

THE COMPANIES ACT, 2013
A COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
ORGANIC RECYCLING SYSTEMS LIMITED
(Formerly known as ORGANIC RECYCLING SYSTEMS PRIVATE LIMITED)

(CIN: U40106MH2008PTC186309)

(Incorporated under the Companies Act, 2013)

The following regulations comprised in these Articles of Association were adopted pursuant to members' special resolution passed at the Annual General Meeting held on 25th August, 2023 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

- 1 The regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 ("Table 'F'"), as are applicable to a public company limited by shares shall apply to the Company so far as they are not inconsistent with any of the provisions contained in these Articles or modifications thereof and only to the extent that there is no specific provision in these Articles. In case of any conflict between the provisions of these Articles and Table 'F', the provisions of these Articles shall prevail

Table
"F" to
apply
save
as
varied

2. Articles shall act as the regulations for the management of the Company and for the observance by its members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of, or addition to, its Articles by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles, unless the same are repugnant or contrary to the provisions of the Act or any Applicable Law or any amendment or notification thereto.

Company to
be governed
by these
Articles

Interpretation

3. In the interpretation of these Articles, unless repugnant to the subject or context:-

Interpretation
Clause

Act

- (a) "Act" means the Companies Act, 2013 (including any

Organic Recycling Systems Limited


Director

amendments, modification(s) a or re-enactment thereof, for the time being in force), including wherever applicable the Rules framed there under

- Articles (b) "Articles" means these articles of association of the Company as adopted or as altered from time to time in accordance with the Act.
- Auditors or Statutory Auditors (c) "Auditors" means and includes those persons appointed as such for the time being of the Company.
- Annual General Meeting (d) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Act.
- Board or Board of Directors (e) "Board" or "Board of Directors" means the collective body of the Directors of the Company or a committee thereof duly constituted.
- Company (f) "Company" means **Organic Recycling Systems Limited**.
- Directors (g) "Directors" means the Directors for the time being of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with Law and the provisions of these Articles or, as the case may be, the Directors assembled at a meeting of the Board.
- Depository (h) "Depository" shall mean a company formed and registered under the Companies Act, 1956 or the Companies Act, 2013, as the case maybe, and which has been granted a certificate of registration to act as depository under the Securities and Exchange Board of India Act, 1992; and wherein the securities of the Company are dealt with in accordance with the provisions of the Depositories Act, 1996.
- Laws (i) "Law" shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority, Ministry of Corporate Affairs, SEBI or any other regulatory body, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) applicable Indian accounting standard or any other generally accepted accounting principles.
- (j) "Memorandum" means the memorandum of association of the Company Memorandum
- (k) "National Holiday" means Republic Day i.e. 26th January, Independence Day i.e. 15th August, Gandhi Jayanti i.e. 2nd National Holiday

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assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so issued and allotted as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.

7 The Company may issue the following kinds of shares in accordance with the Articles, the Act, the Rules and other applicable laws

i. Equity share capital:

a. With voting rights; and/or

b. With differential rights as to dividend, voting or otherwise in accordance with the Rules; and

ii. Preference share capital

i. a. In various classes.

8. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue provide :

Issue of Certificate

a. one certificate for all his shares without payment of any charges; or

b. several certificates, each for one or more of his shares, upon payment of the requisite fee, or such other fees as may be fixed by the Board, for each certificate after the first.

ii Every certificate shall be under the Seal or round stamp and shall specify the shares to which it relates and the amount paid-up thereon.

Certificate to bear Seal

iii. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

One certificate for shares held jointly

iv. Every certificate shall be issued in the form and manner prescribed in the Act, the Rules and other applicable laws

Form and manner of issue of certificate

9. If any share certificate be worn out, defaced, mutilated or

Issue of

Kinds of share capital

i. torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued without any fee or on payment of such other fees as may be fixed by the Board from time to time in accordance with the Act, for each certificate.

new share certificate in place of one defaced, lost or destroyed

Provided that the fees for issue of share certificate issued on splitting or consolidation or replacement of share certificates that are defaced, mutilated, torn or old, decrepit or worn out shall not exceed such amounts as may be prescribed under the Act and the Rules from time to time.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any recognised stock exchange or the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf.

Provisions as to

ii. The provisions of the foregoing Articles relating to issue of:

Issue of certificates to apply *mutatis mutandis* to debentures, etc.

certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company

Rights in respect of any share in Trust

10. Except as required by Law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by the Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

Power to pay commission in connection with securities issued

11 i. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 of the Act, to any person in connection with the subscription to its securities, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules thereunder.

Rate of

ii. The rate or amount of the commission shall not exceed the

commission
in
accordance
with the
Rules.

rate or amount prescribed in Rules made under sub-section (6) of section 40.

Mode of
payment of
commission

- iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

- 12 i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of Resolution, as specified under the Act, passed at a separate General Meeting of the holders of the shares of that class, as prescribed under the Act. Variation of the members right
- ii. To every such separate General Meeting, the provisions of the Articles relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question. Provisions as to general meetings to apply *mutatis mutandis* to each meeting
- iii. The provisions of the foregoing Articles relating to variation of rights shall *mutatis mutandis* apply to any other securities including debentures (except where the Act otherwise requires) of the Company. Provisions as to variation of rights to apply *mutatis mutandis* to other securities.
13. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith. Issue of further shares not to affect rights of existing members.
14. Subject to the provisions of section 55 of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares, on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules. Such preference shares shall be redeemable in accordance with the Act and the Rules made there under. Power to issue redeemable preference shares

15. Where at any time, the Company proposes to increase its
- i. subscribed capital by the issue of further shares, such shares shall be offered
 - a. to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the paid up Share Capital on those shares by sending a letter of offer subject to the Rules and such other conditions, as may be prescribed under Law; or
 - b. to employees under a scheme of employees' stock option, subject to Resolution, as specified under the Act, passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or
 - c. to any persons, if it is authorised by a Resolution, as specified under the Act, whether or not those Persons include the Persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash subject to the Rules and such other conditions, as may be prescribed under Law.
 - d. Nothing in these Articles shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company, subject to the Rules and such other conditions, as may be prescribed under Law.
 - e. The provisions contained in this Article shall be subject to the provisions of the Act.
 - ii. Notwithstanding anything contained in Article above, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in Article above) in any manner whatsoever
 - a. If a resolution, as specified under the Act, to that effect is passed by the Company in a general meeting, or
 - b. Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that General Meeting (including the casting vote, if any, of the Chairman) by the members who, being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal
- Further issue of share capital
- Mode of further issue of shares

by members, so entitled and voting and the Central Government is satisfied on an application made by the Board of Directors in this behalf that the proposal is most beneficial to the Company.

- iii. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules and SEBI guidelines.
- iv. Subject to the provisions of the Act and other applicable provisions of Law, the Company may with the approval of the shareholders issue sweat equity shares in accordance with such rules and guidelines issued by SEBI and / or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.
- vi. Any debentures, debenture-stock or other securities may be issued subject to the provisions of the Act and the Articles, at a discount, premium or otherwise and may be issued on the condition that they shall be convertible in to shares of any denomination and with any special 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 or other securities with the right to conversion into or allotment of shares shall be issued only with the consent of the shareholders of the Company in General Meeting or through postal ballot by a Resolution, as specified under the Act

Terms of issue of debentures

Lien

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

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The fully paid shares shall be free from all lien

Lien to extend to dividends,

- ii The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and

Sweat equity shares

Company's lien on shares

etc.		bonuses declared from time to time in respect of such shares.
Waiver of lien in case of registration	iii	Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.
As to enforcing lien by sale	17.	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made: Unless a sum in respect of which the lien exists a. is presently payable; or b. Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
Validity of sale	18.i	To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
Purchaser to be registered holder	ii.	The purchaser shall be registered as the holder of the shares comprised in any such transfer.
Purchaser not affected	iii	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale
Validity of Company's receipt	19	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share
Application of proceeds of sale	20.i	The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable

Payment of residual money

- ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Outsider's lien not to effect Company's lien

- 21. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim
- 22. The provisions of the Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company

Provisions as to lien to apply *mutatis mutandis* to debentures, etc.

Certificates

- 23. Notwithstanding anything contained elsewhere in the Articles, the Board may in their absolute discretion refuse sub-division of share certificates or debenture certificates into denominations of less than the marketable lots except where such sub-division is required to be made to comply with a statutory provision or an order of a competent court of law.
- 24. Notwithstanding anything contained elsewhere in the Articles, a certificate, if required, for a dematerialized share, debenture and other security shall be issued in the name of the Depository and all the provisions contained in the Articles in respect of the rights of a member/debenture holder of the Company shall *mutatis mutandis* apply to the Depository as if it were a member / debenture holder / security holder excepting that and notwithstanding that the Depository shall have been registered as the holder of a dematerialized share, debenture and other security, the person who is the beneficial owner of such shares, debentures and other securities shall be entitled to all other rights available to the registered holders of the shares, debentures and other securities in the Company as set out in the other provisions of the Articles.

Right of Directors to refuse sub-division

Issue of certificates, if required, in the case of dematerialized shares / debentures / other securities and rights of beneficial owner of such shares / debentures / other securities

Dematerialisation of Shares

25. Notwithstanding anything contained in the Articles, the Company shall be entitled to dematerialize its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a register of members / debenture-holders / other security-holders with the details of members / debenture-holders / other security-holders holding shares, debentures or other securities both in materialized and dematerialized form in any media as permitted by the Act.
- Option to hold shares in electronic or physical form
26. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the beneficial owner of the security.
- Beneficial owner deemed as absolute owner
27. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest / premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by a court of competent jurisdiction or as by Law required and except as aforesaid) be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.
- Shares, debentures and other securities held in electronic form
28. In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply.

Company entitled to dematerialize its shares, debentures and other securities

Provided that in respect of the shares and securities held by the Depository on behalf of a beneficial owner, provisions of Section 9 of the Depositories Act, 1996, shall apply so far as applicable.

Information about transfer of securities

29. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the beneficial owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf.

Provisions to apply to shares in electronic form

30. Except as specifically provided in the Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act, 1996.

Calls on Shares

31. i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Board may make calls

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

ii. Each member shall, subject to receiving at least fourteen days' notice in writing specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

Notice of call

iii. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call, in respect of one or more members as the Board may deem appropriate in any circumstances.

Board may extend time for payment

iv. A call may be revoked or postponed at the discretion of the Board.

Revocation or postponement of call

32. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

Call to take effect from date of resolution

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

Liability of joint holders of shares

34. i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual

When interest on call payable

payment at ten per cent per annum or at such lower rate, if any as the Board may determine.

Board may waive interest

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

Sums deemed to be calls

35. i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of the Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

Effect of non-payment of sums

ii. In case of non-payment of such sum, all the relevant provisions of the Articles as to payment of interest and expenses, for future or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Payment in anticipation of calls may carry interest

36. The Board :

i. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

ii. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be prescribed under the Act.

Installments on shares to be duly paid

37. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

Calls on shares of same class to be on uniform basis

38. All calls shall be made on a uniform basis on all shares falling under the same class.

Partial payment not to preclude forfeiture

39. 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 thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

40. The provisions of the Articles relating to calls on shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Provisions as to calls to apply *mutatis mutandis* to debentures etc.

Transfer of Shares

41. i. The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
- ii. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
- iii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- iv. The Company shall use a common form of transfer shall be used in case of transfer of shares, subject to the provisions of the Act. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.
- v. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters administration, certificate of death or marriage, power of attorney or similar other document.

Instrument of transfer to be executed by transferor and transferee

42. The Company shall not register a transfer of shares in, or debentures of the Company held in physical form 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 certificates relating to the shares or debentures, or if no such certificate is in existence, along with the letter of allotment of the shares or debentures:

Transfer not to be registered except on production of instrument of transfer

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 that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee

has been lost or where the instrument of transfer has not been delivered within the prescribed period, 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 or debenture holder any person to whom the right to any shares in, or debentures of, the Company has been transmitted by operation of Law.

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

- i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- ii. any transfer of shares on which the company has a lien.

Transfer not to be refused on ground of indebtedness

That registration of transfer shall 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, except where the Company has a lien on the shares being transferred.

Transfer by legal representative

44. A transfer of the shares or other interest in the Company of a deceased member thereof made by his legal representatives shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of the instrument of transfer.

Transfer of partly paid shares

45. Where the application is made by the transferor and 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 date of receipt of the notice.

For the purpose of above clause notice to the transferee shall be deemed to have been duly given if it is dispatched by pre-paid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered upon the expiry of seven days from the date of dispatch.

46. In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless:

Board may decline to recognize instrument of transfer

- i. the instrument of transfer is in the form as prescribed in the Rules made under sub-section 56 of the Act,
 - ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transfer or to make the transfer; and
 - iii. the instrument of transfer is in respect of only one class of shares.
47. If the Company refuses to register the transfer of any share pursuant to the Articles, it shall within thirty days from the date on which the instrument of transfer was delivered to the Company send notice of refusal to the transferee and transferor.
- Notice of refusal to be given to transferor and transferee
48. i. No transfer shall be made to a person of unsound mind. However, transfer of fully paid up shares can be made in the name of a minor if he is represented by his lawful guardian.
- No transfer to minor
- ii. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever;
- Registration of transfer not to be refused
49. All instruments of transfer shall be retained by the Company, but any instrument of transfer which the Board may decline to register shall be returned to the person depositing the same.
- When instruments of transfers to be retained
50. The Board may, in their discretion, waive the payment of any transfer or transmission fee either generally or in any particular case or cases.
- Fee on transfer
51. On giving not less than seven days' previous notice in accordance with section 91 of the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Power to close Register of Members or other security-holders
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
52. The provisions of the Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company

Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc.

Transmission of Shares

- | | | | |
|--------------------------------------|-----|---|--|
| Title to shares on death of a member | 53. | <ul style="list-style-type: none"> i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares. | |
| Estate of deceased member liable | | <ul style="list-style-type: none"> ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons. | |
| Transmission Clause | 54. | <ul style="list-style-type: none"> i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— <ul style="list-style-type: none"> a. to be registered himself as holder of the share; or b. to make such transfer of the share as the deceased or insolvent member could have made. ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency. | |
| Board's right unaffected | | | |
| Indemnity to the Company | 55. | <ul style="list-style-type: none"> The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer. | |
| Right of election of holder of share | 56. | <ul style="list-style-type: none"> i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. | |
| Manner of testifying election | | <ul style="list-style-type: none"> ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. iii. All the limitations, restrictions and provisions of the Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member. | <p>Limitations applicable to same notice</p> |
| | 62. | <ul style="list-style-type: none"> A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be | <p>Claimant to be entitled to same advantage</p> |

entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

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

58. The provisions of the Articles relating to transmission by operation of Law shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Provisions as to transmission to apply *mutates mutandis* to debentures, etc.

Forfeiture of Shares

59. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

If call or installment not paid notice must be given

60. The notice aforesaid shall:

Form of notice

- i. Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- ii. State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

In default of payment of shares to be forfeiture

61. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

Entry of forfeiture in register of members

62. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be

made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

Effect of forfeiture	63.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	
Forfeited shares may be sold, etc.	64.	i. A forfeited share shall become the property of the Company and may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.	
Cancellation of forfeiture		ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	
Members till liable to pay money owing at time of forfeiture	65.	i. A Person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.	
Members till liable to pay money owing at time of forfeiture and interest		ii. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	
Cease of liability		iii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.	
	66.	i. A duly verified declaration in writing that the declarant is a Director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;	Certificate of forfeiture
		ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of:	Title of purchaser and transferee of forfeited shares
		iii. The transferee shall thereupon be registered as the holder	Transferee to be

of the share; and

registered
As holder

iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

Transferee
not affected

67. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for 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 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.

Validity of
the sales

68. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

Cancellation
of share
certificate in
respect of
forfeited
shares

69. The Board may, subject to the provisions of the Act, accept a surrender of the share certificate for any forfeited share from or by any member desirous of surrendering them on such terms as they think fit.

Surrender of
share
certificates

70. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Sums
deemed to
be calls

Provisions
as to
forfeiture of
shares to
apply
mutatis
mutandis to
debentures,
etc.

71. The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

72. The Company may, from time to time, by Ordinary or Special resolution, as may be applicable, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

Power to alter share capital

73. Subject to the provisions of section 61 of the Act, the Company may, by ordinary resolution:
- i. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - ii. Convert all or any of its fully paid-up shares in to stock, and reconvert that stock in to fully paid-up shares of any denomination;
 - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Shares may be converted into stock

74. Where shares are converted into stock—

- i. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near there to 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.

Right of stock holders

- ii. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- iii. Such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those Articles shall include “stock” and “stock- holder” respectively.

75. The Company may, by a Resolution, as specified under the Act, reduce in any manner and with, and subject to any incident authorised and consent required by Law, -

Reduction of capital

- i. its share capital;
- ii. any capital redemption reserve account;
- iii. any securities premium account;
- iv. any other reserve in the nature of capital.

Joint Holders

76. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint holders with benefits of survivorship, subject to the following and other provisions contained in the Articles:

Joint holders

i. The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.

Liability of joint-holders

ii. On the death of any one or more of such joint holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

Death of one or more joint holders

iii. Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.

Receipt of one sufficient

Delivery of certificate and giving of notice to first named holder

iv. 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 the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

Vote of joint-holders

v. a. Any one of two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others

of the joint-holders shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares.

Executors or administrator as joint holders

b. Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint holders.

Provisions as to joint holders as to shares to apply *mutatis mutandis* to debentures, etc.

vi. The provisions of the Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.

Capitalisation of Profits

Capitalisation

77. i. The Company in a General Meeting may, upon the recommendation of the Board, resolve —

- a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

Sum how applied

- a. Paying up any amounts for the time being unpaid on any shares held by such members respectively;
- b. Paying up in full, un issued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- c. Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause(b);
- d. A securities premium account and a capital redemption reserve account may, for the purposes of this clause, be applied in the paying up of unissued shares to be issued to members of the

Company as fully paid bonus shares;

e. The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

78. i. Whenever such a resolution as aforesaid shall have been passed, the Board shall: Powers of the Board for capitalization

a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

b. generally do all acts and things required to give effect thereto

ii. The Board shall have power:

a. To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and Board's power to issue fractional certificate / coupon etc.

b. To authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of the irrespective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

Agreement binding on members

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

Buy-back of Shares

Buy-back of shares

79. Notwithstanding anything contained in the Articles but subject to the provision of sections 68-70 of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

Restrictions on purchase by Company of its own shares

80. The Company shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding company, save as provided by the Act.

General Meetings

Annual
General
Meeting and
Extraordinar
y General
Meeting

81. i. Subject to the provisions of the Act, an Annual General Meeting of the Members of the Company shall be held every year within six months after the expiry of each financial year, provided that not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours, that is, between such time as prescribed in the Act, on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated.
- ii. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting.

Powers of
Board to call
Extraordinar
y General
Meeting

82. i. The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
- ii. If at any time, Directors capable of acting, who are sufficient in number to form a quorum are not within India, any Director or any two members of the Company may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

83. i. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Presence of Quorum
- ii. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in section 103 of the Act.
84. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company. Chairman of the meetings
85. No business shall be discussed or transacted at any General Meeting whilst the chair is vacant, except election of Chairman. Business confined to election of Chairman whilst chair

vacant

86. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the Managing Director, or in the absence of the Managing Director, any of the Whole-time Director of the Board shall preside as Chairman of such meeting and in such event the Managing Director or Whole-time Director (as applicable) shall assume all the powers, authorities and responsibilities of the Chairman as set out in the Articles. In the absence of Chairman, Managing Director or Whole-time Director, the Directors present shall elect one of themselves to be Chairman of the meeting.

Absence of
Chairman

87. If at any meeting, pursuant to Article 86 above, no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically choose one of their members to be Chairman of the meeting.

Members to
elect

88. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Power of
Chairman

Casting vote
of Chairman
at general
meeting

89. On any business at any General Meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairman shall have a second or casting vote.

Minutes of
proceedings
of meetings
and
resolutions
passed by
postal ballot

90. i. The Company shall cause minutes of the proceedings of every General Meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

Certain
matters not
to be included
in the
minutes
books

ii. There shall not be included in the minutes any matter which, in the opinion of the Chairman of the meeting:

a. is, or could reasonably be regarded, as defamatory of any person; or

b. is irrelevant or immaterial to the proceedings; or

c. is detrimental to the interests of the Company.

Discretion of the Chairman in relation to Minutes.

Minutes to be evidence

Passing Resolution by way of Postal Ballot

Inspection of minute books of General Meeting

- iii. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
- iv. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

91. Subject to provision of section 110 of the Act, the Company may, in respect of any of item of business other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot instead of transacting such business at a General Meeting.

- 92. i. The books containing the minutes of the proceedings of any General Meeting of the Company or a resolution passed by postal ballot shall:
 - a. be kept at the registered office of the Company; and
 - b. be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.

- ii. Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to above.

Members may obtain copy of minutes

Adjournment of Meeting

- 93. i. The Chairman may with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting
- iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an

Chairman may adjourn the meeting

Business at adjourned meeting

Notice of adjourned meeting

Notice of adjourned meeting not required

adjourned meeting.

Voting Rights

94. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- Entitlement to vote on show of hands and on poll
- i. On a show of hands, every member present in person shall have one vote; and
 - ii. On a poll and e-voting, the voting rights of members shall be in proportion of their share in the paid-up equity share capital of the Company.
95. Where a poll is to be taken, the Chairman of the meeting shall appoint such number of persons, as he deems necessary to scrutinize the poll process and votes given on the poll and to report thereon to him;
- Scrutinizers at poll
96. The Chairman shall have power, at any time before the result of the poll is declared to remove a scrutinizer from office and to fill vacancies in the office of scrutinizer arising from such removal or from any other cause.
- Power of Chairman to remove scrutinizer
- Voting through electronic means
97. A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once.
- Vote of joint-holders
98. i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint-holders.
- Seniority of names
- ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- How members non *compos mentis* and minor may vote
99. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
- Votes in respect of shares of deceased or insolvent
100. Subject to the provisions of the Act and other provisions of the Articles, any person entitled to any shares, pursuant to the provisions related to *Transmission* in the Articles, may vote at any General Meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (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 duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Business
may proceed
pending poll

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

Restriction on
voting rights

102. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.

Restriction on
exercise of
voting rights in
other cases to
be void

103. A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.

104. i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- ii. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Validity of
the Vote

105. Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

Equal
rights of
members

Proxy

106. i. Any member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on their behalf, for attend that meeting and vote only on a poll.

Member
may vote
in person
or
otherwise

ii. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Proxies
when to be
deposited

107. An instrument appointing a proxy shall be in the form as prescribed in the Rules and under section 105 of the Act. Form of proxy
108. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given. Proxies to be valid notwithstanding death of the principal

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

Board of Directors

- Board of directors 109. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than 3(three) and shall not be more than 15.

Provided that a company may appoint more than fifteen directors after passing a resolution, as specified in the Act.

- Nominee Directors 110. Notwithstanding anything contrary contained in the Articles, if the Company has availed any loan(s) from, or issued any debentures or other instruments / securities to, any bank(s), financial institution(s), non- banking financial companies, asset reconstruction companies or any other body corporate ("Lender(s)") and so long as any monies with respect to such loan(s) granted by such Lender(s) to the Company remain outstanding by the Company to any Lender(s) or so long as the Lender(s) continue to hold debentures in the Company by direct subscription or private placement, or so long as the Lender(s) hold equity shares in the Company as a result of conversion of such loans / debentures, or if the agreement with the respective Lender(s) provide for appointment of any person or persons as a Director or Directors, or if the Company is required to appoint any person as a director pursuant to any agreement, (which Director or Directors is / are hereinafter referred to as "Nominee Director(s) / Observer(s)") on the Board, the Company may appoint such person nominated by such Lender(s) as Nominee Director / Observer, in accordance with the terms and conditions specified in the agreement executed with such Lender.

- Same individual may be Chairman and Managing 111. The same individual may, at the same time, be appointed as the Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company, subject to section 203 of the Act.

Director /
Chief
Executive
Officer

Directors
liable to retire
by rotation

- 112 At the Annual General Meeting of the Company to be held in every year, two third of total number of Directors as are liable to retire by rotation for time being and one third of such of the directors or if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the independent director shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.
- 113 i. The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. Remuneration of directors
- ii. The remuneration payable to the Directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in a General Meeting. Remuneration to require members' consent
- iii. In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them— Travelling and other expenses
- a. In attending and returning from meetings of the Board of Directors or any committee thereof or General Meetings of the Company; or
- b. In connection with the business of the Company.
114. The fees payable to the Director for attending the meeting of the Board or committee thereof shall be decided by the Board of Directors from time to time within the maximum limits of such fees that may be prescribed under the Act or the Rules. Sitting Fees to be decided by the Board
115. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board or a committee thereof shall from time to time by resolution, determine. Execution of negotiable instruments
116. Every Director present at any meeting of the Board or of a committee thereof shall sign his name in the attendance

book or attendance sheet kept for that purpose or submit a duly signed attendance slip which shall be maintained as part of the book to be kept for that purpose.

	<p>117. i. Subject to the provisions of section 149 of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the Directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.</p>	<p>Appointmen t of additional director</p>
<p>Duration of the office of the additional director</p>	<p>ii. Such person shall hold office only up to the date of the next Annual General Meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.</p>	
<p>Appointment of alternate director</p>	<p>118. The Board may appoint an alternate director to act for a Director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.</p>	
<p>Duration of office of alternate director</p>	<p>119. An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.</p>	
<p>Re-appointment provisions applicable to Original Director</p>	<p>120. If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the alternate director.</p>	
<p>Appointment of director to fill casual vacancies</p>	<p>121. i. 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, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.</p>	
<p>Duration of office of Director appointed to fill casual vacancies</p>	<p>ii. 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 it had not been vacated.</p>	

Powers of Board

<p>General powers of the</p>	<p>122. The management of the business of the Company shall be vested in the Board and the Board may exercise all such</p>
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Company
vested in
Board

powers, and do all such acts and things, as the Company is by the Memorandum or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the Memorandum and the Articles and to any regulations, not being inconsistent with the Memorandum and the Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made

Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or Rules or statute or by the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting.

Borrowing Powers

123. The Directors may, from time to time, at their discretion, raise or borrow, or secure the payment of, any sum or sums of money for the purposes of the Company; Provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time except with the consent of the shareholders of the Company, in manner as prescribed under the Act or Rules thereof or any other law, 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 specific purpose. Power to borrow
124. The Directors, with share holders' consent where required by the Act and Rules, may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and, in particular, by the issue of debentures or debenture-stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being. Conditions on which money may be borrowed

Proceedings of the Board

When meeting to be convened

125. i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

Who may summon

- ii. The Chairman or any one Director with the previous

Board meeting	consent of the Chairman may, or the company secretary on the direction of the Chairman shall, at any time summon a meeting of the Board.	
	126. A meeting of the Board of Directors shall be held at least four times every year and not more than 120 days shall lapse between two Board meetings.	
Notice of Meetings	127. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.	
Quorum for Board meetings.	128. The quorum for a Board meeting shall be as provided in the Act.	
Participation at Board meetings	129. The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audiovisual means or teleconferencing, as may be prescribed by the Rules or permitted under Law.	
Questions at Board meeting how decided Casting vote of	130. i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	
Chairman at Board meeting	ii. In case of an equality of votes, the Chairman of the Board shall have a second or casting vote.	
Directors not to act when number falls below minimum	131. 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.	
Who to preside at meetings of the Board	132. i. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office.	
	ii. The Board may elect one of their members as Co-Chairman to preside over their meetings in the absence of the Chairman and determine the period for which he is to hold office. The Co-Chairman shall in the absence of the Chairman, have all the powers conferred on the Chairman by the Articles.	Directors to elect a Co-Chairman
	iii. The Board may elect one of their members as Vice Chairman to preside over their meetings in the absence of the Chairman and Co-Chairman and determine the period	Directors to elect a Vice Chairman

for which he is to hold office. The Vice Chairman shall in the absence of the Chairman and Co-Chairman, have all the powers conferred on the Chairman by the Articles.

- iv. If no such Chairman, Co-Chairman or Vice Chairman is elected, or if at any meeting the Chairman, Co-Chairman and Vice Chairman are not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be Chairman of the meeting. Absence of Chairman
- v. The minutes of the meeting of the Board and the Committees thereof shall be prepared and kept in accordance with the provisions of the Act and the Rules. Minutes of Board and Committee meetings

- 133. i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Delegation of powers
- ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board. Committee to conform to Board regulations

- 134. The participation of Directors in a meeting of the committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under Law. Participation at Committee meetings

- 135. i. A committee may elect a Chairman of its meetings. Chairman of Committee
- ii. 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 members present may choose one of their members to be Chairman of the meeting. Who to preside at meetings of Committee

- 136. i. Subject to the provisions of the Act and directions of the Board of Directors, a committee may meet and adjourn as it thinks fit. Committee to meet

Questions at Committee meeting how decided

- ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

Acts of Board or Committee valid notwithstanding defect of appointment

- 137. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of anyone or more of such Directors or of any person acting as aforesaid, or that

they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

Passing resolution circulation

of by

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

Chief Executive Officer, Manager, Company Secretary, Chief Financial Officer (KMP)

139. Subject to the provisions of the Act,—

Chief Executive Officer, etc.

- 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, subject to the provisions of any contract between him/her and the Company; 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;

Director may be chief executive officer, etc.

- ii. A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

140. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

Same person not authorized to act in different capacity

Managing Director, Whole Time Director, Management

141. i. Subject to the provisions of the Act, the Directors may from time to time appoint one or more of their body to be the Managing Director of the Company, in accordance with the provisions of the Act and the Rules.
ii. A Managing Director so appointed shall exercise the powers and authorities conferred upon him by an agreement entered into between him and the Company and / or by a resolution of the Board and be subject to the obligations and restrictions imposed upon him there by or by the Act.

Managing Director

Registers

142. The Company shall keep and maintain at its registered office all statutory registers including, register of members, register of charges, register of annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Extracts of the Registers or Annual Return may be taken there from and copies thereof may be provided to the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

Statutory registers

Foreign register

- i. The Company may exercise the powers conferred on it by section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- ii. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, *mutatis mutandis*, as is applicable to the register of members.

The Seal

Seal

- 143
- i. The Board shall provide for the safe custody of the seal.
 - ii. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board authorized by it in that behalf, and except in the presence of at least one Director or of the company secretary of the Company or such other person as the Board may appoint for the purpose, and such Director or the secretary of the Company or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

Dividends and Reserves

144. The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by

Company in general meeting may

the Board.

declare
dividends

145. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company and as it may think fit.
146. i. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
147. i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid up on any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
- iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. Any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.
148. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

Interim
dividends

Dividends
only to be
paid out of
profits

Carry forward
of profits

Division of
profits

Payments in
advance

Dividends to
be
apportioned

No member
to receive
dividend
whilst
indebted to
the
Company

and
Company's
right to
reimburse
ment therefrom

Retention Dividend of 149. The Board may retain dividends payable upon shares in respect of which any person is, under the *Transmission* clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

Instrument of payment 150. i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or cheque or warrant sent through post or courier directed to the registered address of the holder or, in the case of joint-holders, to the registered address of that one of the joint-holders who is first named on the register of members, or to such person and to such address as the holder or joint-holders may in writing direct.

ii. Every such cheque or warrant or electronic payment mode shall be made payable to the order of the person to whom it is sent.

Receipt of one holder sufficient 151. Any one of two or more joint-holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

Notice of Dividend 152. 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.

Waiver of dividend 153. The waiver in whole or in part of any dividend on any share by any document (whether or not under Seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

154 i. No dividend shall bear interest against the Company

No Interest on Dividend

ii. Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven days from the date of expiry of the said period of 30 days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be called the Unpaid Dividend Account in any scheduled bank.

Unpaid or unclaimed dividend

- iii. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under Section 125 of the Act.
- iv. No unclaimed or unpaid dividend shall be forfeited by the Board of Directors until the claim becomes barred by Law.

Accounts and Audit

- 155. i. The Directors shall, as required by the Act, cause to be prepared and laid before the Company in Annual General Meeting to be held as provided in these Articles hereof such Financial Statements comprising of Profit and Loss Account, Balance Sheet, Cash Flow Statement and Directors' and Auditors' Reports as are referred to in those provisions. Financial Statements to be laid in Annual General Meeting
- ii. The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act and the Rules. Inspection by Directors
- iii. The Financial Statements, books of accounts and other relevant books and papers of the Company shall be examined and audited in accordance with the provisions of the Act and the Rules. Accounts to be Audited
- iv. Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Statutory Auditors shall be in accordance with the provisions of the Act and Rules. Provisions relating to Statutory Auditors
- v. In case the Company is required to get its secretarial records audited by a Secretarial Auditor, the same shall be audited, in the manner prescribed under the provisions of the Act and the Rules. Secretarial Auditors
- vi. Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Secretarial Auditors shall be in accordance with the provisions of the Act and the Rules. Inspection of accounts and books of the Company by members
- 156. i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the Restriction on inspection by members

inspection of members not being Directors.

- ii. No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Law or authorized by the Board or by the Company in General Meeting.

Winding up of
Company

Winding Up

- 157. Subject to the provisions of Chapter XX of the Act and Rules thereunder and Insolvency and Bankruptcy Code, 2016 —
 - i. If the Company shall be wound up, the liquidator may, with the sanction of a Resolution of the Company, as specified in the Act, 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 where on there is any liability.

Indemnity and Insurance

- 158. Subject to the provisions of the Act, every Director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such Director, manager, company secretary and officer may incur or become liable for by reason of any contract entered in to or act or deed done by him in his capacity as such Director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
- 159. Subject as aforesaid, every Director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in

Directors
and
officers
right to
indemnity

defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by a court or such authority.

160. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and / or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably. Insurance

General Power

General
Power

161. Wherever in the Act or the Rules, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided. Further, where the Act or Rules empowers the Board to exercise any powers for and on behalf of the Company, the Board shall be entitled to exercise the same, irrespective of whether the same is contained in this Articles or not.
162. At any point of time from the date of adoption of these Articles, if they come contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "Regulations"), the provisions of the Regulations shall prevail over the Articles to such extent.

Secrecy Clause

163. Subject to the provisions of the Act, no member shall be entitled to require discovery of any information respecting any detail of the Company's trading or any matter in the

any detail of the Company's trading or any matter in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board it may be inexpedient in the interest of the Company to communicate to the public.

Organic Recycling Systems Limited



Director

We the several persons, whose names, addresses and descriptions are subscribed hereunder desirous of being formed into a Company in pursuance of these **ARTICLES OF ASSOCIATION:**