



RPP Infra Projects Ltd

Friday, 27th September, 2019

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| BSE Limited Floor 25," P.J Towers" Dalal Street, Mumbai - 400001 Scrip Code: 533284 | National Stock Exchange of India Limited Exchange Plaza, BandraKurlaComplex, Bandra (East), Mumbai - 400051. Scrip Code: RPPINFRA |
|---|---|

Dear Sirs

Sub: Intimation under Regulation 30(2) read with clause 14 of Schedule III, Part A, Para A, of SEBI (LODR) Regulations, 2015 Adoption of Memorandum of Association and Articles of Association as per the provision of Companies Act, 2013 - reg.

We would like to inform you that the Shareholders of the Company at the 24th Annual General Meeting held on 27-09-2019 duly approved and adopt the Memorandum of Association and Articles of Association as per the provisions of Companies Act, 2013. We herewith enclosed the Memorandum of Association and Article of Association adopted by Shareholders at the Meeting.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For RPP INFRA PROJECTS LIMITED

**A.KARTHISWARAN
COMPANY SECRETARY**

Encl: As Above

Regd Office :
S.F. No. 454, Raghupathnaikena Palayam,
Railway Colony (Post), Poondurai Road,
Erode - 638 002. Tamilnadu. India.

☎ : +91 424 2284077
☎ : +91 424 2282077
✉ : ao@rppi.com
🌐 : www.rppi.com

CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
Service Tax No. AAACR9307EST001
GSTIN No. : 33AAACR9307E1Z0

FORM L. R.



CERTIFICATE OF INCORPORATION

No 181-6113 of 19 95

I hereby certify that " R.P.P. CONSTRUCTIONS
PRIVATE LIMITED " ** **

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

Given under my hand at COIMBATORE

this FOURTH day of MAY
FOURTEENTH VAISAKHA

One thousand nine hundred and NINETY FIVE
One thousand nine hundred and SEVENTEEN (SAKA)



N. S. Ponnunambi

(N.S. PONNUNAMBI)
Registrar of Companies
TAMIL NADU
COIMBATORE

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, तमिलनाडु, कोयंबतूर

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U45201TZ1995PTC006113

मैसर्स R P P CONSTRUCTIONS PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
R P P CONSTRUCTIONS PRIVATE LIMITED

जो मूल रूप में दिनांक चार मई उन्नीस सौ पचानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
R P P CONSTRUCTIONS PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ यदित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्.आर.एन. A73441891 दिनांक 27/11/2009 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
R.P.P. INFRA PROJECTS PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कोयंबतूर में आज दिनांक सत्ताईस नवम्बर दो हजार नौ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Tamil Nadu, Coimbatore

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U45201TZ1995PTC006113

In the matter of M/s R P P CONSTRUCTIONS PRIVATE LIMITED

I hereby certify that R P P CONSTRUCTIONS PRIVATE LIMITED which was originally incorporated on Fourth day of May Nineteen Hundred Ninety Five under the Companies Act, 1956 (No. 1 of 1956) as R P P CONSTRUCTIONS PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A73441891 dated 27/11/2009 the name of the said company is this day changed to R.P.P. INFRA PROJECTS PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Coimbatore this Twenty Seventh day of November Two Thousand Nine.



P. Rajagopalan
(P RAJAGOPALAN)

कम्पनी रजिस्ट्रार / Registrar of Companies
तमिलनाडु, कोयंबतूर
Tamil Nadu, Coimbatore

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पता के अनुसार
Mailing Address as per record available in Registrar of Companies office:

R.P.P. INFRA PROJECTS PRIVATE LIMITED
140, PERUNDURAI ROAD, P AND C TOWERS, III FLOOR,
ERODE - 638011,
Tamil Nadu, INDIA

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, तमिलनाडु, कोयंबतूर

लिमिटेड कम्पनी के रूप में परिवर्तित होने के परिणामस्वरूप, कम्पनी के नाम में परिवर्तन का नया
निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L45201TZ1995PLC006113

मैसर्स R.P.P. INFRA PROJECTS PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

R.P.P. INFRA PROJECTS PRIVATE LIMITED

जो मूल रूप में दिनांक चार मई उन्नीस सौ पचानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

R P P CONSTRUCTIONS PRIVATE LIMITED

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, के साथ पठित धारा 31/21 की शर्तों के अनुसार विधिवत आवश्यक
विनिश्चय दिनांक 21/01/2010 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स

R.P.P. INFRA PROJECTS LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कोयंबतूर में आज दिनांक आठ मार्च दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Tamil Nadu, Coimbatore

Fresh Certificate of Incorporation Consequent upon Change of Name on
Conversion to Public Limited Company

Corporate Identity Number : L45201TZ1995PLC006113

In the matter of M/s R.P.P. INFRA PROJECTS PRIVATE LIMITED

I hereby certify that R.P.P. INFRA PROJECTS PRIVATE LIMITED which was originally incorporated on Fourth day of May Nineteen Hundred Ninety Five under the Companies Act, 1956 (No. 1 of 1956) as R P P CONSTRUCTIONS PRIVATE LIMITED having duly passed the necessary resolution on 21/01/2010 in terms of Section 31/21 read with Section 44 of the Companies Act, 1956; the name of the said company is this day changed to R.P.P. INFRA PROJECTS LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Coimbatore this Eighth day of March Two Thousand Ten .



P. Rajagopalan
(P RAJAGOPALAN)

कम्पनी रजिस्ट्रार / Registrar of Companies
तमिलनाडु, कोयंबतूर
Tamil Nadu, Coimbatore

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध प्रमाणों का पता :

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

R.P.P. INFRA PROJECTS LIMITED
140, PERUNDURAI ROAD, P AND C TOWERS, III FLOOR,
ERODE - 638011,
Tamil Nadu, INDIA

**MEMORANDUM OF ASSOCIATION
OF
R.P.P INFRA PROJECTS LIMITED**

- I. The name of the Company is “R.P.P INFRA PROJECTS LIMITED”.
- II. The Registered office of the Company will be situated in the State of Tamilnadu.
- III. The Objects for which the Company is established are:

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:

1. To carry on the business as Builders and building contractors and to layout, develop, construct, build, erect, demolish, re-erect, alter repair, remodel or do any other civil or architectural work in connection with any building or building scheme, roads, highways, docks, ships, sewers, bridges, canals, wells, springs, serais, dams, power plants, bours, wharves, ports, reservoirs, embankments, tramways, railways, irrigation, reclamation, improvements, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works or any other structural or architectural works of any kind and to purchase, acquire, take on Lease or in any other lawful manner any area, land, buildings, structures, build townships, markets or any other buildings or conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences, drainage facility, electric, telegraphic, telephonic, television installations and to deal with the same in any manner whatsoever.
2. To carry on business as Engineering and Procurement Contractors, general engineers, mechanical engineers, process engineers, civil engineers, general mechanical and civil contractors for power plants and to enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore either alone or jointly with companies or persons, works of all description including plants of all description, factories, mills, refineries, pipelines, gas works, electrical works, thermal, hydel, solar, wind, tidal, natural gas, diesel, biomass power plants, water works, water treatment plants and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory or to invest in or acquire interest in companies carrying on the above businesses.
3. To carry on the business of construction/infrastructural development, civil engineers and contractors, architects, surveyors, town planners, estimators and valuer and also to undertake infrastructural projects and for the said purposes to participate in tenders, enter into contracts, agreements, joint ventures or memorandum of understanding with the Central or any State Government/s, Government Department/s and Undertaking/s, Municipality, Local Authority, Corporation, Cooperative Society, Company, Firm, Partnership, person or persons, individual or individuals and to obtain from them the rights of all sorts for assistance, privileges, charters, licenses and concessions, as may be necessary or incidental in connection thereto.

4. To provide, develop, own, maintain, operate, instruct, execute, carry out, improve, construct, repair, work, administer, manage, control, transfer, on a build, operate and transfer (BOT), or build, own, operate and transfer (BOOT) or build, operate, lease and transfer (BOLT) basis or otherwise, make tenders, apply or bid for, acquire, invest in, transfer to operating companies in the infrastructure sector, any infrastructure facilities including but not limited to roads, bridges, airports, ports, waterways, rail systems, highway projects, water supply projects, irrigation projects, pipelines, sanitation and sewage systems, water treatment system, solid waste management system, generation, supply and distribution of electricity, power projects, telecommunication facilities, housing projects, commercial real estate projects, warehouses, factories, godowns, other works or convenience of public or private utility involving public or private financial participation, either directly or through any subsidiary or group company or companies, and to carry on the business on contractual basis, assign, convey, transfer, lease, sanction, sell, the right to collect any rent, toll, compensation charges or other income from infrastructure projects undertaken by the company.
5. To invest in industrial enterprises by acquiring shares, stock, debentures or other securities of such enterprises or by providing loans or other financial facilities to such enterprises, establish, promote, form, invest in companies providing, developing, constructing, repairing, working, administering, managing, controlling, on a build, operate and transfer (BOT), or build, own, operate and transfer (BOOT) or build, operate, lease and transfer (BOLT) basis, any infrastructure facilities including but not limited to roads, bridges, airports, ports, waterways, rail systems, highway projects, water supply projects, irrigation projects, pipelines, sanitation and sewage systems, water treatment system, solid waste management system, generation, supply and distribution of electricity, power projects, telecommunication facilities, housing projects, commercial real estate projects, warehouses, factories, godowns, other works or convenience of public or private utility and to acquire and hold controlling or other interest in the share capital or otherwise of such companies.
6. ** To produce, treat, process, prepare, refine, import, export, purchase, sell and generally to deal in, and to act as brokers, agents, stockist, distributors and suppliers of all types and kinds of construction materials including cement (whether ordinary, white, coloured, Portland, pozzolana, blast, furnace, slag, rapid hardening, silica or otherwise), lime and limestone, clinker and/or by products thereof, as well as cement products such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden wares, plaster of Paris, lime, pipes, building materials and otherwise and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith; to take on lease, acquire, erect, construct, establish, work, operate or/and maintain cement factories, quarries, mines, workshops and other works and to process, prepare and generally to deal in cement oriented products, cement poles, cement pipes and cement benches and pre stressed concrete building

section, bridge section, walls, drain covers, and fire clay and fire bricks of all kinds, stoneware, bricks, tiles, earthenware, glassware, glass, crockery, sanitary wares, china and terracotta, refractory's and ceramic wares of all kinds and other allied goods and deal in and undertake manufacturing of bricks, tiles, cement pipes, cement poles, lime, building materials, requisites and other materials used in construction or any substitute thereof.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE:

1. To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any right or privileges, licenses or easements which the company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the company's property or rights for the time being and to erect, establish, maintain, improve and work any buildings, offices and to sell or let out or mortgage all or any portion of the same as may be thought desirable.
2. To pay all the costs, charges and expenses of the promotion, formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commission, brokers fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares or debentures or by a call or option on shares, debentures or securities of this company or any other company or in any other manner, whether out of the company's capital or profits or otherwise) any person, firm or company for services rendered or to be rendered in procuring any property or business to the company or in placing or guaranteeing the subscription of shares, debentures or other securities of the company or in or about the formation or promotion of the company or for any other reason which the company may think proper.
3. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning affairs of the company, and to pay, satisfy or compromise any claim made against the company or its officers notwithstanding that the claim may not be valid in law.
4. To be interested in, promote and undertake the formation and establishment of such institutions, businesses, companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the company.
5. To enter into any agreement with any individual, firm, company or corporation whether Indian or Foreign for any collaboration, technical or otherwise or for imparting or obtaining any technical know-how, expert advise or information on such items and conditions as may seem necessary and expedient.

6. To acquire, purchase and undertakes all or any part of the business, property and liabilities or any person or firm or company carrying on or proposing to carry on any business which this company is authorised to carry on (or) possession of property suitable for the purpose of the company or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the company including to absorb the business of R.P.P. Builders a partnership firm to continue the effort / contracts and related works.
7. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the business which this company is authorised to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company or to acquire an interest or amalgamate with or enter into partnership or into any arrangement for sharing profit or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid any property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
8. To enter into any arrangements financial or otherwise with any Government or State or authority (Municipal or local or otherwise) or any Corporation or Company or person, that may seem conducive to the attainment of the Company's objects or any of them and obtain from any such Government, authority, corporation, company or person any charters, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any charters, decrees, rights, privileges and concessions.
9. To borrow, raise moneys, obtain guarantees by the issue of bonds, debentures convertible or otherwise and to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital or otherwise to transfer or convey the same absolutely or in trust and to give the lenders powers of the property(except uncalled capital) and other powers as may be deemed expedient and to purchase, redeem or pay of any such securities within the permissible limit without doing any banking, business as defined in the Banking Regulation Act, 1949 or to receive moneys as deposits with or without interest within the permissible limit without doing any banking business as defined in the Banking Regulation Act, 1949.
10. To guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bond, debentures, contracts, mortgage, charges, obligations, instruments and securities of any company or any authority, municipal local or otherwise or of any person whomsoever, whether incorporated or not and generally to guarantee, to become sureties for the performance of any contracts or obligations.

11. To draw accept, endorse, negotiate, promissory notes, bills of exchange, hundies or other negotiable instruments.
12. To open any account or accounts with any individual, firm or company or Corporation of Co-operative societies or with any Bank and to pay into, withdraw money from such account or accounts.
13. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with, all or any part of the property, rights and concessions of the company.
14. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licenses and concessions for or in relation to any of the object of business herein mentioned and to undertake, sub-contract, execute, carry out, dispose of or otherwise turn to account the same.
15. To establish and to maintain any agencies in any part of the world for the conduct of the business of the company or for the same of any materials or things for the time being at the disposal of the company for sale; and to advertise and adopt such means of making known, all or any articles or goods traded or dealt in any, the company, in any way that may be thought advisable including the posting of bills in relation thereto and to issue of circulars, books pamphlets and price lists and the conducting of competitions, and the giving of prizes and rewards.
16. To obtain under any Act of Legislature of Parliament, for enabling the Company to obtain any powers and authorities necessary or expedient to carry out or extend any of the objects of the company or for any other purposes which may seem expedient and to oppose any proceedings or applications which may directly or indirectly prejudice the Company's interest.
17. To employ experts to investigate and examine into the condition, prospects value character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
18. To appoint and remunerate experts, engineers, mechanics, managers, accountants, lawyers, professors, teachers, contractors, brokers, canvassers, agents, artisans, workmen and other person and to establish and maintain agencies, branches and offices in the Indian Union or elsewhere for the purpose of achieving all or any of the objects of the Company and / or to discontinue the same.
19. To remunerate (by cash or otherwise or by assets or by allotment of fully or partly paid shares or shares credited as fully or partly paid up or in any other manner) any persons, firms, associations, or technical aid and advice, granting licenses or permission for the use of patents, trade secrets, trademarks, processes and in acting as trustees for debenture holders or debentures stockholders of the company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional, for

any shares, debentures or debenture-stock, or other securities of the company or of any company promoted by this company or for services rendered in or about the formation of the company or any company promoted by this company or in introducing any part of business to the company or in or about the conduct of the business of this company or for guaranteeing payment of such debenture stock or other securities and any interest thereon.

20. To provide for the welfare of Directors or employees, or ex-employees of the company or its predecessors in business and the wives, widows and families or the dependants or connections of such Directors, employees or ex-employees by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, insurance, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit.
21. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company, and also subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national public, cultural, educational or other institutions or objects of for any exhibition or for any public, general or other object, but not to any political party or political purpose.
22. To undertake and execute any trust as may seem desirable, either gratuitously or otherwise.
23. To take over any company or companies and to amalgamate with any company or companies having objects similar or different to this company for the purpose of diversification and expansion into other fields or manufacturing or other industries subject to the provisions of the Companies Act and the Rules framed there under and any law and rules for the time being in force relating thereto. To enter into collaboration agreements with any person or company or corporation established in India or outside India to attain the main objects and to share technical knowhow for further improvement of the products.
24. To procure the company to be registered or recognised in any part of the world.
25. To pay all preliminary expenses of any company promoted by the company or any company in which the company is or may contemplate being interested, including in such preliminary expenses of all or any part of the costs and expenses of owner of any business or property acquired by any such company.

26. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever, conducive to the interest of the company.
27. To do all or any of the acts to the attainment of the main objects or any of them in any part of the Union of India and of the world subject to the provisions of the Companies Act, 1956.
28. To sell, let, exchange, or otherwise deal with the undertaking of the company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company and if thought fit to distribute the same among the shareholders of this company.
29. To distribute any of the properties of the company amongst the members in specie or cash on liquidation of the company as required by law.
30. To sell the company as a going concern.
31. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partially, and if thought fit, to effect any insurance by joining or becoming a member of any mutual, protection or indemnity association, federation or society and to accept any such insurance, or any part thereof for the account of the company.
32. To refer to arbitration any claim, demand, dispute, legal proceedings or any other question by or against the company or in which the company is interested or concerned.
33. Subject to the provisions of Section 78 of the Companies Act, to place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply, as the company from time to time may think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company and moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the company of forfeited shares or from unclaimed dividends.
34. To apply for promote and obtain the incorporation, registration or other recognition of the company, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any parliament, Local Government, Municipal or other authority or body, for any acts or parliament laws, decrees, concessions, orders, right or privileges that may seem conducive to the company's objects or any of them and to oppose by lawful means any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.

35. To establish and maintain or procure the establishment and maintenance of any contributory pension or super-annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who or were at any time in the employment or service of the company, or who are or were at any Directors or Officers of the company or if any such other company as aforesaid, and the wives widows, families, dependants and connections of any such person and to also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company of any such other company as aforesaid and make payments to or towards the insurance.
36. *** To carry on the business of financing or lending of money to such person, firms, companies, local bodies or Government with or without security and on such terms as rate of interest, and repayment as may deem fit and generally to finance industrial enterprises without conducting any banking business as defined under Banking Regulation Act 1949 and to carry on the business of guarantors and sureties for the performance of any contract.
37. To carry on the business of an investment trust company and to underwrite, sub underwrite, to invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture stocks, bonds, units obligations and securities issued or guaranteed by Indian or Foreign Governments, State Dominions, Sovereigns Municipalities or Public Bodies or Authorities and shares, Stocks, Debentures, Debenture Stocks, Bonds, units obligations and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.
38. To acquire immovable or movable property which the company may think it desirable to acquire by way of investments, or with a view to provide commercial and housing scheme to the depositors of the company.
39. To manage investment pools, mutual funds, syndicates in shares, stocks, securities, finance and real estate.
40. To carry on the business of commercial agents, mortgage brokers, financial agents and advisers and as registrars and transfer agents and to act as Financial Consultants, Management Consultants, Investment Consultants and Provide Advise, Services, consultancy in various fields including Secretarial, Commercial, Financial, Legal, Taxation, Accountancy and Data Processing and to take part in the formation of any company or undertake and for the purpose to act as issue house, Registrars and Share Transfer Agents, Financial Advisors and Agents.
41. To produce power from conventional and non conventional sources and supply, sale to Government, Government agencies and to private users.

42. To act as representatives, agents, dealers, distributors for manufacturers or suppliers within India and abroad for equipments, machinery, components, goods and commodities of every description.
43. To manufacture, purchase, acquire, sell, give or otherwise deal with engines and other machinery, pumps, tractors, trailers, agricultural implements, tools and other materials for the purpose of agricultural and cultivation and growing of sugarcane, sugar beat, Tapioca, seeds and other crops and for horticultural purpose and for the manufacture of sugar, paper including cardboards, mill boards, ply boards, strawboards, paper pulp, alcohol, liquor, chemicals, fertilisers and seeds.
44. To undertake and execute all contracts for works including supply or use of machinery or components of any kind and carry out any ancillary work connected of any kind and carry out any ancillary work connected with such works and contracts ant to deal in scrap materials and also to act as structural, civil and mechanical engineers and contractors.
45. To carry on all or any of the business of transport, cartage, taxi operators and haulage contractors, garage proprietors, owners and charters of road vehicles, air craft and ships, tugs, barges and boats of every description.
46. To deal and manufacture all types of electronic components, devices, equipments, micro chips and all types of computer components and to carry on the business of providing data processing services for all kinds of software application by using Computer.
47. To act as electrical engineers and contractors.
48. To carry on the business of designers, manufactures, producers, fabricators, assemblers, importers, exporters, buyers, sellers, dealers, stockist, suppliers, wholesalers, retailers, repairs and hirers of all kinds of number plates including High Security Registration Plates (HSRP)
49. To manufacture, process, export, import, trade, distribute, all types of Cards including Smart Card driving licence, and to colour, print, cut in various shapes press, process, impress with names and other particulars, use, re-use and do anything desired or required on the cards manufactured, processed, exported, imported or traded.
50. To carry on the business of Intelligent Transportation System (ITS) and to provide the application of advanced sensor, computer, electronics, and communication technologies and management strategies- in an integrated manner to improve the safety and efficiency of the surface transportation system.

- IV. The liability of the members is limited.
- V. * The Share capital of the Company is Rs. 34,00,00,000/- (Rupees Thirty Four Crore Only) divided in to 3,40,00,000 (Three Crore Forty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each. The Company shall have power to issue equity shares or preference shares in the capital original or increased in accordance with the provisions of the Companies Act, 2013 and the directors may subject to the provisions of the Act exercise such power in any manner, they think fit and provide for redemption of the preference shares on such terms including right to redeem at a premium or otherwise.

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

| Sr. No. | Name, Address, Description and Occupation of Subscribers | No. of equity shares taken by each subscribers | Signature |
|----------------|--|---|---------------------------|
| 1 | P. ARULSUNDARAM S/o. R.P. Poosappan 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business | 100 (One Hundred) | (sd.) P. Arulsundaram |
| 2 | P. SELVASUNDARAM S/o. R.P. Poosappan 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business | 100 (One Hundred) | (sd.) P. Selvasundaram |
| 3 | GOWRIAMMAL W/o. R.P. Poosappan 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business | 100 (One Hundred) | (sd.) Gowriammal |
| 4 | PADMINISUNDARAM W/o. P. Selvasundaram 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business | 100 (One Hundred) | (sd.) Padminisundaram |
| Total | | 400 (Four Hundred) | |

Date: 10.04.1995

Place: Erode

Witness to the above Signatures:

The contents of Memorandum has been read and explained to subscriber No.3 in Tamil.

(sd.)

E.P. Kathirvel, B.Com. F.C.A.,
Chartered Accountant
S/o. E.P.Palanisamy,
220, Veerabatra Street,
Erode 638 003.

**** Altered by replacing the existing Clause V of the Memorandum of Association vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Company held on 15.03.2018.***

***** Included in the Memorandum of Association vide Special Resolution passed at the Annual General Meeting of the Company held on 27.09.2019.***

****** merging objects of the Memorandum of Association, mentioned under Clause III (C) - 'Other Objects' with Clause III (B) - 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently renaming Clause III (B) as 'Objects Incidental or Ancillary to the attainment of the Main Objects' and changing the present object numbering in Clause III (C) to 36 to 50 instead of 1 to 15 as appearing now, vide Special Resolution passed at the Annual General Meeting of the Company held on 27.09.2019.***

**ARTICLES OF ASSOCIATION
OF
R.P.P INFRA PROJECTS LIMITED**

INTERPRETATION

- I. (1) In these regulations—
- (i) "Act" means the Companies Act, 2013;
 - (ii) "Articles" means these articles of association of the Company or as altered from time to time;
 - (iii) "Board of Directors" or "Board", means the collective body of the directors of the Company;
 - (iv) "Company" means RPP Infra Projects Limited;
 - (v) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act;
 - (vi) "seal" means the common seal of the Company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- (3) The Regulations contained in Table "F" of the First Schedule to the Companies Act, 2013 or any statutory modifications thereof, shall apply to this Company as far as applicable except to the extent the said regulations have been expressly or impliedly altered or varied in these Articles. To the extent Table F becomes applicable, the applicable provisions of Table F shall be the regulations for the management of the Company and would be deemed to be part of this Articles.

SHARE CAPITAL AND VARIATION OF RIGHTS

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

2. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or 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 allotted may be issued 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.

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

(a) Equity share capital:

(i) with voting rights; and / or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(b) Preference share capital.

4. (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 such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

(ii) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.

5. 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 paripassu therewith.

6. Subject to the provisions 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 to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

7. (i) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -

(a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the

person concerned to renounce the shares offered to him or any of them in favour of any other person; or

(b) employees under any scheme of employees' stock option; or

(c) any persons, whether or not those persons include the persons referred to in clause(a) or clause (b) above.

(ii) 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.

ALTERATION OF CAPITAL

8. The company may, from time to time, by a resolution as prescribed by the Act –

(a) increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution;

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;

(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(e) 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.

9. Where shares are converted into stock –

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

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

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except

participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

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

10. The company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules,-

(a) its share capital; and/ or

(b) any capital redemption reserve account; and/ or

(c) any share premium account; and/ or

(d) any other reserve in the nature of share capital.

CAPITALISATION OF PROFITS

11. (i) The company in general meeting may, upon the recommendation of the Board and in accordance of provisions of the Act and the Rules, decide

(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 this clause, either in or towards—

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

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

(c) Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);

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

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

12. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

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

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

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

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

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

BUY-BACK OF SHARES

11. Notwithstanding anything contained in these articles but subject to all applicable provisions of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

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

13. (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

14. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.

(iii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.

15. The Chairperson of the company shall preside as chairperson at every general meeting of the company.

16. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

17. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

18. 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 Chairperson shall have a second or casting vote.

19. (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.

(ii) There shall not be included in the minutes any matter which, in the opinion of the Chairperson 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.

(iii) The Chairperson 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.

20. (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 in clause (1) above:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

ADJOURNMENT OF MEETING

21. (i) The Chairperson may, suo moto, 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) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

22. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote;
and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

23. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

24. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names standing in the register of members.

25. 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.

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

27. 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.

28. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

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

30. An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

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

BOARD OF DIRECTORS

32. 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 (fifteen).

33. (i) The board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

(ii) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

34. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) 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 a resolution passed by the Company in general meeting.

(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 -

(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.

35. The company may exercise the powers conferred on it by 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.

36. The Board of Directors shall have the power to open bank accounts and to operate all banking accounts of the company. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

37. (i) Subject to the provisions 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.

(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.

38. (i) 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.

(ii) 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.

(iii) 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.

39. (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, which shall be subsequently approved by members in the immediate next general meeting.

(ii) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

40. The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.

41. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association 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 of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these 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.

PROCEEDINGS OF THE BOARD

42. (i) The Board of directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

(iii) The quorum for a Board meeting shall be as provided in the Act.

(iv) The participation of directors in a meeting of the Board 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.

43. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

44. 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.

45. (i) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

46. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

(iii) 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.

47. (i) A committee may elect a Chairperson of its meetings, unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

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

(ii) The quorum of the Committee may be as fixed by the Board.

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

49. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

50. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of 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.

KEY MANAGERIAL PERSONNEL

51. Subject to the provisions of the Act, -

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

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

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

REGISTERS

53. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and 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.

THE SEAL

54. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as the Board may appoint for the purpose; and such director

and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

ACCOUNTS

55. (i) 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. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

DIVIDENDS AND RESERVES

56. (i) The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

(ii) Subject to the provisions of 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.

57. (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

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

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

WINDING UP

59. Subject to the applicable provisions of the Act and rules made thereunder -

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

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

INDEMNITY

60. (i) 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 into or act 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.

(ii) 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 defending any proceedings, whether civil or criminal in which judgement 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 the Court.

(iii) The Company may take and maintain any insurance as they 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.

61. Wherever in the Act, 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 out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

| Sl. No. | Name, Address & Description and Occupation, of the subscriber | Signature |
|---------|---|---------------------------|
| 1 | P. ARULSUNDARAM S/o. R.P. Poosappan 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business | (sd.) P. Arulsundaram |
| 2 | P. SELVASUNDARAM S/o. R.P. Poosappan 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business | (sd.) P. Selvasundaram |
| 3 | GOWRIAMMAL W/o. R.P. Poosappan 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business | (sd.) Gowriammal |
| 4 | PADMINISUNDARAM W/o. P. Selvasundaram 11/245, Ragupathy Naicken Palayam, Moolapalayam (P.O.), Erode 638 002. Business | (sd.) Padminisundaram |

Date: 10.04.1995

Place: Erode

Witness to the above Signatures:

The contents of Articles has been read and explained to subscriber No. 3 in Tamil.

(sd.)
E.P.Kathirvel, B.Com. F.C.A.,
Chartered Accountant
S/o. E.P.Palanisamy,
220, Veerabatra Street,
Erode 638 003.