons who having been formerly in the employment of the Company were members of the Company while in that employment and have continue to be members after the employment has ceased ) shall be limited to fifty provided that for the purpose of this Articles where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member.
- c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.

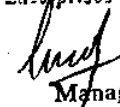
SHARE CAPITAL

4. The Authorised Share Capital of the Company shall be as mentioned in Clause V of the Memorandum of Association of the Company. The Company may from time to time increase or decrease or reduce its Share Capital or sub-divide or consolidate its Share Capital in any manner subject to the provisions of the Act."\*

\* Amended vide a Special resolution passed at the EGM held on 30<sup>th</sup> January 2009

For Sri Priyanka Agro Enterprises Private Limited

ALLOTMENT OF SHARES

  
Managing Director.

4. Subject to the provisions of the Act, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times, as they think fit subject always to Article 3 above.
5. Except as provided in Section 77 of the Act, no part of the funds of the Company shall be employed in the purchase or the Company's own shares.

7. The Company shall cause to be kept a register of Members of shareholders.
8. If two or more persons are recognised as joint holders of any share, they shall be severally as well as jointly liable for any call or other liability in respect of such shares; but the first name appearing in the register shall for the purpose of voting, proxy, receipt of dividends and service of notice be deemed the sole owner thereof, unless all such joint holders shall in writing request the Company to treat another of them as such sole owner.
9. No person shall exercise any right or privileges of a member until his name has been entered in the register of members and he has paid all calls and other monies for the time-being due and payable on any share in the Company held by him.
10. 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 to recognise 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 persons or otherwise expressly provided) any other right in respect of any share except an absolute right to entirely thereof in the registered holder.

#### **TRANSFER AND TRANSMISSION OF SHARES**

11. The Directors may at their absolute and uncontrolled discretion decline to register or acknowledge any transfer of share and they shall not be obliged to give any reason for decline to do so. The registration of transfer shall be either by the Board or on behalf of the Board by their order to the Managing Director which shall be conclusive evidence of approval.
12. A share may be transferred by a Member or any other person entitled to transfer to any existing member member's spouse, son or daughter, selected by the transferor at a price mutually agreed upon by the transferor and transferee.
13. No share of the Company shall be transferred to any person who is not a member or spouse, son or daughter of a member so long as any member his/her spouse, son or daughter is willing to purchase the same at fair value which shall be determined by the members in a General Meeting.
14. Subject to the provisions of the Act, a shareholder may by way of gift offer or without any pecuniary consideration transfer any share in the capital of the Company to his/her spouse, son or daughter. any share of a deceased member may be transferred by his executors or administrators to any person to whom such deceased member could have validly transferred during his life time.

15. Where any share devolve on the heirs of a deceased member other than one of the persons of the class set out in Article 16 the Directors may at their absolute discretion admit such heir as a member and recognise the transfer of the shares in his name, or at their discretion without assigning any reason refuse to do so and thereupon the heirs shall be compelled to sell the shares to any other person(s) chosen by the Directors at such price as may be determined by the members in a General Meeting.
16. Where the shares are inherited by or devolve on more than one heir, it shall be open to the Directors to choose any one of the heirs to be the shareholder and thereupon the other heir (s) of the deceased member shall sell to the person so chosen their rights and interest in the shares and the provisions of the Articles regarding the valuation as provided in Article 15 shall apply to such sale.
17. In the event of the share devolving on or vesting in any person or persons by operation of law, the Directors may at their option and without giving any reason refuse to recognise such devolution and the provisions of Article 15 shall apply to such shares.
18. No fees shall be payable in respect of transfer or transmission of shares.

#### GENERAL MEETINGS

19. The provisions of Sections 171 to 186 of the Companies Act shall apply to the Company with the modifications mentioned below:
  - a) 7 days shall be substituted in the place of 21 days wherever it occurs.
  - b) Section 173 of the Act shall not apply to the Company.
  - c) A proxy shall have a right to speak at the General Meeting.

A member shall be entitled to appoint more than one proxy to attend on the same occasion.
  - d) A proxy shall be entitled to vote on a show of hands as also on poll.
  - e) No resolution shall be deemed to have been passed unless eight tenths of the votes cast (whether on a show of hands or on poll as the case may be) were in favour of the resolution.
20. The Chairman of the Board shall preside at every General Meeting of the Company. If the Chairman of the meeting is not present within five minutes after the time appointed for

holding the meeting, the members present may elect one of the members to be chairman of the meeting.

#### **DIRECTORS**

21. The number of Directors shall be not less than two or more than twelve.
22. Any person whether a member of the Company or not may be appointed as a Director and no qualification by way of share-holding shall be required from any Director.

23. The first Directors of the Company shall be:

1. **NUTHALAPATI VENKATA SAI SHIV PRASAD**
2. **NUTHALAPATI SRI KRISHNA**

The above person shall be Directors for life unless they resign or vacate office in accordance with the provisions of the Act. Other Directors appointed at the general body meeting shall hold office in accordance with the terms of appointment.

24. The Board may appoint alternate Directors as provided in Section 313 of the Act.
25. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting vacancy may be filled by the Board. Any person so appointed shall hold office as long as the vacating Director would have held it.
26. The Board of Directors shall have power at any time and from time to time to appoint a person as an additional Director but that the number of Directors shall not exceed the maximum fixed in Article 25 above. Such additional Director shall retire from office at the next Annual General Meeting but shall be eligible for election by the Company at that meeting as a Director.
27. Subject to Section 284 of the Act, the Company may remove any Director and may appoint another person in his stead.
28. The remuneration of a Director shall be such sums not exceeding Rs.250/- each meeting of the Board or a Committee thereof attended by him as the Board may determine from time to time. The Directors may also be paid all travelling, hotel and other expenses (a) for attending the meetings of the Board or a Committee thereof or General Meeting of the Company or (b) in connection with any business of the Company.
29. The Union Government, State Government, Public Financial institutions specified in Section 4-A of the Act or State

Financial Corporations, State Industrial Development Corporations (hereinafter each of which is referred to as "The Corporation") granting loans to the Company and/or holding shares and/or debentures in the Company shall be entitled to nominate and from time to time substitute in place of such nominee one or more individual as Director on the Board of the Company as long as any moneys remain owing by the Company to the corporation or so long as the corporation hold shares and or debentures in the Company and while holding such office nominees shall not be liable to retirement by rotation.

30. A Director may vote in respect of any contract or arrangement in which he is interested and shall be included for the purpose of a quorum.
31. The Board of Directors may from time to time appoint one or more of their body to the Managing Director or while-time Director of the Company either for a fixed term or without any limitation as to the period for which he or they may hold such office.
32. A Managing Director or whole-time Director shall subject to the provisions or any contract between them and the company be subject to same provisions as to resignation and removal as the other directors of the Company and if they cease to hold the office of Director from any cause they shall ipso facto cease immediately to be managing Director or whole time Director.
33. The Board of Directors shall have power from time to time and at any time to appoint any person who is in the employment of the Company as a special Director on such terms and conditions as the Board may, deem fit and at their discretion to remove or suspend such person from the said office. Any person so appointed shall not be a Director of the Company for any of the purposes of the Act nor shall he have any of the powers of or be subject to any of the duties of a Director under the Act.
35. Any person so appointed shall describe himself and shall sign documents and correspondence relating to the business of the Company under the designation of 'Director' coupled with such other description as shall be determined by the Board.

#### POWERS AND DUTIES OF DIRECTORS

36. The business of the Company shall be managed by the Directors who may all expenses incurred in getting up and registering the Company and exercise all powers as are not by the Companies Act or any statutory modification thereof for the time-being inforce or by these Articles required to be exercised by the Company in General Meeting.

37. Except as provided in these Articles. all the Directors of the Company shall have equal rights and privileges on all matters and be subject to equal obligations and duties in respect of the affairs of the Company.
38. The Directors may from time to time entrust to and confer upon the Managing Director, whole-time Director and the special Director for the time being such of the powers exercised under these presents by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitutions for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.
39. The Board of Directors may from time to time at their discretion by resolution passed at a meeting of the Board borrow or raise any money or any monies or sums of money for the purposes of the Company; and in particular the Board may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company by the issue of debentures, perpetual or otherwise or perpetual annuities, and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue 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 be expedient, and to purchase, redeem or pay off any such securities.
40. The Board may subject to the provisions of the Act, delegate any of its powers to committees consisting of such number of numbers of its body as it think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

#### PROCEEDINGS OF THE BOARD

41. The Board may elect a Chairman of its meetings and may determine the period for which he is to hold office. If no such Chairman is elected or if at any meeting the chairman 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 chairman of the meeting.
42. Save otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of equality of votes, the chairman of the Board, if any, shall have second or casting vote.

43. 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 Director or Directors may act for the purpose of increasing the number of Directors to that fixed for the quorum or of summoning a General of the Company, but for no other purpose.

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

COMMON SEAL

45. The Board shall provide for the safe custody of the seal. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf and except in the presence of at least one Director and the Director as aforesaid shall sign every instrument to which the seal of the Company is so affixed their presence.\*

\* Amended vide a Special Resolution passed at the EGM held on 30<sup>th</sup> January 2009.

For Sri Priyanka Agro Enterprises Private Limited

DIVIDENDS AND RESERVE



Managing Director

46. The Company in General Meeting may declare dividends but dividends shall exceed the amount recommended by the Board.

47. 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.

48. 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.

49. 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 shares.

50. All dividends shall be appointed and paid proportionately to the amount 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 shares shall rank for dividend accordingly.

## ACCOUNTS

51. The Board shall from time to time determine whether and to what extent and 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.
52. No member (not being a Director) shall have any right of inspecting any accounts 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

53. If the Company shall be wound up, the liquidator may with a sanction of a special resolution of the Company and any other sanction required, by the Act, divide among the members, in specie or kind the whole or any part of the assets of the Company, whether they shall consist of the same kind or not.
54. 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.
55. 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 contributors as the liquidators with the like sanction shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## INDEMNITY

56. Every officer or agent or servant of the Company for the time being 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 judgement is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Act in which relief is granted to him by the court.

Sl. Signatures, Names, Addresses,  
No. Descriptions and Occupations  
of the Subscribers

Signature, Name, Address,  
Description and Occupation  
of the Witness

1. Sd/-  
**NUTHALAPATI VENKATA  
SAI SHIV PRASAD**  
S/o. Sri.N.V.Subbiah Naidu  
27, Tilak Street  
T. Nagar  
MADRAS 600 017.

**BUSINESS.**

2. Sd/-  
**NUTHALAPATI SRI KRISHNA**  
S/o. Sri.N.V.Subbiah Naidu  
27, Tilak Street  
T. Nagar  
MADRAS 600 017.

**CHARTERED ACCOUNTANT.**

Sd/-  
**L. RAVI SANKAR**  
S/o. Sri.L.Mallikharjuna Rao  
156 Thambu Chetty Street  
MADRAS 600 001.

**CHARTERED ACCOUNTANT**

PLACE: MADRAS.

DATED: 23/4/90.

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**MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION**

**SRI PRIYANKA AGRO ENTERPRISES  
PRIVATE LIMITED**

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**THE COMPANIES ACT, 1956**

**MEMORANDUM OF ASSOCIATION  
OF**

**SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED**

- I. The name of the Company is “**SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED**”.
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- 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 acquire the business of M/s.Sri Priyanka Enterprises as a going concern.
2. To carry of the business of Manufacturers and dealers in all kinds of Oils including Solvent Oils both Edible and different Oils by Solvent Extraction Process and or by other processes and Dehydrated Oils manufacture and deal in all kinds of Extractions, Compound Cattle Feed and Poultry Feed, Soaps, Detergents, Processed Food Products containing Edible Protein concentrates and Bakery Goods, Milk Type of products such as Militone, Fertilisers and ready to eat foods.
3. To extract Edible Grade Oils from Rice Bran and other oil bearing products by Solvent Extraction Process and or other processes, pretreat, Bleach, Hydrogenerate Refine Oils from Soyabean, Sunflower, Mango, Rice Bran, Tobacco Seed, Neem Seed, Cotton Seed, Groundnut, Rape Seed, Salseed, Mahuva, Caster Seed and or other Oil bearing products by Solvent Extraction process and or other processes.

**B. ANCILLARY OBJECT:**

The objects incidental or ancillary to the attainment of the main objects specified in Clause(A) hereof are :

1. To establish and maintain agencies at any place in India or other parts of the World for the conduct of the business of the Company or for the purchase and sale of any goods, merchandise, materials, articles and things required for or dealt in or manufactured by or at the disposal of the Company.
2. To deal in all kinds of plant, machinery, apparatus, tools, utensils, and things necessary or convenient for carrying on any of the main objects of the Company and to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above main objects or considered directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
3. To buy, sell, repair, barter, exchange, import, export, pledge, make, advances upon, manipulate, prepare, for market, distribute and otherwise deal in plant and machinery implements, provision, conveniences goods, wares, merchandise, produce, materials, substances, articles and commodities capable of being dealt with in connection with the above mentioned business or any of them or likely to be required by any of the customers or persons having dealings with the Company.
4. To establish, appoint, regulate and discontinue contractors, managers, broker, canvassers, agents, representatives, distributors, retailers and other persons in all such places and any where in the world as the Company may from time to time determine for carrying out all or any of the Company's objects.
5. To purchase, or by any other means acquire any freehold, lease-hold, or other property lands or any estates or interest whatsoever and any rights; privileges or easements over or in respect of any property, lands, buildings, offices, factories, mills, works, roads, railways, wharves, tramways machinery engines, rolling stocks, vehicles, plant, live and dead stock, barges, vessels or things and any real or personal property or rights whatsoever which can be conveniently used with or may enhance the value of any property of the Company and to let, sub – let, or give on lease, rent or hire any of the above as may be considered expedient; and to sell, improve, manage, develop, exchange, and enfranchise, lease out, mortgage, dispose off, turn to account and otherwise deal with the whole or any part of undertaking, business or property or sites of the Company either together or in any portion any for such consideration as the Company may deem fit, and to pay or receive from any person or Company and generally to satisfy and obligation of the Company by such payment or by the issue, allotment or transfer of shares of this or any Company credited as fully or partly paid – up shares or debentures, debentures stock or other securities of this

Company or any of other Company including payment of preliminary expenses.

6. To enter into partnership or into any arrangement for sharing profits or losses or for any union of interest, joint ventures, reciprocal concession or co-operation with any person or persons or Company or companies carrying on or engaged in or about to carry on, or engage in, any business or transaction which this Company is authorized to carry on.
7. To apply of registration, purchase or by any other means acquire and protect prolong and renew whether in India or elsewhere any patents, patent rights, brevet's invention, licences, trade marks, designs, protections, concessions etc., which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture and or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving and seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
8. To amalgamate, enter into any partnership or partially amalgamate with or acquire or interest in the business of any other Company, person or firm, carrying on a business included in the objects of the Company or enter into any agreement for sharing profits or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or Company or to acquire and carry on any other business ( whether Manufacturing or otherwise ) auxiliary to the business or the Company or concerned there-with or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and to give or accept by way of consideration for any of the acts or things aforesaid, of property acquired, any shares, debentures, debenture – stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture – stock or securities so received.
9. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry on any of the business which this Company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or Company or to acquire any interest in amalgamate for sharing profit or for co-operation or for limited competition mutual assistance with any such person, firm or Company and to give or accept by way of consideration for any of the acts or things aforesaid or properly acquire shares,

debentures, debenture – stock or securities that may be agreed upon, and to hold, retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

10. To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other Company having objects altogether or in part similar to those of this Company.
11. To promote any affiliation with other Company or Companies for the purpose of acquiring the whole or any part of the business or property or undertaking and any of the liabilities of this Company or of any undertaking, any business or operations which may appear to benefit or assist this Company or to enhance the value of the property or business of this Company and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any companies as aforesaid.
12. To invest, lend, advance, deposit or deal with the moneys belonging to, entrusted to or at the disposal of the Company or to give credit to any Company, companies, firms or persons and in particular to the customer of the Company with or without security and on such terms as may seem expedient and to give guarantee or securities for any such persons, firms or companies.
13. To make advances of such or sum or sums of money upon or in respect of or for the purchase of raw-materials, goods machinery stores or any other property, articles, things etc. required for the purpose of the Company upon such terms with or without security as the Company may deem expedient and to insure all or any of the properties, godowns, stocks (in godowns or in transit) and machinery with any insurance Company or Companies against all kinds of risks to the Company.
14. Subject to the provision of section 58-A of the Companies Act, 1956, and the rules framed there under and the directions issued by the Reserve Bank Of India as may be applicable to borrow or raise money for the purpose of financing the business or trade or the Company including receiving money on deposits or loans in such manner and on such terms as the Company may think fit; and to incur debts for the conduct of any business of the Company and to open accounts with any individual, firm or Company or with any bank or bankers or shrotts and to pay into and to withdraw money from such accounts, including creating or overdrafts; and to secure the repayments of any money borrowed raised or doing, by mortgage charge or lien upon the whole or any part of the Company's property or assets ( whether present or future ) including its uncalled capital and also guarantee the performance by the

Company of any obligation or liability it may undertake and in particular by the issue of debentures ( perpetual or otherwise ) provided that the Company shall not do the business as defined in the Banking Regulation Act, 1949.

15. To draw, make, accept, endorse, discount, execute and issue promissory notes hundies, bill of exchange, bills of lading warrants, debentures and other negotiable and transferable instruments but not to the business or banking as defined in the Banking Regulation Act, 1949.
16. To apply for, promote and obtain any act of parliament, provisional order or licence of the Government or other Authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest or security.
17. To enter into any arrangements with any Government or Authorities (Supreme, Municipal, local or otherwise) or any companies, firms or persons that may seem conducive to the attainment of the Company's main objects or any of them and to obtain from any such Government, Authority, Company, firms or persons, any charters, contracts, rights, privileges and concessions, which the Company may think desirable and to carry out, exercise and comply with any such charters and to apply for tender, purchase or otherwise acquire contracts sub-contracts, and concessions, for all or any of them to undertake, executive, carryout, dispose off or otherwise turn to account the same and to sub-let all or any of them (contracts, sub-contracts, order etc.) from time to time and upon such terms and conditions as may be thought expedient.
18. To employ or otherwise acquire consultants, technical experts, engineers, scientists, foreman, specialists in any field or activity, skilled or unskilled labour for any of the purposes or business of this Company or to investigate and examine into conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights and to remunerate them suitably.
19. To establish, provide, maintain and conduct or otherwise subsidise research and development laboratories and experimental workshop for scientific and technical researches, experiments and tests of all kinds to acquire all the necessary scientific and other equipment for the purpose; to promote studies and researches and investigations by providing; subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing or contributing to the award of scholarships, prizes, grants or

otherwise generally to encourage promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.

20. To support and subscribe to any charitable or public object and to any institution, society or Club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business to give or award pensions, annuities, gratuities and superannuation or other allowances or have been directors of or who have been employed by or who are employed by or who are serving or have served the Company and to the wives, children and other relatives as dependents of such persons, to make payments towards insurances and to set up, establish, support and maintain superannuation schemes provident and other funds ( whether contributor or not contributors ) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents and to give any officers, servants or employees of the Company any shares or interest in the profits of the Company's business or any branches thereof and whether carried on by means of or through the agency of any subsidiary Company and for that purpose to enter into such arrangements as the Company may think fit; and to construct and develop residential and / or industrial colonies for the general advancement of members, employees or other persons.
21. To adopt such means of making known the products of the Company as may seem expedient and in particular to advance and publicise and promote the sale of any goods, articles or things produced, manufactured, traded or dealt with in any manner by the Company, including advertising in the press, radio, theatre, T.V. Films, slides, postings of bills, the issue of circular pamphlets, price lists, leaflets, catalogues, brochures or by the circulation of momentous, gifts and other articles, by purchase and exhibiting works of art of interest and by granting prizes, rewards, donations, subscriptions and contributions.
22. To produce the incorporation, registration of other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to the Parliament, Local Government, Municipal or other Authority or Body for any acts of Parliament, Laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's main objective or any of them and to oppose any proceedings of application which may seem calculated directly or indirectly to prejudice the Company's interest and to pay all expenses.

23. To create and operate any Depreciation Fund, Development Rebate Fund, Reserve Fund, Sinking Fund, Investment Allowance Fund, Insurance Fund or any other Special Fund whether for depreciation or for repairing, improving, enhancing, extending or maintaining any property of the Company or protecting the rights of the Company or for any other purpose conducive to the interests of the Company.
24. Subject to the provisions of the Companies Act, 1956, to indemnify members, officers, Directors, employees of the Company against proceedings, costs, damages, claims and demands in respect of the Company or for any damage or losses or misfortune whatever which may happen in the execution of the duties of their office, freedom of contract and / or in relation thereto.

**C. OTHER OBJECTS :**

1. To carry on the business as agriculturists, planters, cultivators of groundnut, paddy, tobacco, castor and or any other kind of produce.
2. To carry on the business of general carriers forwarding agents establish and maintain transport services and so on and make transport facilities to the public and for merchandise of every description whatsoever.
3. To acquire, buy, sell, hire, let on hire, or otherwise deal in any movable or immovable property which the Company may think it favourable by way of investment or with a view to resell or otherwise.
4. To apply for, tender, purchase, or otherwise acquire any contract, and concessions for or in relation to the construction, execution, carrying out equipment, improvement, administration or control of works and conveniences, and to undertake, execute, carryout, dispose of or otherwise.
5. To cultivate, develop, turn to account, grow, produce or deal in any vegetables, or products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw seedsmen and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above business or any other business associated with the farming interest which may be advantageously carried on by the Company.

6. To carry on the business manufacturers and producers of fats, fertilizers, cattle feed, poultry feed, insecticides, manures, sips, sprays, vermifuges, fungicides, medicines and remedies of all kinds of agricultural produce growing or other purpose or remedies for men or animals and whether produced from vegetable or animal matter or by any chemical process.
7. To carry on the business of chemicals, manufacturers in all its branches and manufactures, dealers, importers, exporters and traders in chemicals of all kinds.
8. To establish, erect, build, manage and run Rice Mills, and or oil Mills, for the manufacture of Rice, different oils and their by-producers including decortication, expelling of groundnuts, tobacco, castor and any other produce.
9. To carry on the business as manufacturers in all kinds of paints, varnishes, toilets and perfumery.
10. To enter into contracts, agreements and arrangements with any other Company for the carrying out by such other Company on behalf of the Company of any objects for which the Company is formed.

IV. The liability of the members is limited.

- V. The Authorized Share Capital of the company is Rs.4,00,00,000/- (Rupees Four crore only) divided into 40,00,000 (Forty lakhs only) Equity shares of Rs.10/- (Rupees Ten only) each with power to increase and reduce the capital to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges and / or conditions as may be determined by or in accordance with the Companies Act, 1956, for the time being in force and regulation the rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company.\*

Authorized Capital increased from Rs.95 lacs to Rs.1.50 crore - Amended vide a Special resolution passed at the EGM held on 30<sup>th</sup> January 2009

\* Present increased from Rs.1.50 crore to Rs.4 crore - Amended vide a Special resolution passed at the EGM held on 19<sup>th</sup> March 2012.

For Sri Priganka Agro Enterprises Pvt. Ltd.,



Managing Director

VI. 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 to our respective names.

Sl No.	Signature, Names, Addresses Description and Occupation Of the Subscribers	No. of Equity shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the Witness
1	Sd/- <b>NUTHALAPATI VENKATA SAI SHIV PRASAD</b> S/o Sri N.V.SUBBAIAH NAIDU 27, TILAK STREET, T.NAGAR CHENNAI 600 018.  BUSINESS.	100	Sd/- L.RAVI SANKAR S/o Sri L. MALLIKARJUNA RAO 156, THAMBU CHETTY STREET CHENNAI – 600 001.
2.	Sd/- NUTHALAPATI SRI KRISHNA S/o Sri N.V.SUBBAIAH NAIDU 11 / 4, BALAJI AVENUE, 1 <sup>st</sup> STREET, T.NAGAR, CHENNAI – 600 018. CHARTERED ACCOUNTANT.	100	CHARTERED ACCOUNTANT
		TOTAL	200 (Two Hundreds Only )

PLACE : CHENNAI  
DATED : 23/04/90.

Table – A

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

<sup>2</sup>MEMORANDUM OF ASSOCIATION

OF

<sup>1,2</sup>SRI PRIYANKA GEO COMMEX LIMITED

For Sri Priyanka Geo Commex Pvt Ltd,  
Managing Director

For Sri Priyanka Geo Commex Pvt Ltd.,  
Managing Director

- <sup>1st</sup> The name of the Company is <sup>2</sup>SRI PRIYANKA GEO COMMEX LIMITED.
- <sup>2nd</sup> The registered office of the company will be situated in the State of Tamil Nadu within the jurisdiction of Registrar of Companies, Chennai

<sup>3rd</sup> (a)The objects to be pursued by the company on its incorporation are:

- 1) To acquire the business of M/s.Sri Priyanka Enterprises as a going concern.
- 2) To carry on the business of Manufacturers and dealers in all kinds of Oils including Solvent Oils both Edible and different Oils by Solvent Extraction Process and or by other processes and Dehydrated Oils manufacture and deal in all kinds of Extractions, Compound Cattle Feed and Poultry Feed, Soaps, Detergents, Processed Food Products containing Edible Protein concentrates and Bakery Goods, Milk Type of products such as Militone, Fertilisers and ready to eat foods.
- 3) To extract Edible Grade Oils from Rice Bran and other oil bearing products by Solvent Extraction Process and or other processes, pretreat, Bleach, Hydrogenerate Refine Oils from Soyabean, Sunflower, Mango kernel, Rice Bran, Tobacco Seed, Neem Seed, Cotton Seed, Groundnut, Rape Seed, Salseed, Mahuva, Caster Seed and or other Oil bearing products by Solvent Extraction process and or other processes.<sup>2</sup>
- 4) To carry on in India and elsewhere the business of buying, selling, exporting, importing, transporting and to act as agents, broker, stockist, distributors, consultants, contractors, operators, or otherwise to deal in mining and exploration of all sorts of presents and future including ores, minerals, deposits, goods, substances & materials, including barites, fluorspar, quartz, lithium, sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphoscate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminium, titanium, vanadium, mica, opalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances.<sup>3</sup>

<sup>1</sup> Amended from SRI PRIYANKA AGRO ENTERPRISES PRIVATE LIMITED” to “SRI PRIYANKA GEO COMMEX PRIVATE LIMITED”, vide passing a special resolution at the Extra Ordinary General Meeting held on 15<sup>th</sup> November, 2024 and vide approval of Registrar of Companies, dated 25<sup>th</sup> November, 2024.

<sup>2</sup> Amended vide Special Resolution passed at the Extra Ordinary General Meeting held on 27<sup>th</sup> November, 2024

<sup>3</sup> Included vide Special Resolution passed at the Extra Ordinary General Meeting held on 27<sup>th</sup> November, 2024

For Sri Priyanka Geo Commex Pvt. Ltd.,

Managing Director

For Sri Priyanka Geo Commex Pvt. Ltd.,  
Managing Director

**3rd.(b)Matters which are necessary for furtherance of the objects specified in clause 3(a) are**

- 1) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by issue of debentures, debenture stock perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the company, both present and future including its uncalled capital and also by similar mortgage charge or lien to secure and guarantee the performance by the company or any other person or company as the case may be; but the company shall not carry on the business of banking as defined in Banking Regulation Act,1949.
- 2) To receipt of contract amount in foreign currencies & repatriate the amount outside India
- 3) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 4) To promote any other company for the purpose of acquiring a or any of the property of this company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such company and to guarantee the payments of any debentures or other securities issued by any such company.
- 5) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any persons or corporation carrying on any business which this company is authorized to carry on.
- 6) To pay all or any costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the company.
- 7) To amalgamate, enter into partnership or into any arrangement, and for sharing profits, union of interest, co-operation, joint ventures or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in conjunction herewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- 8) To establish and support or aid in the establishment and support of association, institutions, funds and trust calculated to benefit employees of the company or the dependents or connections of such persons and to grant pensions, allowances and gratuities and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects, subject to the provisions of the companies Act, 2013.
- 9) To distribute any of the company's property among the members in specie or in kind upon winding up company.

**For Sri Priyanka Geo Commex Pvt. Ltd.,**

  
**Managing Director**

- 10) To do all or any of the above things in any part of the world and whether as agents, or principals or contractors trustees or otherwise and whether alone or in conjunction with others and by or through agents, sub-contractors, trustees or otherwise.
- 11) To buy, sell, hire and deal in all kinds of machinery, plant and apparatus, utensils, articles and substances and things commonly used in connection with the materials and things to be dealt with, imported, exported, distributed or sold by the company.
- 12) To purchase, take on lease or exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges, which the company may think necessary or convenient for the purpose of its business.
- 13) To apply for purchase or otherwise acquire and protect and renew any patents, patent rights, inventions trademarks, designs, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited rights to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired and to expend money in experiments upon testing or improving any such patents, inventions or rights.
- 14) To acquire and undertake the whole or any part of the business, property or any liabilities of any person or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed of property suitable for the purposes of the company or which can be carried on in conjunction herewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- 15) To improve, manage, develop, grant rights, or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- 16) To vest any movable or immovable property, rights or interest acquired by received, or belonging to the company in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favor of the Company.
- 17) To invest and deal with the moneys and other assets of the Company, not immediately required, in any manner as decided by the Board.
- 18) To guarantee the performance of any contract or obligation of any Company, firm or persons and to guarantee the payment and repayment of the capital and principal and dividend, interest or premium payable of any stock, shares and securities, debentures, debenture stock, mortgage, loan or other securities issued by any Company, Corporation, firm or persons including (without prejudice to the said generality) bank overdrafts, bill of exchange and promissory notes and generally to give guarantees and indemnities.
- 19) To apply for promote and obtain any act of legislature, charter privilege, concession, licence or authorization of any government, state or other authority for enabling the company to carry any of its objects into effect or for extending any of

For Sri Priyanka Geo Commex Pvt. Ltd.,



Managing Director

the powers of the company for effecting any modification of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to prejudice the interests of the Company.

- 20) To enter into any arrangements with any governments or authorities or any person Company that may seem conducive to the objects of the Company any of them, and to obtain from any such governments, authority, person or Company any rights, privileges, charters, contracts, licenses, and concessions which the company may think it desirable to obtain and to carry out and exercise and comply therewith.
- 21) To pay for any rights or property acquired by the Company and to remunerate any persons or Company whether by cash payment or by the allotment of shares, Debentures or other Securities of the Company by the Company credited as paid-up in full or in part otherwise.
- 22) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or who of any company which is a subsidiary of the company or is allied to or associated, with the Company or with any such subsidiary company or who are or were at any time directors or officers of the company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidize and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or to advance the make payments to or towards the insurance of any such other company as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 23) To procure the company to be registered incorporated in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any business or professions of the Company.
- 24) To establish or promote or concur in establishing or promoting rights, and liabilities of this Company for any other purposes, which may seem directly calculated the benefit the company, all or any part of the shares, debentures for other securities of any such other Company.
- 25) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal, of any property of the Company, but so that no distribution amounting to a reduction of capital be made, except with the sanction, if any, for the time being required by law.
- 26) To act as agents or brokers or as trustees for any persons or Company and to undertake and perform subcontractors and to do, all or any of the above things in any part of the world and either as principals, agents, trustees, contractors; or otherwise and either by one or jointly with other and either by or through agents or contractors, sub-contractors, trustees or otherwise.

For Sri Priyanka Geo Commex Pvt. Ltd.,



Managing Director

- 27) To become a member of any other bodies of persons, associations, institutions, clubs, societies and bodies corporate including companies limited by guarantee.
  - 28) To accept, bequests, devices or donations of any movable or immovable property or any rights or interests therein from members or others.
  - 29) To lend money, with or without security, and to make advances or to advances or to act as agents for any of the aforesaid purposes, so however, that the company shall not carry on the business of banking as defined under the banking Regulation Act, 1949.
  - 30) To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances, of any business concerns and undertakings and generally of any assets, properties or rights.
  - 31) To subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of money or other assets of any institutions, clubs, societies, associations, trusts scientific research associations, funds, universities, colleges or any individual or bodies of individuals or bodies corporate; but the Company shall not make any contribution to any political party/purpose to anybody or individual.
  - 32) To open bank accounts of any type including overdraft account and to operate the same in the ordinary course of business.
  - 33) To take part in the formation, management, supervision or control of the business or operations of any company or undertaking and for that purpose to act as administrators, secretaries, receivers or in any other capacity as far as permitted by law and to appoint and remunerate and director, administrator, manager or accountant or other expert or agent.
  - 34) To insure with any person. Firm, association or company, against losses, damages, risks and liabilities of any kinds which may affect the Company either wholly or partially and if thought fit, protection or indemnity association federation or society and to accept any such insurance or part thereof for the account of the Company.
- 4<sup>th</sup> The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5<sup>th</sup> The Authorized Share Capital of the company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each.<sup>4</sup>

<sup>4</sup> Authorized Capital increased from Rs.40 lakhs to Rs.75 Lakhs - Amended vide a Special resolution passed at the Extra-Ordinary General Meeting held on 22<sup>nd</sup> July, 1996

Authorized Capital increased from Rs.75 lakhs to Rs.95 Lakhs - Amended vide a Special resolution passed at the Extra-Ordinary General Meeting held on 15<sup>th</sup> February, 2005

For Sri Priyanka Geo Commex Pvt. Ltd.,

  
Managing Director

For Sri Priyanka Geo Commex Pvt. Ltd.,

Managing Director

Authorized Capital increased from Rs.95 lakhs to Rs.1.50 crore - Amended vide a Special resolution passed at the Extra-Ordinary General Meeting held on 30<sup>th</sup> January 2009

Authorized Capital increased from Rs.1.50 crore to Rs.4.00 crore - Amended vide a Special resolution passed at the Extra-Ordinary General Meeting held on 19<sup>th</sup> March 2012

Authorised Capital increased from Rs.4.00 crores to Rs. 20.00 crores - Amended vide a Special resolution passed at the Extra-Ordinary General Meeting held on 27<sup>th</sup> November, 2024

For Sri Priyanka Geo Commex Pvt. Ltd.,

Managing Director

For Sri Priyanka Geo Commex Pvt. Ltd.,

Managing Director

6<sup>th</sup> 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 against our respective names.

S. N o.	Subscriber Details				
	Name, Address, Description and Occupation	DIN/PAN/ Passport Number	No. of shares taken	DSC	Dated
1	Sd/-  NUTHALAPATI VENKATA SAI SHIV PRASAD S/o Sri N.V.SUBBAIAH NAIDU 27, TILAK STREET, T.NAGAR CHENNAI 600 018. BUSINESS		100	Sd/-	23/04/90.
2	Sd/-  NUTHALAPATI SRI KRISHNA S/o Sri N.V.SUBBAIAH NAIDU 11 / 4, BALAJI AVENUE, 1st STREET, T.NAGAR, CHENNAI – 600 018. CHARTERED ACCOUNTANT.		100	Sd/-	23/04/90.

For Sri Priyanka Geo Con...

  
Managing Director

Total Shares taken		200	Equity	
		0	Preference	
<b>Signed before Me</b>				
Name	Address, Description and Occupation	DIN/PAN/ Passport Number/ Membership Number	DSC	Dated
L.RAVI SANKAR S/o Sri L. MALLIKARJUNA RAO	156, THAMBU CHETTY STREET CHENNAI - 600 001		Sd/-	23/04/90

PLACE : CHENNAI

DATED : 23/04/90.

For Sri Priyanka Geo Commex Pvt. Ltd.,

  
Managing Director

UNDER THE COMPANIES ACT, 2013  
\*THE ARTICLES OF ASSOCIATION  
OF  
SRI PRIYANKA GEO COMMEX LIMITED  
(THE "COMPANY")  
A COMPANY LIMITED BY SHARES

Article No.	Articles	Particulars
1.	Table F Applicable.	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.
<b>CAPITAL</b>		
2.	Authorized Capital.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause 5 of Memorandum of Association of the Company from time to time.
3.	Increase of capital by the Company how carried into effect	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.
4.	New Capital same as existing capital	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
5.	Non-Voting Shares	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
6.	Redeemable Preference Shares	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.

*\*Note: The Company at its EGM held on 27<sup>th</sup> November, 2024 by passing a Special Resolution adopted this Articles of Association (AOA) in exclusion of and total substitution of the existing AOA of the Company.*

**For Sri Priyanka Geo Commex Pvt. Ltd.,**

  
**Managing Director**

Article No.	Articles	Particulars
7.	Voting rights of preference shares	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.
8.	Provisions to apply on issue of Redeemable Preference Shares	<p>On the issue of redeemable preference shares under the provisions of Article hereof, the following provisions shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>
9.	Reduction of capital	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>
10.	Debentures	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
11.	Issue of Sweat Equity Shares	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.
12.	ESOP	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in

Article No.	Articles	Particulars
		general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.
13.	Buy Back of shares	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.
14.	Consolidation, Sub-Division And Cancellation	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
15.	Issue of Depository Receipts	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.
16.	Issue of Securities	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder
<b>MODIFICATION OF CLASS RIGHTS</b>		
17.	Modification of rights	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.
18	New Issue of Shares not to affect rights attached to existing shares of that class.	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.

For Sri Priyanka Geo Commex Pvt. Ltd.,



Managing Director

Article No.	Articles	Particulars
19.	Shares at the disposal of the Directors.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being 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 and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.
20.	Power to issue shares on preferential basis.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.
21.	Shares should be Numbered progressively and no share to be subdivided.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.
22.	Acceptance of Shares.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.
23.	Directors may allot shares as full paid-up	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.
24.	Deposit and call etc. to be a debt payable immediately.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.
25.	Liability of Members.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.
26.	Registration of Shares.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.

For Sri Priyanka Deep Commex Pvt. Ltd.,



Managing Director

Article No.	Articles	Particulars
<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>		
27.		The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act.
<b>CERTIFICATES</b>		
28.	Share Certificates.	<p>(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a 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 of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>

For Sri Priyanka Geo Commex Pvt. Ltd.,



Managing Director

Article No.	Articles	Particulars
29.	Issue of new certificates in place of those defaced, lost or destroyed.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>
30.	The first named joint holder deemed Sole holder.	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p>
31.	Maximum number of joint holders.	<p>(b) The Company shall not be bound to register more than three persons as the joint holders of any share.</p>
32.	Company not bound to recognise any interest in share other than that of registered holders.	<p>Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.</p>
33.	Installment on shares to be duly paid.	<p>If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.</p>
<b>UNDERWRITING AND BROKERAGE</b>		
34.	Commission	<p>Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.</p>

Article No.	Articles	Particulars
35.	Brokerage	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.
<b>CALLS</b>		
36.	Directors may make calls	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.
37.	Notice of Calls	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.
38.	Calls to date from resolution.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.
39.	Calls on uniform basis.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.
40.	Directors may extend time.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.
41.	Calls to carry interest.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.
42.	Sums deemed to be calls.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
43.	Proof on trial of suit for money due on shares.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these

  
**For Sri Priyanka Geo Commex Pvt. Ltd.,**  
**Managing Director**

Article No.	Articles	Particulars
		Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
44.	Judgment, decree, partial payment motto proceed for forfeiture.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.
45.	Payments in Anticipation of calls may carry interest	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing; provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend</p> <p>(b) or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>
<b>LIEN</b>		
46.	Company to have Lien on shares.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.
47.	As to enforcing lien by sale.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after

For Sri Priyanka Geo Commex Pvt. Ltd.,

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 Managing Director

Article No.	Articles	Particulars
		such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.
48.	Application of proceeds of sale.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
49.	If call or installment not paid, notice may be given.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.
50.	Terms of notice.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.
51.	On default of payment, shares to be forfeited.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.
52.	Notice of forfeiture to a Member	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.
53.	Forfeited shares to be property of the Company and may be sold etc.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such

Article No.	Articles	Particulars
		terms and in such manner as the Board in their absolute discretion shall think fit.
54.	Members still liable to pay money owing at time of forfeiture and interest.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.
55.	Effect of forfeiture.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
56.	Evidence of Forfeiture.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles 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 shares.
57.	Title of purchaser and allottee of Forfeited shares.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: 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, re-allotment or other disposal of the shares.
58.	Cancellation of share certificate in respect of forfeited shares.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.
59.	Forfeiture may be remitted.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.
60.	Validity of sale	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

For Sri Priyanka Geo Commex Pvt. Ltd.,

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Managing Director

Article No.	Articles	Particulars
61.	Surrender of shares.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
62.	Execution of the instrument of shares.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.
63.	Transfer Form.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;
64.	Transfer not to be registered except on production of instrument of transfer.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.
65.	Directors may refuse to register transfer.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;
66.	Notice of refusal to be given to transferor and transferee.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.
67.	No fee on transfer.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.

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Managing Director

Article No.	Articles	Particulars
68.	Closure of Register of Members or debenture holder or other security holders.	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
69.	Custody of transfer Deeds.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.
70.	Application for transfer of partly paid shares.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
71.	Notice to transferee.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
72.	Recognition of legal representative.	<p>(a) 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 person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>
73.	Titles of Shares of deceased Member	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of


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 Managing Director

Article No.	Articles	Particulars
		Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.
74.	Notice of application when to be given	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.
75.	Registration of persons entitled to share otherwise than by transfer. (transmission clause).	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.
76.	Refusal to register nominee.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.
77.	Board may require evidence of transmission.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.
78.	Company not liable for disregard of a notice prohibiting registration of transfer.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.
79.	Form of transfer Outside India.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.

For Sri Priyanka Geo Commex Pvt. Ltd.,

 Managing Director

Article No.	Articles	Particulars
80.	No transfer to insolvent etc.	No transfer shall be made to any minor, insolvent or person of unsound mind.
<b>NOMINATION</b>		
81.	Nomination	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>
82.	Transmission of Securities by nominee	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further 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 or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>
<b>DEMATERIALIZATION OF SHARES</b>		
83.	Dematerialisation of Securities	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.
<b>JOINTHOLDER</b>		
84.	Joint Holders	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.

For Sri Priyanka Geo Commex Pvt. Ltd.,

  
Managing Director

Article No.	Articles	Particulars
85.	Joint and several liabilities for all payments in respect of shares.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
86.	Title of survivors.	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;
87.	Receipts of one sufficient.	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and
88.	Delivery of certificate and giving of notices to first named holders.	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.
<b>SHARE WARRANTS</b>		
89.	Power to issue share warrants	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.
90.	Deposit of share warrants	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.
91.	Privileges and disabilities of the holders of share warrant	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.
92.	Issue of new share warrant coupons	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.
<b>CONVERSION OF SHARES INTO STOCK</b>		

Article No.	Articles	Particulars
93.	Conversion of shares into stock or reconversion.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.
94.	Transfer of stock.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.
95.	Rights of stock holders.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
96.	Regulations.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.
<b>BORROWING POWERS</b>		
97.	Power to borrow.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.
98.	Issue of discount etc. or with special privileges.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
99.	Securing payment or repayment of Moneys borrowed.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person

Article No.	Articles	Particulars
		to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.
100.	Bonds, Debentures etc. to be under the control of the Directors.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
101.	Mortgage of uncalled Capital.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.
102.	Indemnity may be given.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.
<b>MEETINGS OF MEMBERS</b>		
103.	Distinction between AGM & EGM.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.
104.	Extra-Ordinary General Meeting by Board and by requisition	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members
105.	When a Director or any two Members may call an Extra Ordinary General Meeting	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.
106.	Meeting not to transact business not mentioned in notice.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.
107.	Chairman of General Meeting	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Vice Chairman of the Company so shall take the chair and preside the meeting. In the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting.

For Sri Priyanka Geo Commex Pvt. Ltd.,

  
Managing Director

Article No.	Articles	Particulars
108.	Business confined to election of Chairman or Vice Chairman whilst chair is vacant.	No business, except the election of a Chairman or Vice Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.
109.	Chairman with consent may adjourn meeting.	<p>a) 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.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) 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.</p> <p>d) 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.</p>
110.	Chairman's casting vote.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.
111.	In what case poll taken without adjournment.	Any poll duly demanded on the election of Chairman or Vice Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.
112.	Demand for poll not to prevent transaction of other business.	The demand for a poll except on the question of the election of the Chairman or Vice Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
<b>VOTES OF MEMBERS</b>		
113.	Members in arrears not to vote.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.
114.	Number of votes each member entitled.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.
115.	Casting of votes by a member entitled to more than one vote.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
116.	Vote of member of unsound mind and of minor	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.

Article No,	Articles	Particulars
117.	Postal Ballot	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.
118.	E-Voting	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
119.	Votes of joint members.	a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
120.	Votes may be given by proxy or by representative	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles
121.	Representation of a body corporate.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.
122.	Members paying money in advance.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.
123	Members not prohibited if share not held for any specified period.	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.
124.	Votes in respect of shares of deceased or insolvent members.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.
125.	No votes by proxy on show of hands.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In

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 Managing Director

Article No.	Articles	Particulars
		the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.
126.	Appointment of a Proxy.	Modification of rights-(a 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.
127.	Form of proxy.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
128.	Validity of votes given by proxy notwithstanding death of a member.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.
129.	Time for objections to votes.	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.
130.	Chairperson of the Meeting to be the judge of validity of any vote.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
<b>DIRECTORS</b>		
131.	Number of Directors	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution
132.	Qualification shares.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.
133.	Nominee Directors.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the</p>

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Managing Director

Article No.	Articles	Particulars
		meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.
134.	Appointment of alternate Director.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.
135.	Additional Director	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.
136.	Directors power to fill casual vacancies.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.
137.	Sitting Fees.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.
138.	Travelling expenses Incurred by Director on Company's business.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
139.	Meetings of Directors.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
140.	Chairman and Vice Chairman	a) The Directors may from time to time elect from among their members a Chairperson of the Board as well as a Vice Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, to the Vice Chairman shall preside at the meeting and in the absence of the Vice Chairman as well, the Directors present may choose one of the Directors among themselves to preside the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.

Article No.	Articles	Particulars
141.	Questions at Board meeting how decided.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman or the Vice Chairman, as the case may be will have a second or casting vote.
142.	Continuing directors may act notwithstanding any vacancy in the Board	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.
143.	Directors may appoint committee.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
144.	Committee Meetings how to be governed.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
145.	Chairperson of Committee Meetings	a) A committee may elect a Chairperson of its meetings. b) 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.
146.	Meetings of the Committee	a) A committee may meet and adjourn as it thinks fit. b) 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.
147.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
148.	Power to fill casual vacancy	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.
<b>POWERS OF THE BOARD</b>		

For Sri Priyanka Gea Commex Pvt. Ltd.,

  
Managing Director

Article No.	Articles	Particulars
149.	Powers of the Board	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
150.	Certain powers of the Board	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say
151.	To acquire any property, rights etc.	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.
152.	To take on Lease.	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.
153.	To erect & construct.	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.
154	To pay for property.	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
155.	To insure properties of the Company.	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
156.	To open Bank accounts.	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.

Article No.	Articles	Particulars
157.	To secure contracts by way of mortgage.	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.
158.	To accept surrender of shares.	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.
159.	To appoint trustees for the Company.	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
160.	To conduct legal proceedings.	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.
161.	Bankruptcy & Insolvency	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.
162.	To issue receipts & give discharge.	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.
163.	To invest and deal with money of the Company.	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
164.	To give Security by way of indemnity.	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;
165.	To determine signing powers.	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.
166.	Commission or share in profits.	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.
167.	Bonus etc. to employees.	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether

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*[Signature]*

*[Signature]*

Managing Director

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		such employee, his widow, children or dependents have or have not a legal claim on the Company.
168.	Transfer to Reserve Funds.	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.
169.	To appoint and remove officers and other employees.	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.
170.	To appoint Attorneys.	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any

Article No.	Articles	Particulars
		local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.
171.	To enter into contracts.	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
172.	To make rules.	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.
173.	To effect contracts etc.	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.
174.	To apply & obtain concessions licenses etc.	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
175.	To pay commissions or interest.	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.
176.	To redeem preference shares.	(26) To redeem preference shares.
177.	To assist charitable or benevolent institutions.	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.
178.		(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.
179.		(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other

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Managing Director

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		<p>associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.</p>
180.		<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>
<b>MANAGING AND WHOLE-TIME DIRECTORS</b>		
181.	Powers to appoint Managing/ Whole-time Directors.	a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they

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		<p>may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>
182.	Remuneration of Managing or Whole-time Director.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.
183.	Powers and duties of Managing Director or Whole-time Director.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER		

Article No.	Articles	Particulars
184.	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer	<p>a) Subject to the provisions of the Act,—</p> <p>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;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) 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.</p>
<b>THE SEAL</b>		
185.	The seal, its custody and use.	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>
186.	Deeds how executed.	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 authorized 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.
<b>DIVIDEND AND RESERVES</b>		
187.	Division of profits.	<p>(1) 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.</p> <p>(2) 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.</p> <p>(3) 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.</p>
188.	The company in General Meeting may declare Dividends.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.

For Sri Priyanka Geo Commex Pvt. Ltd.

 Managing Director

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189.	Transfer to reserves	<p>a) 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.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>
190.	Interim Dividend.	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.
191.	Debts may be deducted.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
192.	Capital paid up in advance not to earn dividend.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.
193.	Dividends in proportion to amount paid-up.	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 dividends as from a particular date such share shall rank for dividend accordingly.
194.	Retention of dividends until completion of transfer under Articles .	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.
195.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.
196.	Effect of transfer of shares.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.
197.	Dividend to joint holders.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.
198.	Dividends how remitted.	<p>a) 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.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
199.	Notice of dividend.	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.

Article No.	Articles	Particulars
200.	No interest on Dividends.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.
<b>CAPITALIZATION</b>		
201.	Capitalization.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(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</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) 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; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
202.	Fractional Certificates.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(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</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(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 the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including</p>

Article No.	Articles	Particulars
		distribution of new equity shares and fractional certificates as they think fit.
203.	Inspection of Minutes Books of General Meetings.	(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges. (2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.
204.	Inspection of Accounts	a) 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. b) 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.
<b>FOREIGN REGISTER</b>		
205.	Foreign Register.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
206.	Signing of documents & notices to be served or given.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.
207.	Authentication of documents and proceedings.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.
<b>WINDING UP</b>		
208.		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.

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Managing Director

Article No.	Articles	Particulars
<b>INDEMNITY</b>		
209.	Directors' and others right to indemnity.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.
210.	Not responsible for acts of others	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.
<b>SECRECY</b>		
211.	Secrecy	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
212.	Access to property information etc.	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any

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Managing Director

Article No.	Articles	Particulars
		matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.

Sl. No	Names, addresses, descriptions and occupations of subscribers	Number of Equity Share taken by each Subscriber	Witnesses (along with names, addresses descriptions and occupations)
1	Sd/- NUTHALAPATI VENKATAS SAI SHIV PRASAD S/o Sri N.V.SUBBAIAH NAIDU 27, TILAK STREET, T.NAGAR, CHENNAI 600 018. BUSINESS	100	
2	Sd/-NUTHALAPATI SRI KRISHNA S/o Sri N.V.SUBBAIAH NAIDU 11 / 4, BALAJI AVENUE, 1 <sup>st</sup> STREET, T.NAGAR, CHENNAI - 600 018. CHARTERED ACCOUNTANT	100	
	<b>Total</b>	200 (Two Hundreds Only)	

PLACE : CHENNAI  
DATED : 23/04/90.

For Sri Priyanka Geo Commex Pvt. Ltd.

  
Managing Director