

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ROYAL CHAIN LIMITED

(Formerly known as Royal Chain Private Limited & Royal Chains Private Limited)

CIN: U74120MH2013PLC247888

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Processing Centre
Plot No. 6,7, 8, Sector 5, IMT Manesar, Manesar, Haryana, India, 122050

Certificate of Incorporation Consequent upon conversion to public company

Corporate Identity Number: U74120MH2013PLC247888

IN THE MATTER OF ROYAL CHAIN PRIVATE LIMITED

I hereby certify that ROYAL CHAIN PRIVATE LIMITED which was originally incorporated on FIFTH day of SEPTEMBER TWO THOUSAND THIRTEEN under Companies Act, 1956 as ROYAL CHAINS PRIVATE LIMITED and upon an intimation made for conversion into public company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC, CPC vide SRN AC1253523 dated 21/01/2026 the name of the said company is this day changed to ROYAL CHAIN LIMITED

Given under my hand at ROC, CPC this TWENTY THIRD day of JANUARY TWO THOUSAND TWENTY SIX

Document certified by *.mca.gov.in.

Digitally signed by
*.mca.gov.in
Date: 2026.01.23 16:00:14 IST

Sunidhi Matroja

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

Central Processing Centre

Note: The corresponding form has been approved by Sunidhi Matroja, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar 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:

ROYAL CHAIN LIMITED

101, FLOOR-1ST, PLOT-127/129, BHAGAT BUILDING, SHAIKH MEMON STREET, ZAVERI BAZAR, KALBADEVI, MUMBAI., Kalbadevi, Mumbai, Mumbai- 400002, Maharashtra

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

***ROYAL CHAIN LIMITED

MEMORANDUM OF ASSOCIATION OF ***ROYAL CHAIN LIMITED made and entered this 28th day of February, 2013

BY

1. **Mr. Manish Futermal Jain** - (1803/1804,Vardhman Heights, T.B.Kadam Marg, Byculla East, Mumbai – 27) and

2. **Mr. Suresh Futermal Jain** -(2101/2102,Vardhman Heights, T.B.Kadam Marg, Byculla East, Mumbai -27) and

3. **Mr. Futermal Dalichand Jain** - (2103/2104,Vardhman Heights, T.B.Kadam Marg, Byculla East ,Mumbai – 27) and

4. **Mr. Sneh Suresh Jain** - (2101/2102,Vardhman Heights, T.B. Kadam Marg, Byculla East, Mumbai – 27 and

5. **MRS. SHEELA S JAIN** - (2101/2102,Vardhman Heights, T.B. Kadam Marg, Byculla East, Mumbai – 27) and

6. **Mrs. Rekha M Jain** -(1803/1804, Vardhman Heights, T.B. Kadam Marg, Byculla East, Mumbai) and

7. **Mrs. Namitha N Jain** -(2103/2104,Vardhman Heights, T.B.Kadam Marg, Byculla East, Mumbai – 27)

(each of them hereinafter called 'the party' and the above term unless repugnant to or excluded by the context shall mean and include his/her legal heirs, executors, administrators, representatives, assigns and agents.)

For ROYAL CHAIN LIMITED
Gaurav Garg
Head-Legal & Company Secretary

AND WHEREAS the parties hereto have been carrying on business in partnership under the name and style of **M/s Royal Chains** hereinafter referred to as the said firm in terms of the latest Partnership deed dated 25/02/2013, as modified, with its principal place of business at 203-205, Bharat Indl. Estate, T,J Road, Sewri (W), Mumbai – 400015.

ROYAL CHAIN LIMITED NAVI MUMBAI LEGAL

AND WHEREAS the parties hereto have expressed their desire vide Resolution dated 25th

*Adopted whole new set of Memorandum of Association at extra ordinary general meeting held on Tuesday, **15th September, 2015** after taking members consent by way of passing Special Resolution

Altered vide Special Resolution passed in the extra ordinary general meeting held on Monday, **27th January, 2025 after taking members' consent.

*** Altered vide Special Resolution passed in the extra ordinary general meeting held on **2nd January, 2026** after taking members' consent.

#Altered vide Ordinary Resolution passed in the extra ordinary general meeting held on **10th August, 2026** after taking members' consent.

February, 2013 to register the firm being a Joint Stock Company within the meaning of Section 566 of the Companies Act, 1956 as a Private Limited Company, limited by shares, under the provisions of Part IX of the Companies Act, 1956.

AND WHEREAS all the parties hereto who are the members of the said partnership for the sake of smooth working, better and effective management, improvement, advancement and expansion of business, have agreed and decided that all the members of the partnership being a Joint Stock Company within the meaning of Section 566 of the Companies Act, 1956 to register the said Joint Stock Company as a Private Limited Company under Part IX of the Companies Act, 1956 for carrying on and continuing the said business of the firm uninterrupted and to abide by and be subject to the declarations and regulations contained in the Memorandum and Articles of Association.

AND WHEREAS the parties hereto in the said partnership or Joint Stock Company have mutually agreed that their shares in the said firm representing the assets thereof be converted in to shareholdings in the Share Capital of the Company in the same proportion and have mutually settled the shareholdings in the subscribed capital amongst themselves as members of the said Joint Stock Company in the following manner :-

Sr. No	Name of the Party	Amount in Rupees	No. of Equity Shares of Rs. 10/- each fully
1	MR. FUTARMAL JAI	46000000	4600000
2	MR. SURESH	46000000	4600000
3	MR.MANISH FUTERMAL JAIN	46000000	4600000
4	MR. SNEH SURESH JAIN	500000	50000
5	MRS. SHEELA S JAIN	500000	50000
6	MRS. REKHA M JAIN	500000	50000
7	MRS. NAMITHA N JAIN	500000	50000
		140000000	**14000000**

For ROYAL CHAIN LIMITED
Gaurav Garg
Head-Legal & Company Secretary

NOW THIS INDENTURE WITNESSES that each of the parties hereto respectively so far as it relates to the acts and deeds of himself agrees and covenants mutually amongst themselves and each of them and any other person/s that may hereinafter join or become member of the Company in the manner contained in the Memorandum & Articles of Association and that such Company and member thereof shall be subject to the declarations and regulations contained in the Memorandum and Articles of Association.

All other words and expressions used in these regulations shall unless the context otherwise requires bear the meaning as in the Act, or any statutory modification thereof in force at the date on which the Articles becomes binding on the Company.

In these presents, unless there be something in the subject and context inconsistent herewith the expression "Company" means Joint Stock Company and the Partnership hereinafter referred to and upon registration of the Company, the company so incorporated.

ROYAL CHAIN LIMITED NAVI MUMBAI LEGAL

I. The name of the Company is **ROYAL CHAIN LIMITED**

II. The Registered Office of the Company will be situated in the State of Maharashtra i.e., within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

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III. The Objects for which the Company is established are:

(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To take over by devolution of law the business carried under the name and style of **M/s Royal Chains** with all its assets, rights, trademarks, patents, obligations and liabilities and to carry the same into effect with or without modification.

2. To produce, refine, prepare, process, melt, buy, sell, export, import and generally deal in all types of cut, uncut and rough diamonds, gold, silver and their ornaments, studded jewellery, bullion, gems, precious and semi-precious stones, paintings, coins, manuscripts, antiques and objects of art, watches, gold or silver plates, utensils, cutlery, shields and to establish retail outlets for the above business.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

3. To purchase, establish, take on lease, hire, construct, reconstruct, erect, equip, develop, plan, operate, maintain or otherwise deal in any land, mine, building or any other immovable or movable property, rights and privileges attached to them for such consideration, which the Company may think necessary or convenient for the purpose of its business.

4. To produce, buy, sell, export, import or otherwise deal in plant, machinery, equipments, accessories, tools, appliances, necessary or convenient or capable of being used in any of the above purposes.

5. To conduct, utilize and exploit the result of scientific, industrial researches, technical testing, inspection, certification, analytical and other research work of all description and any kind that may be necessary and useful for any of the business of the Company and to get patent rights in respect of discoveries, inventions, improvements and processes developed by the Company.

6. To sell, mortgage, lease, let, sub-let, underlet, grant on leave and license, manage, develop, exchange, dispose off or transfer the business, any immovable or movable property or undertakings of the Company or any part thereof or rights, privileges or concessions of the Company for any consideration which the Company may deem fit to accept.

7. To call, hire, train, employ or retain; skilled, unskilled or semi-skilled professional or technical advisers or other staff, workers and labourers whether of Indian or foreign origin, in connection with the objects of the Company.

8. To open current or other bank accounts of all nature including overdraft, cash credit, fixed deposits, loan accounts and to operate the same and to negotiate loans, draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable

For ROYAL CHAIN LIMITED
Gaurav Garg
Head-Legal & Company Secretary

ROYAL CHAIN LIMITED
MUMBAI
LEGAL

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instruments and to deal with all documents, mercantile or otherwise in the ordinary course of business of the Company.

9. To borrow or raise money, other than public deposits, in any form and secure and discharge any debt or obligation binding on the Company in such manner as may be thought fit, and in particular by mortgaging the undertaking and all or any of the immovable or moveable property (present or future) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of the debentures or debenture stock, perpetual or otherwise, or other securities of any description subject to the directives of Reserve Bank of India and provisions of Section 58 A of the Companies Act, 1956.

10. To lend, advance money or give credit to persons, firms, companies or corporations on such terms including free of interest, as the Directors may deem fit and in particular to customers, suppliers, employees, Directors of the Company and others having dealings with the Company and to release, discharge any debts or obligations owing to the Company.

11. To give any guarantee or become sureties for the performance or discharge of any obligations, liabilities, duties or the payment of moneys by the Company or any persons, firms, companies, governments , state or authorities and to give indemnity of all kind.

12. To invest, subscribe to, deal or trade in securities and otherwise out of the funds of the Company not immediately required in such a manner as may be deemed fit, from time to time and to sell or vary all such investments and to execute all assignments, transfers, receipt and documents that may be necessary in that behalf.

13. To acquire and hold membership in other bodies and association of persons including societies, clubs, companies limited by guarantee whether formed for profit or non-profit making activities or syndicate which will or is likely in any way facilitate the conduct of the Company's business.

14. To open branches in India and abroad and adopt such means of making known to the public the business or the products of the Company as may seem expedient.

15. To insure the properties, undertakings, contracts, guarantees, obligations or profits of the Company of whatsoever nature and kind in any manner whatsoever; and to insure any employees, directors or such other persons, whose insurance the directors deem desirable in the interest of the Company.

16. To form, promote, subsidies, organize and assist or aid in forming, promoting, subsidising, organizing or aiding Companies or partnerships of all kinds for the purposes of acquiring and undertaking any property and liabilities of this Company, or advancing directly or indirectly the objects thereof, or for any other purpose which the Company may think expedient.

ROYAL CHAIN LIMITED NAVI MUMBAI LEGAL

17. To amalgamate, acquire, enter into contracts, agreements, partnership or make any arrangement for sharing profits, union of interest, co-operation, joint-ventures or reciprocal concession or for limiting competition, or take over as a going concern whole

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or any part of the business together with the goodwill, trade name, property, rights and liabilities or take part in the formation, supervision or control of the business or operations; of any person/s, firm or any Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith and to employ experts to investigate and examine into the condition, management, prospects, value, circumstances of business concerns and undertakings and of any assets, property or rights, for the same.

18. To accept and give donations, gifts, bequests, devices, sponsorship of any money, assets, properties and rights of any kind; with or without such conditions, restrictions, obligations, stipulations and liabilities as are not derogatory to the provisions of the law; from or to any person, firm, Company, political party; subject to the provisions of the Companies Act, 1956.

19. To subscribe, donate, gift in cash or kind or guarantee money for any national, international, charitable, benevolent, educational, public or general fund or to any institution, club, society, research association, university, college or any other person or body, or for such other useful object, activity or purpose which may be conducive directly or indirectly to furthering the main object of the Company, subject to the provisions of the Companies Act, 1956.

20. To undertake and execute any trusts or the offices of executor of the will of any deceased persons, administers of any deceased persons trustees for debenture holders of any Company and to appoint trustees to hold securities on behalf and to protect the interest of the Company.

21. To enter into any arrangements or liasions with any government or authorities or any of them and to obtain from any such government or authority any rights, privileges, licenses, permissions, recognition and no objections and to carry out, exercise, use or comply with any such arrangement, rights privileges or concessions and to do all acts necessary for carrying on any business or activity of the Company in any country that may seem conducive to the attainment of the Company's objects.

22. To apply for, promote and obtain any order, directive, instructions, regulation, ordinance or other authorization or enactment of the Central or any State Government or any other authority for enabling the Company to pursue any of its objects or for effecting any modification or change in any of the Company's business or constitutions; and to oppose any bills proceedings or applications which may seem to prejudice the Company's business or interests.

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23. To refer to or agree to refer any claims, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the members or his representatives or between the Company and third parties to arbitration and to observe and perform and to do all acts, deeds, matters and things as may be necessary or expedient to carry out or enforce the awards.

24. To apply, for purchase or otherwise acquire any patents, trade marks, licenses,

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concessions or the conferring, exclusive or non-exclusive or limited right to use the same or any secrete information as to any invention or process of manufacture which may seem capable of being used for the business of the Company or the acquisition of which may seem calculated directly or indirectly to the benefit the Company and to use, exercises, develop or grant licenses in respect thereof or otherwise turn into account the properties, rights and information so acquired.

25. To obtain and provide foreign collaboration, technical know how in India and abroad on such terms and conditions as may be beneficial to the Company and to enter into a joint venture with any person, organization, firm or Company for carrying on any business which can be conveniently combined with the existing business of the Company and be useful for the operation of the business of the Company and to acquire any grant or license and other rights connected therewith.

26. To distribute any of the Company's property among the members in specie subject to the provision of the Companies Act, 1956 in the event of winding up.

27. To provide for the welfare of the employees or ex-employees of the Company and wives, widows and families or the dependents of such persons by grant of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions trusts and by providing or subscribing towards educational, medical or other assistance as the Company shall think fit.

28. To pay all costs, charges and expenses incurred or sustained in or about the promotion incorporation and establishment of the Company or which the Company shall consider to be preliminary expenses and also for the brokerage and commission or underwriting expenses for the issue of the capital of the Company; out of the funds of the Company.

29. To carry the business of producers, cultivators, growers, buyers, sellers, suppliers, traders, merchants, importers, exporters, indentures, brokers, agents, assemblers, processors, packers, stockists, distributors, dealers and packagers of all kinds of agricultural produces, tea, coffee, cocoa or any other beverages, preserved foods, plantation crops, orchard crops, cereals, vegetables, spices, aromatic substances, rubber, forest products and other products of the soil, whether of spontaneous growth or not, edible and non-edible oils and fats, and their by- products and derivatives.

30. To carry on the business of floriculture, horticulture, and to buy, sell, deal in, export, import, and process all such products of floriculture and horticulture.

31. To carry on the business of producers, formulators, buyers, sellers, suppliers, traders, merchants, importers, exporters, indentures, brokers, agents, processors, packers, stockists, distributors, dealers of all kinds of fertilizers, manures, manure mixtures, enrichers, preservatives to be used for agriculture, floriculture, horticulture, garden produce and such other related purposes.

ROYAL CHAIN LIMITED NAVI MUMBAI LEGAL

32. To produce, buy, sell, import, export, stock, assemble, develop, invent, or otherwise deal in plant and mdachinery, equipment and accessories, articles and goods of all types and classes including electrical, electronic and engineering material, machineries and tools

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of every description and other items and component or parts thereof.

33. To carry on the business in India and abroad of producing, hiring, developing, assembling, distributing, buying, selling, exhibiting, importing, exporting, printing, publishing, managing, acquiring of copyrights of and otherwise dealing in audio visual software's, films, advertisements, television programmes, radio programmes, music videos, entertainment shows, stage shows, live shows, event management, plays, theatre activities, websites, web events, and providing all contractual and consultancy services in all kinds of media, entertainment and communication fields including advertising, publicity, mass communication, telecommunication, internet services, and event management.

34. To manufacture, extract, refine, purchase, store, sell, trade and deal in oil, all types of petroleum products and mineral oils, motor aviation spirit, diesel oil, kerosene, diverse hydrocarbon oils and their blends including synthetic fuels, lubricants, all products and by-products thereof, including wax, paraffin, soap, paints, candles, glycerin, and any other chemical derivatives and in connection therewith to acquire, construct repair, operate and use oil and other refineries, petrol pumps, buildings, mills, factories, oil-wells, derrick, distilleries, grannies, rotaries, expellers, mechanical or hydraulic press.

35. To carry on business as producers, manufactures, processors, converters, refiners, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, nitrogen hydrogen, coal gas, natural gas, helium and other types and kinds of gases used for industrial, agricultural, commercial, domestic, public, defense, warfare, horticulture, growth and other allied purposes and to service, repair, market or deal in machinery, plants, spares, cylinders, containers, gadgets, appliances and accessories for working on using or producing any of such gases.

36. To carry on the business of providing all kinds of recreational and entertainment facilities like libraries, reading and writing rooms, games rooms, health club and fitness centre, sports clubs, swimming pools, boating and paddling pools, discotheques, night clubs, concert and dancing halls, skating halls, auditoriums, banquet and conference halls, exhibition halls, shopping arcades, amusement centers.

37. To carry on the business of security agency and engage in providing security of any movable or immovable property, or of any person including the investigation, detection or verification, of any fact or activity, of personal nature or otherwise, and also provide security personnel for individuals or corporates.

38. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the upliftment of the public in any rural area likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural under Section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force

ROYAL CHAIN LIMITED NAVI MUMBAI LEGAL

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in order to implement any of the above mentioned objects or purposes, transfer without consideration or at a fair or concessional value and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or Trusts engaged in programme of rural development.

39. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing conducting or assisting any institution, fund, trust, having any one of the aforesaid objects by giving donations or otherwise in any other manner in order to implement any of the above mentioned objects or purposes, transfer without consideration or at a fair or concessional value and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or Trusts established or operating under by virtue of or pursuant to any law for the time being in force.

IV. The liability of the Members is limited.

V. *# The Authorised share capital of the Company is ₹ 210,00,00,000 (Indian Rupees Two Hundred and Ten Crores only) consisting of 21,00,00,000 equity shares of ₹ 10/- (Indian Rupees Ten only) each.

Note: * The Authorised share capital of the Company has been increased from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) by way of Special Resolution approved in the Extra-Ordinary General Meeting held on 15th September, 2015.

 # The Authorised share capital of the Company has been increased from ₹ 25,00,00,000/- (Indian Rupees Twenty-Five Crores only) consisting of 2,50,00,000 equity shares of ₹ 10/- (Indian Rupees Ten only) each to ₹ 210,00,00,000/- (Indian Rupees Two Hundred and Ten Crores only) consisting of 21,00,00,000/- equity shares of ₹ 10/- (Indian Rupees Ten only) each by way of Ordinary Resolution passed at the Extra-Ordinary General Meeting of the members of the company held on 10th August, 2026.

ROYAL CHAIN LIMITED NAVI MUMBAI LEGAL

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For ROYAL CHAIN LIMITED

Gaurav Garg
Head-Legal & Company Secretary

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We the several persons whose names and addresses are subscribed below are being desirous of forming into Company in pursuance of the Memorandum of Association and we respectively agree to have shares in the share capital of the Company set opposite our respective names.

Name, Address, Description and Occupation of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of Witness and his name address, description and occupation
1. FUTERMAL D JAIN S/o DALICHAND JAIN ADD: 2103/2104, A'WING VARDHMAN HEIGHTS T.B. KADAM MARG, BYCULLA (E), M-27. OCC: BUSINESS	4600000 (Forty six Lacs)		Kale Agarwal D/o. Girdharilal Poddar. 2. Swami Sadan, M.G. Road. Kandivali (West) Mumbai – 67 Occ: Practicing Company Secretary. (Witness to Subscribers 1-3) Kale
2. SURESH F. JAIN S/o FUTERMAL JAIN ADD: 2101/2102, A WING VARDHMAN HEIGHTS, T. B. KADAM MARG, BYCULLA (E), M. 27. OCC: BUSINESS	4600000 (Forty six Lacs)		
3. MANISH F. JAIN S/o FUTERMAL D. JAIN ADD: 1803/1804, 'A' WING, VARDHMAN HEIGHTS, T.B. KADAM MARG, BYCULLA (E), MUMBAI – 400027. OCC: BUSINESS	4600000 (Forty six Lacs)		

ROYAL CHAIN LIMITED NAVI MUMBAI LEGAL

For ROYAL CHAIN LIMITED

Gaurav Garg
Head-Legal & Company Secretary

Name, Address, Description and Occupation of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of Witness and his name address, description and occupation
4. SNEH . S. JAIN S/o SURESH F. JAIN ADD: 2101/2102 . A' WING, VARDHMAN HEIGHTS, T.B.KADAM MARG, BYCULLA(E)-27 OCC: BUSINESS	50,000 (Fifty thousand)	Sneh Jain	Kala Agarwal C/o. Gulabchandlal Podder. 2 Swami Sadan. M.G. Road. Kandivali (West) Mumbai - 67 Occ: Processing Company Secretary.
5. SHEELA . S. JAIN. W/o SURESH. F - JAIN. ADD: 2107/2102 A WING VARDHMAN HEIGHT. T.B. KADAM MARG. BYCULLA (E) MUMBAI. 27. OCC: HOUSEWIFE.	50,000 (Fifty thousand)	Sheela S Jain	(Witness to Subscribers 4 - 7)
6. NAMITH N. JAIN W/o NILESH F JAIN ADD: 2103/2104 A WING VARDHMAN HEIGHTS T. B. KADAM MARG BYCULLA (E), MUMBAI OCC: HOUSE WIFE	50000 (Fifty thousand)	Nalter	
7. REKHA. M. JAIN W/o MANISH. F. JAIN ADD: 1803/1804 A WING, VARDHMAN HEIGHTS, T.B.KADAM MARG, BYCULLA (E) MUMBAI-27 OCC: HOUSE WIFE	50000 (Fifty thousand)	Rekha M Jain	
TOTAL	14000000 (One Crore Forty Lacs Only)		

Place: Mumbai
Date: 20-06-2013

ROYAL CHAIN LIMITED NAVI MUMBAI LEGAL

For ROYAL CHAIN LIMITED

Gaurav Garg
Head Legal & Company Secretary

THE COMPANIES ACT, 2013

***ARTICLES OF ASSOCIATION**

OF

****ROYAL CHAIN LIMITED**

(COMPANY LIMITED BY SHARES)

PRELIMINARY

I Subject as hereinafter provided the Article contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company.

INTERPRETATION

II 1 In these Article—

"**Act**" means the Companies Act, 2013 and any statutory modification thereof including, wherever applicable, the rules framed thereunder.

"Annual General Meeting" means a General Meeting (defined below) of the Members held in accordance with the provisions of Section 96 of the Act;

"Applicable Law" means laws of India, as applicable including, inter alia, all applicable statutes, enactments, acts of legislature, ordinances, rules, by-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority, tribunal, Board or court,

"Articles" means the Articles of Association of the Company;

"**Authority**" means any competent governmental, regulatory, statutory or administrative authority, agency, branch, department, commission or instrumentality (whether local, municipal, provincial, state, national or otherwise), domestic court, foreign court (having authority over the relevant Person), judicial body, stock exchange, board or tribunal or other law, rule or regulation making entity or any state or other subdivision thereof or any municipality, district or other subdivision thereof; or state-owned or state-controlled enterprises, sovereign wealth funds; and any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization may have the force of law;

"Board of Directors" or "**Board"**, in relation to a Company, means the collective body of the Directors of the Company;

"Company" means **Royal Chain Limited**;

"**Directors**" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.

"**Office**" means the Registered Office of the Company.

"**Seal**" means the common seal of the company.

For ROYAL CHAIN LIMITED
Gaurav Garg
Head-Legal & Company Secretary

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"**SEBI Listing Regulations**" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

"SEBI Regulations" means regulations issued or made by the Securities and Exchange Board of India under the Securities and Exchange Board of India Act, 1992, including any statutory modification, re-enactment or amendment thereof, and shall include all circulars, guidelines, notifications and directions issued thereunder, as in force from time to time.

"Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956;

"Shares" means the shares in the share capital of a Company and includes stock;

2 Unless the context otherwise requires, words or expressions contained in these Article shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Article become binding on the company.

PUBLIC COMPANY

The Company is a public Company.

LISTING AND SEBI COMPLIANCE

Upon listing of the Securities of the Company on any recognized stock exchange in India, the provisions of the Securities and Exchange Board of India Listing Regulations, SEBI (Issue of Capital and Disclosure Requirements) Regulations and other applicable SEBI regulations shall become applicable to the Company.

In case of any inconsistency between these Articles and SEBI Regulations, the provisions of SEBI Regulations shall prevail.

The Company shall comply with SEBI Listing Regulations and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

SHARE CAPITAL AND VARIATION OF RIGHTS

2 **A.** The Authorized 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 Article 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 by the Article of the Company and allowed by law.

B. The minimum paid-up share capital of the Company shall be such amount as may be prescribed under the Act from time to time.

3 The business of the Company may be commenced soon after the incorporation of the Company as and when the Directors shall think fit notwithstanding that part of the shares have been allotted.

For ROYAL CHAIN LIMITED
Gaurav Garg
Head Legal & Company Secretary

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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 Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

5 The Company in general meeting may decide to issue fully paid up bonus share to the member if so recommended by the Board of Directors.

6 The Company may issue fully paid-up bonus shares to its members out of: (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account.

Provided that no issue of bonus shares shall be made by capitalising reserves created by the revaluation of assets. The Company shall not capitalise its profits or reserves for the purpose of issuing fully paid-up bonus shares unless: (a) it has, on the recommendation of the Board, been authorised in the General Meeting of the Company; (b) it has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it; (c) it has not defaulted in respect of the payment of statutory dues of the employees, such as contribution to provident fund, gratuity and bonus; (d) the partly paid-up shares, if any, outstanding on the date of allotment are made fully paid-up; and (e) it complies with such conditions as may be prescribed by the Act. The bonus shares shall not be issued in lieu of dividend.

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

8 Without prejudice to the general powers of the Board, the Company may issue securities through preferential allotment, rights issue, employee stock option schemes (ESOP/ESPS), bonus issue, qualified institutional placement or any other mode permitted under the Act and regulations issued or made by the Securities and Exchange Board of India under the Securities and Exchange Board of India Act, 1992, including any statutory modification, re-enactment or amendment thereof, and shall include all circulars, guidelines, notifications and directions issued thereunder, as in force from time to time, and shall cause filing of returns of allotment as provided in Section 39 of the Act.

For ROYAL CHAIN LIMITED
Gaurav Garg
Head-Legal & Company Secretary

9 i Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission, sub-division, consolidation or, renewal or within such other period as the conditions of issue shall be provided:-

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

b. several certificates, each for one or more of his shares, upon payment of such fees as may be mutually agreed by the board for each certificate after the first.

ii Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary: Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

10 Where the Company proposes to increase its subscribed share capital by the issue of further equity shares, such shares shall be offered –

(a) to the persons who, at the date of the offer, are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the amount paid up on those shares by notice specifying the number of shares offered, and limiting a time of not less than fifteen days and not more than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. The offer shall be made by notice dispatched

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through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue. The offer aforesaid 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 and the notice shall contain a statement of this right. Provided that: (i) nothing in this clause shall be deemed to extend the time within which the offer should be accepted; and (ii) the right of renunciation shall not be exercisable for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation. After the expiry of the time specified in the notice or on receipt of a communication declining the offer, the Board may dispose of the shares not accepted in such manner which is not disadvantageous to the shareholders and the Company.

The provisions of this Article shall not apply to: (a) any shares issued pursuant to a scheme of employees' stock option in accordance with the Act; (b) any shares issued pursuant to a special resolution passed in accordance with Section 62(1)(c) of the Act; or (c) any other issuance permitted under and in accordance with the Act and applicable law.

11 Notwithstanding anything contained in clause 10, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause 10 hereof) in any manner whatsoever if a special resolution to that effect is passed by the Company in general meeting.

12 Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued by the Company:

a) To convert such debentures or loans into shares in the Company; or:

b) To subscribe for shares in the Company.

Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option are approved in accordance with the Companies Act, 2013 and Applicable Law.

Notwithstanding anything contained in the foregoing provisions of this Article, where any debentures have been issued or a loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case, even if the terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion. Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the National Company Law Tribunal which shall, after hearing the Company and the Government, pass such order as it deems fit. Notwithstanding anything contained in the foregoing provisions, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company, subject to the terms of issue of such debentures or loans having been approved before such issue or raising by a Special Resolution passed by the shareholders of the Company in a General Meeting.

The Company may implement employee stock option schemes or employee stock purchase schemes in accordance with Section 62 of the Act and applicable SEBI regulations.

The Company shall be entitled to dematerialize its existing Shares, rematerialize its Shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the regulations framed thereunder, if any.

13 i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the

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company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. ii. The provisions of Articles (7) and (9) shall mutatis mutandis apply to debentures of the company.

Provided that no fee shall be charged for the issue of new certificates in replacement of those which are old, defaced, mutilated, torn or worn out or where there is no further space on the back thereof for endorsement of transfer.

14 The Company shall comply with such rules or regulations or requirements of any stock exchange, or the rules made under the Act or the Securities Contracts (Regulation) Act, 1956 or any other applicable law in respect of the issue of share certificates.

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

16 (i) The Company may exercise the powers of paying commissions conferred by sub-Section (6) of Section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-Section (6) of Section 40.-(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

17 i If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

ii To every such separate meeting, the provisions of these Article relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

18 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

19 Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

20 Issuance, transfer and allotment of Shares, the holding of Shares of the Company and voting rights of the Members shall be undertaken, held and subject to and in accordance with the Act and the Applicable Law.

LIEN

21 The company shall have a first and paramount lien—
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

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b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
c. Fully paid shares of the Company shall be free from all lien. In the case of partly paid shares, the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.
d. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities, including debentures, of the Company.

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.

22 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.

23 **i.** To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
ii The purchaser shall be registered as the holder of the shares comprised in any such transfer.
iii The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

24 **i** The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
ii The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

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

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

ii Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
iii A call may be revoked or postponed at the discretion of the Board.
iv An option or right to call of shares shall not be given to any person except with the sanction of the Company in a general meeting.

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

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

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i If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

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

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

In case of non-payment of such sum, all the relevant provisions of these Article 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.

29 The Board—

i 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

ii upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Provided that any amount so paid in advance of calls shall not confer a right to participate in profits or dividend. Further, member shall not be entitled to any voting rights in respect of the moneys so paid in advance until the same would, but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

TRANSFER OF SHARES

30 i The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

ii The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

31 The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 and 59 of the Companies Act, 2013.

The Company shall, within thirty days from the date on which the instrument of transfer was delivered to the Company, send a notice of refusal to the transferee and the transferor, giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except where the Company has a lien on shares.

32 Subject to Section 58 and 59 of the Act, the Directors may in their discretion, refuse to register the transfer of any shares to any person, if in their opinion, they have sufficient cause for refusal in the interest of the Company to admit to membership.

PROVIDED THAT registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except where the Company has a lien on shares or other securities.

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33 There shall be a common form of transfer in accordance with the Act and rules and as per the requirement of the stock exchanges. Subject to the provisions of these Articles, any transfer of shares in whatever lot shall not he refused, though there shall be no objection to the Company refusing to split a share certificate into several scripts of small denominations or to consider a proposal for transfer of shares comprised in a share certificate to several shareholders involving such splitting, if on the face of it such splitting or transfer appears to be unreasonable or without a genuine need.

The Company shall not refuse transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

34 In the Case of Physical Shares, the Board may decline to recognize any instrument of transfer unless—

a. the instrument of transfer is in the form as prescribed in rules made undersub-section (1) of section 56;

b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

c. the instrument of transfer is in respect of only one class of shares.

35 On giving not less than seven days' previous notice in accordance with section 91and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

36 i. On the death of a member, the survivor or survivors where the member was a jointholder and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

iii. Every holder of shares in the Company may, in the manner prescribed under the Act and rules made thereunder, nominate a person to whom the shares shall vest in the event of his or ber death. Where the shares are held by more than one person jointly, the joint holders may together nominate a person. Nominations shall be governed by Section 72 of the Act and the Companies (Share Capital and Debentures) Rules, 2014.

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

to be registered himself as holder of the share; or

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

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.

38 i If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. ii If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

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iii All the limitations, restrictions and provisions of these Article 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.

39 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.

40 No fee shall be charged by the Company for registration of any transfer or transmission of shares, or for registration of any probate, succession certificate, letters of administration, certificate of death or marriage, power of attorney or similar document.

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members or records of the depositories) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice; and give effect thereto if the Board shall so think fit.

FORFEITURE OF SHARES

41 If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

42 The notice aforesaid shall—

a. 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

b. 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.

43 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. Such forfeiture shall include all dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture, subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

44 i A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

ii At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

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45 i A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
ii The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

46 i A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

ii The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of,

iii The transferee shall thereupon be registered as the holder of the share; and

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

The provisions of these Article 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.

ALTERATION OF CAPITAL

47 The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

48 Subject to the provisions of section 61, the company may, by ordinary resolution,—

a consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, provided that where such consolidation and division results in changes in the voting percentage of shareholders, the approval of the Tribunal shall be obtained before such alteration takes effect, in accordance with the proviso to Section 61(1)(b) of the Act;

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

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

d cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; such cancellation of shares shall not be deemed to he a reduction of share capital.

Provided that the Company shall file with the registrar of companies a notice of such alteration in the prescribed form and within the time prescribed under Section 64 of the Act.

49 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 Article under which, the shares from which the stock arose might before the conversion have been transferred, or as near there to as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

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b the holders of stock shall, according to the amount of stock beld 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 Article of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those Article shall include "stock" and "stock-holder" respectively.

50 The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,-

a) its share capital;
b) any capital redemption reserve account;
c) any share premium account or
d) any other reserve in the nature of share capital

CAPITALIZATION OF PROFITS

51 i The company in general meeting may, upon the recommendation of the Board, resolve—

a that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

b that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

ii The sum aforesaid shall not be paid in cash but shall be applied, either in or towards—

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

Provided that any bonus shares issued pursuant to this Article shall comply with the requirements of Section 63 of the Act and shall be issued only out of free reserves, or out of the securities premium account or the capital redemption reserve account and shall not be issued in lieu of dividend.

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

52 i Whenever such a resolution as aforesaid shall have been passed, the Board shall—

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

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

ii The Board shall have power—

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

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

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

BUY-BACK OF SHARES

53 Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

54 The Company shall have the power to issue further securities, including equity shares, preference shares or other instruments, and to buy back its own securities in accordance with the provisions of the Act and applicable SEBI regulations.

GENERAL MEETINGS

55 All general meetings other than annual general meeting shall be called extraordinary general meeting and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that the registrar of companies may, for any special reason, extend the time within which any annual general meeting shall be held, by a period not exceeding three months.

56 The Annual General Meeting shall be held within the time period prescribed under Section 96 of the Companies Act, 2013 and, where applicable, within the timelines prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

57 The Board may, whenever it thinks fit, call an extraordinary general meeting.

58 If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.

59 A General Meeting may be called at shorter notice in accordance with the provisions of Section 101 of the Act and the rules made thereunder, as amended from time to time.

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60 Where any item of special business is to be transacted at any general meeting of the Company, an explanatory statement complying with the requirements of Section 102 of the Act shall be annexed to the notice convening such meeting.

61 The notice of every meeting of the Company shall be given to (a) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member; (b) the auditor or auditors of the Company; and (c) every Director of the Company.

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62 The accidental omission to give notice to or the non-receipt of notice by, any Member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

63 (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
(iii) If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting shall:
(a) if called upon the requisition of members, stand dissolved; and
(b) in any other case, stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Board may determine.
(iv) If at the adjourned meeting also a quorum is not present within thirty minutes from the time appointed, the members present shall be a quorum.

However, in case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers in the manner as prescribed under the Section 103 of the Act.

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

65 If there is no such Chairperson, or if be 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.

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

ADJOURNMENT OF MEETING

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

VOTING RIGHTS

68 Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
a on a show of hands, every member present in person shall have one vote; and
b on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

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69 i A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations or any other Law, if applicable to the Company.

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

b. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

70 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.

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

72 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.

73 (i) Before or upon the declaration of the result of the voting on any resolution on a show of hands, a poll may be demanded (a) by the Chairperson; (b) by any member or members present in person or by proxy and holding not less than one-tenth of the total voting power in respect of the resolution; or (c) by any member or members present in person or by proxy on whom shares have been paid up in aggregate of not less than five lakh rupees.

(ii) A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

(iii) A poll on any other question shall be taken at such time as the Chairperson directs.

(iv) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

74 (i) Where a poll is to be taken, the Chairperson of the meeting shall appoint such number of persons, as he deems necessary, to scrutinise the poll process and votes given on the poll and to report thereon to him in the manner as may be prescribed in the Act.

(ii) The Chairperson shall have power, at any time before the result of the poll is declared, to remove a scrutinisers from office and to fill vacancies in the office of the scrutinisers arising from such removal.

75 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.

76 Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, the Companies (Management and Administration) Rules, 2014 or as may be otherwise permitted under any circular notified by Ministry of Corporate Affairs or other Applicable Law, required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Board of Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot. Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

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PROXY

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

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

79 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

80 Subject to the applicable provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the number of Directors shall not be less than three and not more than fifteen.

The First Directors shall be:
1. Mr. Suresh Futarmal Jain
2. Mr. Futarmal Dalichand Jain

81 Subject to the provisions of the Act, not less than two-thirds of the total number of directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation.
(a) At every Annual General Meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
(b) The directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, and as between persons who became directors on the same day, those who are to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
(c) A retiring director shall be eligible for re-election.

82 (a) Subject to the applicable provisions of the Act, the Rules including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole-time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

(b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board or any Committee thereof attended by him.

(c) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles.

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Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.

(d) If any Director shall be called upon to perform extra services or to make any special exertion or efforts for any of the purposes of the Company or to give special attention to the business of the Company, which expression, shall include work done as a member of a Committee of the Board, the Board may, subject to the provisions of Sections 197 and 188 of the Act, remunerate the Director so doing, either by a fixed sum or otherwise; and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

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

ii In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

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

85 The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such Article as it may thinks fit respecting the keeping of any such register.

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

87 Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

88 i Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

ii Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

iii Any casual vacancy occurring in the office of a Director may be filled by the Board at a meeting of the Board; the person so appointed shall hold office only up to the date up to which the Director in whose place be or she is appointed would have held office if it had not been vacated. Such appointment shall be subject to ratification at the next General Meeting of the Company, in accordance with Section 161(4) of the Act.

89 **INDEPENDENT DIRECTORS:** The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Act.

90 **NO QUALIFICATION SHARES FOR DIRECTORS:** A Director shall not be required to hold any qualification shares of the Company.

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91 (i) Subject to the provisions of the Act and Schedule V thereto, the Board may, from time to time, appoint one or more of its members to be Managing Director or Whole-Time Director, for a fixed term not exceeding five years at a time, on such terms and conditions (including remuneration) as the Board may determine, provided that such appointment shall be approved by a resolution of the members at the next general meeting after such appointment is made.

(ii) The remuneration of the Managing Director or Whole-Time Director shall be in accordance with the provisions of Sections 197 and 198 of the Act, and where applicable, Schedule V thereto.

(iii) The Managing Director or Whole-Time Director shall, subject to the superintendence, control and direction of the Board, exercise such powers and perform such duties as the Board may from time to time delegate or entrust, and may be paid remuneration by way of monthly salary, commission on net profits, or participation in profits, or by any or all of these modes. The Board may at any time revoke or vary such delegation, subject to the terms of any service agreement.

(iv) A Managing Director and a manager shall not be appointed or employed simultaneously.

PROCEEDINGS OF THE BOARD

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

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

93 Subject to the provisions of Section 180 of the Act and other applicable laws, the Board may borrow or raise money in such manner as it may deem fit; provided that the aggregate amount of monies so borrowed outstanding at any time, together with monies already borrowed by the Company (other than temporary loans obtained from the Company's bankers in the ordinary course of business), shall not exceed the aggregate of the paid-up share capital, free reserves built out of genuine profits, and securities premium account of the Company, unless the members of the Company have by special resolution authorised a higher limit.

94 The Board may, from time to time, secure the payment of money in such manner and upon such terms and conditions in all respects as it deems fit, and in particular by the issue of bonds or debentures or by pledge, mortgage, charge, or any other security on all or any properties of the Company, both present and future, including its uncalled capital for the time being. Any bonds, debentures, debenture-stock, or other securities may, if permissible in law, be issued at a discount, premium, or otherwise by the Company and shall, with the consent of the Board, be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into equity shares of any denomination, and with any privileges and conditions as to redemption, surrender, allotment of shares, appointment of directors, or otherwise. Provided that debentures with rights to allotment of or conversion into equity shares shall not be issued except with the sanction of the Company in a general meeting accorded by a Special Resolution.

95 The Board shall meet at least four times in a year and the gap between any two consecutive meetings shall not exceed one hundred and twenty days, in accordance with Section 173(1) of the Act

96 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.

97 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

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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.

CHAIRPERSON OF THE BOARD OF DIRECTORS:

98 (a) The members of the Board shall elect any one of them as the Chairperson of the Board and determine the period for which he is to hold office. The Chairperson shall preside at all meetings of the Board and the General Meeting of the Company. The Chairperson shall have a casting vote in the event of a tie.
(b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the directors present may choose one of them to be Chairperson of the meeting.

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

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

100 i A committee may elect a Chairperson of its meetings.

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

101 i A committee may meet and adjourn as it thinks fit.

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

102 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.

103 Save as otherwise expressly provided in the Act, a resolution in writing, signed by any one 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 OR CHIEF FINANCIAL OFFICER

104 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 thinks 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.

105 A provision of the Act or these Article requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done

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by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

106 (i) The Board shall provide for the safe custody of the seal.
(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and those two directors aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

RELATED PARTY TRANSACTIONS

107 (i)The Company shall enter into related party transactions in compliance with Section 188 of the Act and applicable SEBI regulations, and such transactions shall be subject to necessary approvals.
(ii) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
(iii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

DIVIDENDS AND RESERVE

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

109 Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

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, thinks 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.

iii 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.

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113 i Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic transfer to the bank account registered with the Company or its Registrar and Transfer Agent by the member, or where no such bank account details are available or where electronic transfer is not practicable, paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

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

114 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.

115 Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

116 No dividend shall bear interest against the company.

117 Where capital is paid in advance of calls on shares upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits or dividends.

118 Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration, the Company shall, within seven days from the expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in a scheduled bank.
(ii) Any money transferred to the said account which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall, together with any interest accrued thereon, be transferred by the Company to the Investor Education and Protection Fund established under Section 125 of the Act, within thirty days of such amounts becoming due.
(iii) The shares in respect of which dividend has not been claimed for seven consecutive years shall also be transferred to the IEPF Authority in accordance with Section 124(6) of the Act and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

(iv) No unpaid dividend shall be forfeited before the claim becomes barred by law.

ACCOUNTS

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 Article, 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 authorized by the Board or by the company in general meeting.

WINDING UP

120 Subject to the provisions of Chapter XX 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.

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

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

INDEMNITY

121 Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECRECY

122 Every Director, Manager, Auditor, Trustee, Member of a committee, Officer, Servant and Accountant or other persons employed in the business of the Company shall before entering upon his duty sign a declaration, pledging himself to observe a strict secrecy respecting all transactions of the Company with the customers and the state of accounts with the individual and in matter relating thereto and shall by such declaration pledge himself not to release any of the matters which may come to his knowledge in the course of his duties except when required so to do by the Directors or by any meeting or a court of law or by the persons to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained or by the Act or any other law.

DEMATERIALIZATION OF SECURITIES

123 Notwithstanding anything contained in these Articles, the securities of the Company shall be in dematerialized form, and the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by Depositories Act, 1996 ("**Depository Act**") and the rules framed thereunder.

All the issue, transfer, and transmission of securities of the Company shall only be in dematerialised form in accordance with provisions of the Depositories Act, 1996 and rules and regulations made there under.

124 Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned, and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

125 All Securities held by a Depository shall be dematerialized and be held in fungible form and every depository shall maintain a register and an index of beneficial owners in the manner provided in the Act. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

126 Rights of Depositories & Beneficial Owners:

(a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.

(b) Save as otherwise provided in (a) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

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(c) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.
(d) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

127 Register and Index of Beneficial Owners:

(a) The Company shall cause to be kept a register and index of members with details of shares and debentures held in Physical and dematerialized forms in any media as may be permitted by Law including any form of electronic media.
(b) The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

128 Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

129 Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

130 Transfer of Securities:

(a) Nothing contained in Section 56 of the Act or these Articles relating to the execution and delivery of an instrument of transfer shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. All other provisions of applicable law, including provisions of the Act relating to the rights and obligations of the Company upon transfer, shall continue to apply.
(b) In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

131 Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

132 Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

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

134 Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make

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appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfilment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may he.

TERM OF ISSUE OF DEBENTURE

135 Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall he convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, and otherwise debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

DIGITAL GOVERNANCE

136 i) The Company may maintain its books, records, minutes, resolutions, contracts, and other documents in electronic form and in such manner as may be permitted under the Companies Act, 2013 and other applicable laws. Any records so maintained in electronic form shall be considered as valid records for all legal and compliance purposes, subject to compliance with prescribed standards of security, authentication, and preservation.
ii) The Company may conduct Board and General Meetings through video conferencing or other audio-visual means and maintain records in electronic form in accordance with applicable law.

LOCK-IN OF EQUITY SHARES IN CONNECTION WITH INITIAL PUBLIC OFFERING OF THE COMPANY

137 Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by persons other than promoters are required to be locked in under Regulation 17 of the SEBI ICDR Regulations and such lock-in cannot be created or recorded by Depositories for any reason whatsoever, including where such Equity Shares are (i) subject to pledge; or (ii) under "freeze balance" or "safe balance", on a day prior to the commencement of the Lock-in Period, the Company shall have the power to issue instructions to the Depositories directing them to record such Equity Shares as "non-transferable" for the duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.

(i) The transfer of Equity Shares upon invocation of the pledge shall not exempt the securities from the lock-in requirements. In the event of invocation of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation shall continue to remain locked-in in the account of the pledgee for the balance Lock-in Period as specified under the SEBI ICDR Regulations.

(ii) In the event of release of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released shall continue to remain locked-in in the account of the pledgor for the balance Lock-in Period as specified under the SEBI ICDR Regulations.

(iii) The Company shall ensure that any lender or pledgee is notified of these lock-in restrictions applicable on the pledged shares and upon creation of lock-in on the pledged Equity Shares, as per applicable law. No transfer of such locked-in Equity Shares shall be recognized by the Company or the registrar and transfer agent if such transfer violates the SEBI ICDR Regulations or this Article or applicable law.

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(iv) Notwithstanding anything contained in these Articles, provisions of this Article shall override any other provisions in these Articles relating to the transfer and transmission of shares during the applicable regulatory period prescribed under the SEBI ICDR Regulations.

For the purposes of this Article:

"Lock-in Period" means the period for which the entire pre-issue capital of the Company held by persons other than the promoters, in case of an IPO, is locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations; and

"SEBI ICDR Regulations" shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

GENERAL AUTHORITY

138 Wherever in the applicable provisions under the Companies Act, 2013 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 hereby authorises and empowers the Company to have such right, privilege, or authority and to carry out such transaction as has been permitted by the Act, without there being any other specific Article in that behalf herein provided.



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We the several persons, whose names and addresses are hereunder subscribed, are desirous of being formed into a company in pursuance of this Articles of Association.

Names, Addresses, Description and Occupation of Subscribers	Signature of Subscriber	Signature, Name, Address, Description and Occupation of Witness
1. FUTERMAL D JAIN S/o DALICHAND JAIN ADD: 2103/2104, 'A' WING, VARDHMAN HEIGHTS, T.B.KADAM MARG, BYCULLA (E), M-27. OCC: BUSINESS 2. SURESH F. JAIN S/o FUTERMAL D. JAIN ADD: 2101/2102, "A" WING VARDHMAN HEIGHTS, T.B.KADAM MARG, BYCULLA (E) M 27. OCC: BUSINESS. 3. MANISH F. JAIN S/o FUTERMAL D. JAIN ADD: 1803/1804, 'A' WING VARDHMAN HEIGHTS, T.B. KADAM MARG, BYCULLA (E), MUMBAI-27. OCC: BUSINESS	Jain Jain Suresh J Manish Jain.	Kala Agarwal D/o. Late Hasilal Poddar. 2, Swami Sadan, M.G. Road, Kandivali (west) Mumbai - 67 Occ. Practicing Company Secretary. Kala

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For ROYAL CHAIN LIMITED

Gaurav Garg
Head-Legal & Company Secretary

We the several persons, whose names and addresses are hereunder subscribed, are desirous of being formed into a company in pursuance of this Articles of Association.

Names, Addresses, Description and Occupation of Subscribers	Signature of Subscriber	Signature, Name, Address, Description and Occupation of Witness
4. SNEH . S. JAIN S/o SURESH F. JAIN ADD: 2101 / 2102 'A' WING, VARDHMAN HEIGHTS, T-B. KADAM MARG, BYCULLA (E).. 27 OCC: BUSINESS 5. SHEELA. S. JAIN. W/o SURESH. F. JAIN. ADD: 2101/2103, A WING VARDHMAN HEIGHTS T. B. KADAM MARG. BYCULLA (E), MUMBAI - 27 OCC: HOUSE WIFE. 6. NAMITHA N JAIN W/o NILESH F JAIN ADD: 2103/2104 A WING VARDHMAN HEIGHTS T. B. KADAM MARG BYCULLA (E) MUMBAI -27 OCC: HOUSEWIFE 7. REKHA M JAIN W/o MANISH. F. JAIN ADD: 1803/1804 A WING, VARDHMAN HEIGHTS, T.B.KADAM MARG, BYCULLA (E) MUMBAI - 27 OCC: HOUSE WIFE	Sneh Jain Sheela S Jain Namitha Jain	Kala Agarwal. D/o. Gurudhebilal Poddar. 2, Swami Sadan. M.G. Road Kandivali (West) Mumbai - 67 Practicing Company Secretary. Kala

Place : Mumbai
Date : 20.6.2013

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For ROYAL CHAIN LIMITED
Gaurav Garg
Head-Legal & Company Secretary