

GACM TECHNOLOGIES LIMITED

(Formerly Known as Stampede Capital Limited)

Date: May 05, 2023

To,
The Secretary,
Listing Department
BSE Limited
P.J Towers, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 531723 / 570005

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza. 5th Floor, Plot No. C/1, G
Block Bandra - Kurla Complex, Bandra (E),
Mumbai-400051, Maharashtra.

Symbol: STAMPEDE / SCAPDVR

SUBJECT: INTIMATION OF ALTERATION IN THE MEMORANDUM OF ASSOCIATION (“MOA”) AND ARTICLE OF ASSOCIATION (“AOA”).

REFERENCE: REGULATION 30 READ WITH SCHEDULE III OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“THE LISTING REGULATIONS”)

Dear Sir / Madam,

In furtherance to the captioned subject and mentioned reference, we wish to inform you that the Registrar of Companies, Hyderabad has approved change of name of the Company and consequent to which a fresh Certificate of Incorporation (“COI”) dated May 04, 2023, has been issued.

The brief Change in Memorandum of Association and Articles of Association is hereto annexed and marked as **Annexure-A**.

Fresh Certificate of Incorporation along with altered MOA and AOA are hereto annexed and marked as **Annexure-B**.

This Intimation will also be made available on the website of the Company and can be accessed using the link: <https://www.stampedecap.com/>.

We request you to take the above on your record.

Thank you,
Yours faithfully,

For and on Behalf of GACM TECHNOLOGIES LIMITED
(Formerly Known as Stampede Capital Limited)

Abhishek Jain
Company Secretary and Compliance Officer
Membership No.: A62027
Place : Hyderabad
Encl : a.a

REGISTERED OFFICE: KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.

CIN: L67120TG1995PLC020170

WEBSITE: <https://www.stampedecap.com/> **EMAIL ID:** cs@stampedecap.com

CONTACT: 040-69086900/84

GACM TECHNOLOGIES LIMITED

(Formerly Known as Stampede Capital Limited)

Brief highlights of amendment in MOA made thereof are mentioned below:

Sr. No.	Changes
1.	Change in Clause 1 of MOA of the Company viz. "The name of the Company is <i>GACM TECHNOLOGIES LIMITED</i> "

Brief highlights of amendment in AOA made thereof are mentioned below:

Sr. No.	Changes
1.	The previous name of the Company viz. Stampede Capital Limited appearing in the Articles of Association has been changed to and shall now be read as " <i>GACM TECHNOLOGIES LIMITED</i> ".
2.	In Article 2(1)(e), the Company means " <i>GACM TECHNOLOGIES LIMITED</i> "

REGISTERED OFFICE: KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.

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सत्यमेव जयते

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Office of the Registrar of Companies

Hyderabad, 2nd Floor Corporate Bhawan, GSI Post, Tattianaram, Bandlaguda, Nagole, Telangana, 500068, India

Certificate of Incorporation pursuant to change of name

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

Corporate Identification Number (CIN): **L67120TG1995PLC020170**

I hereby certify that the name of the company has been changed from STAMPEDE CAPITAL LIMITED to GACM TECHNOLOGIES LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name BRILLIANT SECURITIES LIMITED

Given under my hand at Hyderabad this FOURTH day of MAY TWO THOUSAND TWENTY THREE

Gandikota Mahesh

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

ROC Hyderabad

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

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

GACM TECHNOLOGIES LIMITED

KURA Towers, 10th Floor, D. No.1-11-254&1-11-255 S.P. Road, Begumpet, NA, Hyderabad, Hyderabad-500016, Telangana, India

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





प्रारूप आई.आर.
Form I.R.

नियमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

B-1

ता. का सं.
No. **01-20170** of 19. **95-96**

मे एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम, 1956 (1956 के 1) के अधीन लिपित की गई है और यह कम्पनी परिमित है।

BRILLIANT SECURITIES LIMITED

I hereby certify that

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

मेरे हस्ताक्षर से आज ता. को दिया गया।

Given under my hand at **HYDERABAD** this **28th**

day of **April** One thousand nine hundred and **Ninety five.**

(8th Vaisakha 1917 saka)



जे.एस.सी.-1
J.S.C.-1.

(S.N. JEYA)

कम्पनियों का रजिस्टर
Registrar of Companies
Andhra Pradesh.

[Handwritten Signature]



**ROC
DOCUMENT**

E-2

Received Original
[Signature]
P. A. Holder. *2/19/95*

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, आंध्र प्रदेश

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L67120AP1995PLC020170

मैसर्स BRILLIANT SECURITIES LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
BRILLIANT SECURITIES LIMITED

जो मूल रूप में दिनांक अठारह अप्रैल उन्नीस सौ पचास के कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
BRILLIANT SECURITIES 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 पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.6.1985 एस्. आर्. एन. B15798978 दिनांक 19/07/2011 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
STAMPEDE CAPITAL LIMITED

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

यह प्रमाण-पत्र हैदराबाद में आज दिनांक उन्नीस जुलाई दो हजार ग्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Andhra Pradesh

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L67120AP1995PLC020170

In the matter of M/s BRILLIANT SECURITIES LIMITED

I hereby certify that BRILLIANT SECURITIES LIMITED which was originally incorporated on Twenty Eighth day of April Nineteen Hundred Ninety Five under the Companies Act, 1956 (No. 1 of 1956) as BRILLIANT SECURITIES 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 B15798978 dated 19/07/2011 the name of the said company is this day changed to STAMPEDE CAPITAL LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Hyderabad this Nineteenth day of July Two Thousand Eleven.



Registrar of Companies, Andhra Pradesh

कम्पनी रजिस्ट्रार, आंध्र प्रदेश

*Note: The corresponding form has been approved by Varaha Santoshi Jagirdar, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

STAMPEDE CAPITAL LIMITED

Plot No.1, 2nd Floor, JR Towers,, Road No.2, Banjarahills,,
Hyderabad - 500034,
Andhra Pradesh, INDIA





सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Hyderabad
2nd Floor, CPWD Building Kendriya Sadan, Hyderabad, Telangana, India, 500195

Corporate Identity Number: L67120TG1995PLC020170

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s STAMPEDE CAPITAL LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 29-09-2016 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Hyderabad this Fourth day of November Two thousand sixteen.



Ministry of
Corporate Affairs
- Govt of India

V G SATHIYA MOORTHY

Registrar of Companies

RoC - Hyderabad

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

STAMPEDE CAPITAL LIMITED

A to Z Elite, 1st Floor, Plot No. 197,, Guttala Begumpet Village, Madhapur,,
Hyderabad, Hyderabad, Telangana, India, 500081





सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Hyderabad

2nd Floor, Corporate Bhawan, GSI Post Tattiannaram, Bandlaguda, Nagole, Hyderabad, Telangana, India, 500068

Corporate Identity Number: L67120TG1995PLC020170

SECTION 13(1) OF THE COMPANIES ACT, 2013

**Certificate of Registration of the Special Resolution Confirming Alteration of
Object Clause(s)**

The shareholders of M/s STAMPEDE CAPITAL LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on -- altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Hyderabad this Thirteenth day of May Two thousand twenty-one.

Digitally signed by DS REGISTRAR OF COMPANIES HYDERABAD 2 on 13/05/2021 13:56:16 +0530. Reason: I certify the accuracy and integrity of this document. Date: 2021.05.13 13:56:16 +0530

HEMALATHA NELLORE

Registrar of Companies

RoC - Hyderabad

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

STAMPEDE CAPITAL LIMITED

402 to 404, 4th, Floor, Saptagiri Towers,, Begumpet, above Pantaloons,,
Hyderabad, Hyderabad, Telangana, India, 500016



FORM NO. INC-33

MEMORANDUM OF ASSOCIATION OF **THE GACM TECHNOLOGIES LIMITED** **(COMPANY)**

COMPANY LIMITED BY SHARES

***(Pursuant to Schedule I &
Sections 4 and 5 to the Companies Act, 2013)***

Clause 1 : The name of the Company is GACM TECHNOLOGIES LIMITED*%

* The members of the Company vide its Resolution and with approval of central government through letter dated 19-07-2011 changed the Name of the Company from Brilliant Securities Limited to Stampede Capital Limited.

** The members of the Company vide its Special Resolution dated 29-09-2016 altered the provisions of its Memorandum of Association with respect to its objects.

The members of the Company vide its special resolution passed through postal ballot on 07th May, 2021 had changed the object clause of the Company.

The members of the Company vide its resolution passed on 28.12.2015 through postal ballot had sub divided 1 (One) Equity Share of Face Value of Rs.10/- each into 10 (Ten) Equity Shares of Re.1/- Each

@ The members of the Company vide its resolution passed on 29.09.2016 in AGM had increased Authorized Share Capital of the Company from 24 Crores to 34 Crores

\$ The members of the Company vide its resolution passed on 30.09.2021 in 26th AGM had increased Authorized Share Capital of the Company from 34 Crores to 100 Crores.

% The members of the Company vide its special resolution passed on 20.04.2023 through Postal Ballot approved to Change name of the Company from Stampede Capital Limited to GACM Technologies Limited

Clause 2 : The registered office of the Company will be situated in State of Telangana

Clause 3 (a) : The objects to be pursued by the Company on its incorporation are: **#

1. To become a corporate member of Stock Exchanges, Security Exchanges, OTC exchanges (either Regional or National), Trading Houses, with Trading privileges Depositories either in India or abroad and to carry on the business as Shares and Stock Brokers / Dealers Securities Brokers / Dealers, Investment Brokers / Dealers, Sub-Brokers / Dealers Underwriters, Sub underwriters, Agents and Consultants for and to purchase, acquire, hold, sell, invest and otherwise deal in Stocks, Shares and Securities of all kinds, units of Unit Trust of India, Debentures, Bonds, Governments Securities, National Saving Certificates, Small Savings Scheme and generally Securities and National Saving Certificates, Small Savings Scheme and generally Securities and Savings, Investments, Financials Instruments of all kinds and to carry on the above business in India or abroad and for carrying out the above, to assimilate, compile, organize and analyze information about the characteristics, performances, interest or any other attributes of companies, Corporations, Firms, Trusts, Societies whether situated in India or abroad.
2. To carry on and undertake the business of Share Transfer Agents, Registrars to the issue Custodians, Portfolio Managers, Investment Counseling, Fixed Deposit Brokers/Dealers, and Discount Brokers, Market Makers, Merchant Bankers, Managers / Co-Managers to the issue, Advisors / Consultants to all public issues (including euro-issues or otherwise) and other allied activities.
3. To manage funds of the investors by investment in various avenues like income Funds, Risk Fund, Tax Exempt Funds, Pension/Superannuation Funds and to pass on the benefits of portfolio investments to the investors as dividends, bonus, interest and provide a complete range of services like investment planning, estate planning, tax planning, Portfolio Management, Consultancy / Counseling Service.
4. To undertake the activities of a Depository Participant or such other intermediary in terms of the Depositories Act, 1996, and the regulations made thereunder or any modification or re-enactment thereof and for that purpose to obtain the membership of the Central Depository Services (India) Limited (CDSL) or National Securities Depository Limited or such other Depository as may be recognized by the Government or any regulator or authority as approved by the Government from time to time under that Act.

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5. To carry on the business of investment advisor, debt arranger, advisor for debt issuance and to carry on investment advisory services, financial consultancy services, venture capital, custodial services, factoring, credit reference agencies, credit rating agencies, housing finance, foreign exchange broking, credit cards managing services, money changing, offering term loan(s), Inter-Corporate Deposits, offering all kinds of credit facilities, whether secured or unsecured, to provide micro credit and rural credit in accordance with and to the extent permissible under the applicable regulations in respect of each of the above activities in India or elsewhere, and to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas and to carry on the business or vocation of acting as advisers and consultants on all matters relating to corporate, commercial and industrial management, including trading, personnel, advertising and public relations, and to prepare evaluations, feasibility studies, project reports, and to give guidance and surveys and suggest ways and means for improving efficiency in investment opportunities, trades, business and organizations, and industries of all kinds in India and elsewhere and to carry on any business.
6. To carry on the business of providing and managing venture capital, seed capital and risk capital or any other business of similar nature which is permitted by Alternative Investment Funds Regulations, 2012 or any other guideline for the purpose.

Clause 3 (b) : Matters which are necessary for furtherance of the objects specified in Clause 3 (a) are:

1. To Lease, let, hire or otherwise deal with or dispose of the lands, houses, buildings, and other property or any part or portions thereof belonging to the Company or in which the Company is in any way interested or concerned for the purpose of business of the Company.
2. Subject to the provisions of the Banking Regulation Act, 1949, to receive moneys on deposits, loans or otherwise with or without interest and to secure the same in such manner and on such terms and conditions as the company may think fit and proper.
3. To guarantee the debts obligations, and contracts, of any person, firm, company or corporation whatsoever for the purpose of business.
4. To acquire and take over as a going concern by purchase of, or on lease and to undertake, to carry on the whole or any part of the business together with a goodwill and trade name, property rights and liabilities of any person or persons, firm or any Company

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carrying on any business, which is within the objects of the Company or which the Company is authorized to carry on or possessed or properly suitable for the purposes of the Company and to pay for the same by shares, debentures, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up such business.

5. To amalgamate, enter into foreign or Indian, technical and/or financial collaboration, partnership or into any arrangement The Company may at any time invite and receive or without any such invitation receive to and other person or all or nay of the objects of the company with or without any special conditions provided such gifts received or gifts made or the conditions provided such gifts received or gifts made or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company.
6. To promote, form and to be interested in, and take, hold and dispose of shares in any other
7. Company having objects similar, altogether or in part to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company and to subsidies or assist nay such Company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stock, debenture stock or other securities of such company and to transfer to any such Company and property of this company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in any such Company.
8. To enter into, make and perform contacts and arrangements of every kind and description with corporate Body, State or Central Government or any companies, firms or persons that may seem conducive to the company's objective or/and any of them and to obtain from any such authority and rights privileges, charters, concessions, licenses or purchase and sale of any kind of goods, machinery, spare parts, securities, shares, stocks, debentures etc. which the Company for the time being may think. desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
9. To subject, mortgage, lease, manage, develop, exchange, dispose of or transfer the business, immovable or movable property, and undertaking of the company or any part thereof any part of the property, rights and concessions of the company in such manner and upon such terms and conditions and for such consideration as the Directors of the Company for the time being, may think fit to accept and in particular for cash, shares,

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debentures, debenture-stock, bonds or securities or in part similar to those of this company.

10. To receive, raise or borrow money from time to time for any of the purposes of the Company by bonds, debentures or promissory notes or by taking credit in or opening current accounts with any individual or firm or with any individual or firm or with any bank or bankers and whether with or without giving any Security, goods, or other articles or by mortgaging, charging, hypothecating any lands, building and machinery, goods, assets or revenue of the company, present or future including its uncalled capital or by the issue of debentures, perpetual or otherwise including debentures convertible into shares of this or any other Company or to convey the same absolutely or in trust and give lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off such securities, subject to the provisions of Section 58 A of the Companies Act, 1956 and directives of Reserve Bank of India.
11. To lend or deposit moneys entrusted to or at disposal of the Company to such person or company and in particular to customers and others having dealing with the Company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transactions. However, the Company shall not carry on banking business as defined under the Banking Regulations Act, 1949.
12. To invest and deal with the moneys of the Company in immovable properties, shares, stocks, bonds, debentures, obligations or other securities of any Company or associations or in Government securities or in current or deposit account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time, sell or vary all such investments and execute all assignments, transfers, receipts and documents that may be necessary in its behalf.
13. To advance and/or lend money, either with or without security and generally to such persons, firms, associations, trusts, corporations, companies etc. upon such terms and conditions, as the Company may think fit.
14. To Guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments, stock and securities of any company or of any such authorities,

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supreme, municipal local or otherwise or of any person whomsoever, whether incorporated and generally to guarantee or become sureties for the performance of any contracts of obligations.

15. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any persons, firms and companies or Governments of State and to give indemnities.
16. To assist any Company, financially or otherwise or by issuing guaranteeing the subscription and issue of capital, shares, stocks, debentures, or other securities and to hold and deal in shares, stock and securities of company, notwithstanding that there may be liability thereon.
17. Subject to the provisions of the Act, to distribute among the members in special or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
18. To draw, make issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading letters of credit, delivery order, dock warrants, railway or transport receipts, warehouse keeper's certificate and other negotiable or commercial or mercantile instrument connected with the business of the company subject to the provisions of Banking Regulations Act, 1949.
19. To open accounts with any bank or banks and to deposit moneys therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether over draft or not) as may be required for any of the object or purposes of the company.
20. To insure any of other persons, properties, undertakings contracts, guarantee or obligations or profits of the Company of every nature and kind in any manner whatsoever.
21. To refer any dispute, claim or demand by or against the company to arbitration and observe and perform the awards.
22. To establish, provider, maintain and conduct or otherwise subsidies research laboratories and experimental stations, work-shops, for scientific and technical

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investigations and invitation by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, training colleges, schools and other institution for training lectures, meetings and conferences and by providing the remunerations scientific or technical professors or teachers and by providing for award of exhibitions, scholarship, prizes, and grants.

23. To be interested in, promote and undertake the formation and establishment of such institutions, associations, chambers of commerce, or other bodies, business, industrial, trading or manufacturing within the object of the Company as may be considered to be conducive to the profit and interest of the company and to acquire, promote and/or subsidies any industry or undertaking.
24. To undertake and execute any trust the undertaking whereof may seem desirable either gratuitously or otherwise, and/or to make donations to any person, Company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational, public, general or other object activity exhibition or trade show which may be conducive to the objects of the Company, or in the interest of its members or for the welfare of the staff and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of nay promote and reward studies, researches, investigations experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.
25. To enter into any arrangements and to take all necessary or proper steps with governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the company or effecting any modification in the constitution of the company or further the interest of its members and to oppose any such steps taken by the other company, firm or persons, which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interest of the company and to oppose and resist whether directly or indirectly, legislation which may seem disadvantageous to the company and to obtain from any such government, authority or any company any charter, contracts, decrees, rights, agents, loans, such decrees, rights, agents, loans privileges, or concessions which the company may think fit or desirable to obtain or carry out, exercise and comply with any such arrangements, charges, decrees, rights, privileges or concessions.

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26. To Promote, form and register and aid in promotion, formation and registration of any company or companies, subsidiary or otherwise, for the purpose or acquiring all or any of the property, undertaking, rights and liabilities of such company or for any other purpose which may seem directly or indirectly calculated to benefit this company and to be interested in, or take or otherwise acquire, purchase, hold, sell otherwise dispose of shares, debentures, and other securities in or of any such company, or any other company, for all or any other the object mentioned in the memorandum and to subsidize or otherwise assist any such company and to undertake the management or other work, duties and business of any such company on such terms and conditions as may be determine.
27. To pay out of the funds of the company, all expenses of and incidental to the issue of subscription of the shares or loans or capital including brokerage, underwriting or other commission for obtaining applications for placing or guaranteeing the placing of shares or any debentures, and other securities of this company and also all expenses attending the issue of any circular or notices and printing, stamping, circulating, proxies and forms to be filled up by the members of the Company.
28. To undertake or participate in the information, management, supervision or control of the business operations of any other company, firm or person.
29. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concerns, and undertakings and generally of any assets, concessions properties or rights.
30. To denote of gift in Cash or kind, for any national, charitable, benevolent, public, or useful purpose or to institution, club, society, research association, fund, university, college or any other person or body.
31. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out, and enjoy any character, license, power, authority, franchise concession, right or privilege, which any government or authority, or any corporation or other public body may be empowered to grant and pay for, aid in and contribute towards carrying on the same into effect.
32. To apply for purchase of otherwise acquire any patents, patent rights, copyrights, trademarks formula, licenses, concession and the like or any secret or otherwise

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information, the acquisition of which may seem, calculated directly or indirectly to benefit the company.

33. To Invest and deal with the moneys of the company not immediately required in any manner.
34. To adopt such means of make in known and advertising the business of the company as may seem expedient.
35. To become member of other bodies of persons and associations including societies, clubs and companies limited by guarantee, whether formed for profit, or for non-profit, or for non-profit activities.
36. To Pay out of the funds of the company all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the company or any other promoted by the company or any or company in which the company is or may contemplate being interested.
37. To carry on and undertake the business of finance, investments & trading, hire purchase, leasing, loan syndications and to finance, arrange refinancing, lease operation of all kinds, purchasing, selling, hiring or letting or hire all kinds or plant & machinery and equipment that the company may think fit and to assist in financing of all and every kind of description of hire purchase or deferred payment or similar transitions and to subsidies, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind of description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lands and buildings, plant & machinery, equipment, ships, aircraft, automobiles, computers them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used.
38. To Carry out financing operations and perform financing services including factoring and credit cards loan syndication of all sorts including foreign currency loans, Floating rate notes, Currency and interest rate swaps, revolving underwriting facilities and the hike and making of loans both short and long term and to finance any company, body corporate, firm, person or associations and any industrial enterprises by way of lending and advancing money, machinery, land, building, shed or such other things as may be required by such industrial enterprise either with or without security and upon such terms and conditions as the company may think fit and to guarantee or become sureties

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for the performance of any agreement or contract entered into by any industrial enterprises with nay financial institutions, banks, or other parties for obtaining finance whether for its long term capital, working capital or for any deferred payment finance and to lend or advance money to builders and other person without or with securities on securities of all descriptions.

39. To deal in end/or to give on hire all types and kinds of containers including cylinders used for containing gases and chemicals.

Clause 4 : **The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them**

Clause 5 : The Authorized Share Capital of the company is Rs. 100,00,00,000 /- (Rupees Hundred Crores only) divided into divided into 88,00,00,000 (Eighty-Eight Crore only) ordinary Equity Shares of Re. 1/- (Rupee One) each, 12,00,00,000 (Rupees Twelve Crore only) equity shares-differential voting rights (DVR Equity shares) of Rs. 1 each, with power to increase or reduce the capital and to divide shares in capital for the time being, into several classes and to attach thereto respectively, such preferential, differed, qualified or special rights (Weather relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by the Company.
##@\$

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VI. We the several persons, whose names and addresses are subscribed on the page, are desirous of being formed into a limited company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set out opposite to respective names.

Sl. No.	Signature, Name, Description, occupations and address of subscribers	Number of equity shares taken by each subscriber	Signature, Name, Description, occupations and address of witness
1.	(Sd/-) Ch. Sreeman Narayan 40/582-16, Challa Compound, Dharmapet, Kurnool - 518004. SERVICE	100 (One Hundred only)	Sd/- K.K Gupta, FCA Chartered Accountant S/o. Sri.K.B.Gupta 3464, Dundoo Vihar, R.P. Road Secunderabad - 500 003.
2.	(Sd/-) C.Sudhir Babu S-5, Sivam Apartments, Prasanth Nagar, New Nallakunta, Hyderabad, SERVICE	100 (One Hundred only)	
3.	(Sd/-) S. Sreenivasulu 40/386, Goshala, Park Road, Kurnool - 518 001. SERVICE	100 (One Hundred only)	
4.	(Sd/-) L.Ramesh Babu 2/333-A, Peta, Kurnool - 518 001 SERVICE	100 (One Hundred only)	
5.	(Sd/-) D.Srinivasa Rao H.No. 7-2- 1087/A/41, B.K. Guda, S.R.Nagar, Hyderabad - 500 038. SERVICE	100 (One Hundred only)	
6.	(Sd/-) M.Mohan H.No.2. S.V.R.Nagar, Hyderabad. SERVICE	100 (One Hundred only)	
7.	(Sd/-) A.Vijaya Kumar Plot No.130, R.K. Housing Cly., Dr.A.S.Rao Nagar, Hyderabad-500 762 SERVICE	100 (One Hundred only)	
	Total No. of Equity Shares taken	700 Seven Hundred only	

Date: 31-03-1995
Place: Hyderabad.



7

[Handwritten Signature]

The Companies Act, 2013
Company Limited by Shares
(Incorporated under the Companies Act, 1956)
ARTICLES OF ASSOCIATION
OF
GACM TECHNOLOGIES LIMITED*

Table "F" shall not apply

1. a. The Regulations contained in "Table F" of Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated or expressly made applicable in these articles or by the said Act.

- b. These regulations for the management of the Company and for the observance by the members thereto and their representatives shall be subject to deletions, alterations or additions made pursuant to the statutory powers under the Companies Act, 2013 from time to time.

Interpretation

2. 1. In these regulations:
 - a. "The Act" or "The Companies Act" means the Companies Act, 2013, or the Previous Companies Act, as may be in force at any given point of time, and shall be deemed to include rules, regulations, notifications, guidelines, circulars or clarifications made, issued / given there under from time to time.
 - b. "Articles" means these Articles of Association of the Company as altered and prevailing from time to time.
 - c. "Board of Directors" or "Board" means the collective body of the Directors for the time being of the Company.
 - d. "Chairperson" includes Chairman.
 - e. "Company" means GACM TECHNOLOGIES LIMITED*.
 - f. "Depository" means Depository as defined in the Act
 - g. "Director" means a director appointed to the Board.
 - h. "In Writing" and "Written" includes printing, lithography and other modes of representing or reproducing words in visible form including in electronic form.
 - i. "Member" or "Shareholder" shall mean the registered holder (either holding shares in physical form or in dematerialized form in the records of the Depository) for the time being of any shares in the Capital of the Company.

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- j. "Memorandum" means the Memorandum of Association of the Company, as may be altered and prevailing from time to time.
 - k. "Month" means calendar month.
 - l. "Rules" means Rules prescribed under the Act.
 - m. "Seal" means the Common Seal for the time being of the Company.
 - n. "The Office" means the Registered Office for the time being of the Company.
- (2). Where the context admits or requires, words importing the singular number shall include the plural number and vice versa and words importing the masculine gender shall include feminine gender.
- (3). Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act.

Share Capital and variation of rights

3. The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original, increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided hereinafter and allowed by law.
4. 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 Board, who may issue, allot or otherwise dispose of the same to such persons, in such proportion, on such terms and conditions, either at a premium or at part, as fully or partly paid-up, for cash or for consideration other than cash including by way of payment for goods, property and assets acquired or services availed, or upon conversion of debentures or loans, and at such time as they may think fit.
5. The Company may issue 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 Act / Rules; and
 - (b) Preference Share Capital
6. Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act, 1996 and to offer its Shares, Debentures and other Securities for subscription in a dematerialised form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in physical and dematerialised form in any media as permitted by law including any form of electronic media.

7. All the shares in the capital of the Company, other than those held in dematerialised form, shall be numbered consecutively.
8. Share certificates shall be issued in accordance with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations, if any.
9. In respect of any share(s) held jointly by several persons, the Company shall not be bound to issue more than one certificate and the delivery of a certificate for the share(s) to one of several joint-holders shall be sufficient delivery to all such holders.
10. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof.
11. If any certificate is lost or destroyed, the Company may, upon furnishing proof of loss or destruction, execution of indemnity and affidavit, completion of statutory formalities, and reimbursement of out-of-pocket expenses, if any, incurred in investigating the evidence produced, to the satisfaction of the Board, and payment of such fees as may be fixed by the Board, issue a new certificate in lieu thereof.
12. The Company, at the request of the shareholder, issue two or more new share certificates in lieu of an existing share certificate, and consolidate the share comprised in two or more share certificates into one certificate, upon production and surrender of the existing share certificates.
13. The provisions of these articles relating to issue of certificates shall *mutatis mutandis* apply to debentures and other Securities of the Company.
14. The Share capital may be divided into different class 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, 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 that class, as prescribed by the Act.
15. Subject to the provisions of the Act and rules made there under, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to redeemed or converted into equity shares, on such terms and conditions and in such manner as may be determined by the Board.
16. The Board or the Company, as the case may be, subject to the provisions of the Act, 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 person whether or not including persons referred in (a) and (b) above
 - d) by way of preferential offer or private placement or otherwise as the board may determine in accordance with the Act and Rules made thereunder.

17. The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed such percentage of the price of shares / debentures as may be statutorily permitted. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Lien

18. (1). 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.
- (2). The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- (3). The Company's lien shall be absolute and hence Company shall not be bound to recognize any equitable or other claim or interest of any other person, creditor of the registered holder unless required by a court of competent jurisdiction or by any statute.
- (4). Unless otherwise agreed registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (5). The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:
- Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.
- (6). To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. 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.

- (7). 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. 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.
- (8). 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 recognise 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.
- (9). The provision of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

Calls on shares

19. (1). 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.

- (2). A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed, and may be required to be paid by instalments.

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

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

20. (1). 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 sums is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate, as the Board may determine.

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

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

- (2). In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

22. The Board—
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.
23. By the conditions of allotment of any shares, the whole or part of the amount of issue if 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
24. All calls shall be made on a uniform basis on all shares falling under the same class. (Explanation: shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class).
25. 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 any shares either by way of principal or interest nor any indulgence granted by the company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
26. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the company.

Transfer of shares

27. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by a Director or by some other person for the time being duly authorised by the Board of Directors in that behalf.
28. Shares in the Company shall be freely transferable. However, the Board may decline to register any transfer of shares on which the Company has a lien. The transferor shall be deemed to remain a holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
29. The Board may decline to recognise an instrument of transfer unless: -
- (a) the instrument of transfer is duly executed by or on behalf of both the transferor and the transferee and is in the prescribed form.
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares;

30. On giving not less than seven days' previous notice in accordance with the Act, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

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

31. The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to debentures and other Securities of the Company

If the shares are in dematerialised mode, same will be governed by Depositories Act.

Transmission of Shares

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

- (2). Nothing in clause (1) 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.

33. (1). Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either -

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

- (2). 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.

- (3). 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.

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

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

34. The Board may require any person(s) to whom any share(s) are being transmitted to fully indemnify the Company, its directors, key managerial personnel and officers, before registration of transmission.

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

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

36. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of share in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not he shall have express or implied notice thereof.
37. The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to debentures and other securities of the Company.

Forfeiture of Shares

38. (1). 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.
- (2). The notice aforesaid shall 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 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.
- (3). 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.
39. (1). A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (2). At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- (3). 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.

The liability of such person shall however cease if and when the Company has received payment in full of all such monies in respect of the share.

40. (1). 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.
- 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
- (2). person to whom the share is sold or disposed of.
- (3). The transferee shall thereupon be registered as the holder of the share.
- (4). 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.
41. Up on any sale after forfeiture or for enforcing a lien in exercise of the powers herein above 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.
- Upon sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificates if any, originally issued in respect of the relative share 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 a duplicate certificate(s) in respect of the shares to the person(s) entitles thereto. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
42. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
43. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the company.

Shares held in Depository

44. (1) Except as specifically provided in these articles, the provisions relating to joint holder of shares, calls, lien on shares, forfeiture of shares, transfer and transmission of shares and voting at meeting shall be applicable to shares held in a depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act, 1996 or any other law for the time being in force.
- (2). In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 or any other law for the time being in force shall apply.

- (3). A Register and an index of beneficial owners in the manner prescribed in the Act maintained by a depository under the provisions of the Depositories Act, 1996 or any other law for the time being in force shall be deemed to be a register of members, index of members and register and index of debenture-holders, as the case may be, for the purpose of the Act.

Alteration of Capital

45. Subject to the applicable provisions of the Act, the company may, from time to time, by ordinary resolution –
- (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;
 - (3). convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (4). sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (5). 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.
 - (6). the cancellation of shares shall not be deemed to be a reduction of share capital.

46. 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.

Reduction of Share Capital

47. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law –
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.
 - (d) any other reserve in the nature of share capital

Capitalisation of Profits

48. 1. The Company in general meeting may, upon the recommendation of the Board, resolve —
- (a). that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b). that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
2. The sum aforesaid shall not be paid in cash but shall be applied, 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 manner specified in sub-clause (A) and partly in the manner specified in sub-clause (B).
3. 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;
4. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
49. 1. Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
2. The Board shall have power:-
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

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

Buyback of Shares

50. Notwithstanding anything contained in these articles but subject to the 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

51. (i). All general meetings other than annual general meeting shall be called extraordinary general meeting.
(ii). The Board may, whenever it thinks fit, call an extraordinary general meeting.
(iii). If at any time, directors capable of acting who are sufficient in number to form a quorum are not within India, any director 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.

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. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

52. 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. The quorum for any general meeting shall be as provided in the Act.
53. (i). The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
(ii). 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.
(iii). If at any meeting no director is willing to act as Chairperson or if no director is present within thirty minutes or such other extended time the Act for the time being in force may provide, after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

54. (i). The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
(ii). No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (iii). When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - (iv). Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
55. When the Chair is vacant, no business shall be transacted or discussed at any general meeting except the election of Chairperson

Conduct at general meetings

56. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- i. on a show of hands, every member present in person shall have one vote; and
 - ii. in a poll or in an electronic voting, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
57. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once. A member who has already voted by electronic means shall not be entitled to vote on the same business again in any other manner whether on a poll or otherwise.
58. The Chairperson shall have a second or casting vote, in addition to the vote(s) to which he may be entitled as a member, on any business transacted at any general meeting, in case of an equality of votes, whether on show of hands, on a poll or in an electronic voting.
59. (i). In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii). For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
60. (i). If any member is a minor, the vote in respect of his shares shall be exercised by his guardian or any one of his guardians.
- (ii). 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.
61. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
62. 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.
63. (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.
- 64. 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 (whether a member or not) as a proxy on his behalf.
- 65. 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, and in default the instrument of proxy shall not be treated as valid.
- 66. An instrument appointing a proxy shall be in the form as prescribed in the Act / Rules.
- 67. 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

- 68. Subject to provisions of the Act, the number of Directors shall not be less than three and not more than fifteen. Provided the Company may appoint more than fifteen directors after passing a special resolution.
- 69. 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 to appoint any person as a director pursuant to any agreement, (which Director or Directors is /are herein after referred to as "Nominee Director(s)") on the Board, the Company may appoint such person nominated by such Lender(s) as Nominee Director, in accordance with the terms and conditions specified in the agreement executed with such Lender.
- 70. (i). Subject to provision of the Act, the Board shall have power at any time, to appoint Independent Director, provided that the number of the Directors and Independent Director together shall not at any time exceed the maximum strength fixed for the Board by Articles.

(ii). Independent Directors appointed under the provisions of the Act shall not be liable to retire by rotation.

71. The Director who is appointed as Chairperson, can occupy both the position of Chairperson and Managing Director or Chief Executive Officer (CEO) and such equivalent managerial position thereof, in the Company. The Director who occupies both the position as Chairperson and Managing Director as aforesaid shall not be subjected to retirement by rotation.
72. (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.
73. (i). The Board may appoint an alternate Director to act for a Director (hereinafter called the 'Original Director') during his absence for a period of not less than three months from India. 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 appointed under this Article shall not hold office as such for a period longer than that permitted to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.
74. The office of the Director shall stand vacated in accordance with the provisions of the Act.
75. A Director may resign from his office by complying with relevant provision of the Act.
76. (i). If the office of any director appointed by the Company in any 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.
- (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.
77. The remuneration to Directors, in so far as it consists of monthly payment, shall be deemed to accrue from day-to-day.
78. The remuneration payable to 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 or in such other manner permitted under the Act.
79. The fees payable to every Director for attending a meeting of the Board of Directors or Committee thereof shall be such sum as may be decided by the Board, subject to the provisions of the Act.

80. Every Director shall be entitled to be paid all travelling, hotel and other expenses properly incurred by him in attending and returning from meetings of the Board of Directors or any committee thereof or General Meetings of the Company or in connection with the business of the Company.
81. 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 its committee shall from time to time by resolution determine.
82. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a register to be kept for that purpose.
83. Subject to the provisions of the Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make a special exertion for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit, which remuneration may be in form of either Salary, Commission or a lump sum and may either be in addition to or substitution of the remuneration specified in the preceding articles.

Powers of the Board

84. The power to manage the Company's business shall be vested in the Board, who may exercise all such powers, and do all such acts and things, as the Company is permitted by its memorandum of association or otherwise authorised under by any law, directed or required to be exercise or done by the Company in general meeting subject to the provisions of the Act and other laws and of the memorandum and articles of association of the Company. Provided no such regulation made by the Company in general meeting shall invalidate any prior act of the Board, which would otherwise have been valid if such regulation had not been made.
85. The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, authorise any person to be the attorney of the Company for such purpose and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board by or under these articles and for such period and subject to such conditions as the Board may from time to time think fit.

Borrowing Powers

86. The Board may, from time to time, at their discretion, raise or borrow, or secure the payment of, any sum or sums of money for the 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 Company by way of special resolution in general meeting exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

The Board, with shareholders' 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 mortgage or charge the undertaking(s), properties and uncalled capital of the Company and issue debentures, bonds and other securities, whether outright or as collateral

security for any debt, liability or obligation of the Company or of any third party. Such debentures, bonds and other securities may be issued at a discount, premium or otherwise and with any privilege as to redemption, surrender, drawings or otherwise.

Managing Director

87. (i). Subject to the provision of the Act, the Board may, from time to time, appoint one or more of their Body to the office of Managing Director/Whole-Time-Director or Managing Directors / Whole-Time-Directors for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another or otherwise as they may deem fit. The Whole-Time-Directors who are in the whole-time employment in the Company shall be subject to supervision and control of the Managing Director and exercise such of the powers as vested by the Board from time to time.
- (ii). If a Managing Director / Whole-time Director ceases to hold office as Director, he / shall *ipso facto* immediately cease to be a Managing Director / Whole-time Director.
88. The Board may, from time to time, entrust to and confer upon the Managing Director/Whole-Time-Director for the time being, such of the powers exercisable under these presents by the Board as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for, all or any of the powers of the Directors in that behalf; and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

Proceedings of the Board

89. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
90. A Director may, and the Manager or the Company Secretary on the direction of the Director shall, at any time, summon a meeting of the Board.
91. 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.
92. 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.
93. The quorum for Board meeting shall be as provided in the Act.
94. 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 Act / Rules.
95. (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.

96. 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.
97. (i). The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii). If no such Chairperson is elected, or if at any meeting the Chairperson is not present within thirty minutes or such other extended time the Act for the time being in force may provide after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
98. Subject to the provisions of the Act, the Board may at its discretion delegate all or any of its powers to any Directors jointly or severally or to any one Director or to any Committee of Directors, as it think fit.
99. 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.
100. 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 Act / Rules.
101. 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 fifteen minutes or such other extended time the Act for the time being in force may provide, after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
102. A committee may meet and adjourn as it thinks fit.
103. 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.
104. 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.
105. Save as otherwise expressly provided in the Act, a resolution in writing, signed by 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.

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

106. 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.

Common Seal

107. The Company shall have a Common Seal and the Directors shall provide for safe custody of the seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by another Director or by any other person appointed by the Directors for the purpose.

Dividends

108. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. However, the Company may in a general meeting may declare a lesser amount of dividend.
109. 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.
110. (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.
111. (i). Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (ii). No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii). All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms

providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

112. 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.
113. Pursuant to the regulations relating to transmission of shares contained in these Articles, the Board may retain dividends payable on shares in respect of which any person is entitled to become a member pursuant to the transmission clause, until such person becomes a member in respect of such shares.
114. (i). Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through post directed to the registered address of the holder or through electronic transfer, 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.

(ii). Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
115. 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.
116. No dividend shall bear interest against the Company.
117. Payment of dividend in the manner specified in these Articles shall be made at the risk of the person entitled to the dividend paid or to be paid. The Company shall be deemed to have made the payment and assumes a good discharge for such payment, if such payment is made as per the provisions of these Articles or any other permissible means.

Reserves

118. (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 equalising 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.

(iii). The Board may at any time and from time to time, at their discretion take out of any Reserves and apply the money so taken out for any purpose for which it can be lawfully applied.

Accounts and Audit

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

- (ii). No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board.
120. The appointment, qualifications, powers, rights, duties and remuneration of the Auditors shall be regulated by and in accordance with the Act and Rules made thereunder.

Statutory Registers

121. The Company shall keep and maintain at its Registered Office all statutory registers, other than the Register of Members, which shall be maintained by the Registrar & Transfer Agents, for such duration as the Board may decide unless otherwise prescribed, 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 between 10.30 a.m. to 1.00 p.m. on all business days, at the Registered Office of the Company by the persons entitled thereon on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

Winding Up

122. Subject to the provisions of the Act and rules made there under-
- (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). 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 and Insurance

123. (i). Subject to the provisions of the Act, every Director, Managing Director, Whole-Time Director, Manager, Chief Executive Officer, Company Secretary, Chief Financial Officer 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 expenses) which such Director, Manager, Company Secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, Manager, Chief Executive Officer, Company Secretary, Chief Financial Officer or officer or in any way in the discharge of his duties in such capacity industry expenses.
- (ii). Subject as mentioned above, Every Director, Managing Director, Manager, Company Secretary or other officer of the Company shall be indemnified against any liability by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour on 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 or the Tribunal.

124. 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.

General Power

125. Wherever in the Act, Rules, Regulations, Guidelines, standards etc., by any statutory authority / body, 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 authorised 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, Rules, Regulations, Guidelines, standards etc., without there being any specific Article in that behalf herein provided.

Secrecy Clause

126. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interests of the Company to communicate to the Public.

Sl. No.	Signature Name, Description, occupations and address of subscribers	Signature, name and description, occupation and address of witness
1.	(Sd/·) Ch. Sreeman Narayan 40/582-16, Challa Compound, Dharmapet, Kurnool - 518 004. SERVICE	
2.	(Sd/·) C.Sudhir Babu S-5, Sivam Apartments, Prasanth Nagar, New Nallakunta, Hyderabad. SERVICE	
3.	(Sd/·) S.Sreenivasulu 40/386, Goshala, Park Road, Kurnool - 518 001. SERVICE	
4.	(Sd/·) L.Ramesh Babu 2/333-A, Peta, Kurnool - 518 001. SERVICE	
5.	(Sd/·) D.Srinivasa Rao H. No. 7-2-1087/A/41, B.K. Guda, S.R. Nagar, Hyderabad - 500 038. SERVICE	
6.	(Sd/·) M. Mohan H. No. 2, S.V.R. Nagar, Hyderabad. SERVICE	
7.	(Sd/·) A. Vijaya Kumar Plot No.130, R.K. Housing Cly., Dr. A.S. Rao Nagar, Hyderabad - 500 762. SERVICE	<p style="text-align: center;">(Sd/·) K.K. Gupta, FCA Chartered Accountant, S/o. Sri. K.B. Gupta, 3464, Dundoo Vihar, R.P. Road, Secunderabad - 500 003.</p>

Date : 31-03-1995
Place : Hyderabad.