

"NAMO NARAYAN"



# *M. K. Exim (India) Limited*

CIN No. L63040RJ1992PLC007111

Regd. Office : G1/150, Garment Zone, E.P.I.P. Sitapura, Tonk Road, JAIPUR-302022  
Tel.: +91-141-3937500/501 Fax : +91-141-3937502 Website : [www.mkexim.com](http://www.mkexim.com)  
E-mail : [mkexim@gmail.com](mailto:mkexim@gmail.com), [mkexim@hotmail.com](mailto:mkexim@hotmail.com), [info@mkexim.com](mailto:info@mkexim.com)

Dated: 05.01.2024

To  
Department of Corporate Services-Listing,  
BSE Ltd.,  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai-400 001  
Tel: 022-2272 1234/33

**Ref:** M.K. Exim (India) Ltd. Scrip Code: 538890

**Subject:-** Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 - Alteration in Memorandum of Association ("MOA") and Articles of Association ("AOA") of M.K. Exim (India) Limited

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform that the members of the Company through Postal Ballot and remote E-Voting, have by way of Ordinary Resolution and Special Resolution, approved the amendment of the Capital Clauses of the MOA and AOA of the Company respectively, consequent on change of the Authorised Equity Share Capital of the Company as stated in the Postal Ballot Notice dated December 02, 2023.


A copy of amended MOA and AOA of the Company is attached herewith for your record.

The above information will also be made available on the Company's website at [www.mkexim.com](http://www.mkexim.com).

You are requested to take the above information on record.

Thanking You

Yours faithfully,  
For M.K. Exim (India) Ltd

  
Manish Murlidhar Dialani  
Managing Director  
(DIN: 05201121)



**MEMORANDUM  
AND  
ARTICLES  
OF  
ASSOCIATION**

**OF**

**M.K. EXIM (INDIA) LIMITED**

(AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION ON INCREASE IN AUTHORISED  
CAPITAL AS ADOPTED BY THE MEMBERS THROUGH POSTAL BALLOT DTD. 04.01.2024)

**MEMORANDUM  
AND  
ARTICLES  
OF  
ASSOCIATION**

**OF**

**M.K.EXIM (INDIA) LIMITED**

(NEW SET OF MEMORANDUM AND ARTICLES OF ASSOCIATION ADOPTED BY THE MEMBERS  
THROUGH POSTAL BALLOT DTD. 27.01.2022)

*BD*







**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**

Registrar of companies, Jaipur  
G/6-7, Second Floor Residency Area, Jaipur, Rajasthan, India, 302001

Corporate Identity Number: L63040RJ1992PLC007111

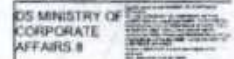
**SECTION 13(1) OF THE COMPANIES ACT, 2013**

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

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

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

Given under my hand at Jaipur this Third day of February Two thousand twenty-two.



C M Karlmarx

Registrar of Companies  
RoC - Jaipur

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

M.K. EXIM (INDIA) LIMITED

G-1/150, Garment Zone, EPIP, Sitapura., Tonk Road., Jaipur, Jaipur,  
Rajasthan, India, 302022





**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**

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G/6-7, Second Floor Residency Area, Jaipur, Rajasthan, India, 302001

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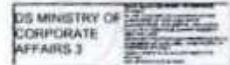
**SECTION 13(1) OF THE COMPANIES ACT, 2013**

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

The shareholders of M/s M.K. EXIM (INDIA) LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 15-05-2019 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

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

Given under my hand at Jaipur this Fourth day of June Two thousand nineteen.



Uttam Sitaram Patole

Registrar of Companies  
RoC - Jaipur

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

M.K. EXIM (INDIA) LIMITED

G-1/150, Garment Zone, EPIP, Sitapura,, Tonk Road,, Jaipur, Jaipur,  
Rajasthan, India, 302022



*[Handwritten signature]*





Telegram: "COMPANYREG"

E-Mail : [roc.ja.ab@hub.nic.in](mailto:roc.ja.ab@hub.nic.in)  
[roc-ja@hub.nic.in](mailto:roc-ja@hub.nic.in)



सत्यमेव जयते

Telephone : (0141) 2500564

2500565

FAX : (0141) 2500564

GOVERNMENT OF INDIA  
MINISTRY OF COMPANY AFFAIRS,  
OFFICE OF THE REGISTRAR OF COMPANIES, RAJASTHAN  
132-VIJAY NAGAR, PART-II, KARTARPURA RAILWAY CROSSING  
JAIPUR - 302 006

COMPANY NO. : 17-007111

**CERTIFICATE OF REGISTRATION OF  
ALTERATIONS OF OBJECTS**

**M.K. EXIM (INDIA) LIMITED**

by special resolution passed on 28/03/2005 in the Extra Ordinary General Meeting altered the provisions of its Memorandum of Association with respect to its objects.

I hereby certify that certified copy of the special resolution together with the printed copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at JAIPUR this 15th day of APRIL TWO THOUSAND FIVE.



-Sd  
(V. K. KHUBCHANDANI)  
Registrar of Companies  
Rajasthan, JAIPUR

*(Handwritten signature)*





सत्यमेव जयते

GOVERNMENT OF INDIA  
MINISTRY OF FINANCE AND COMPANY AFFAIRS,  
DEPTT. OF COMPANY AFFAIRS  
OFFICE OF THE REGISTRAR OF COMPANIES, RAJASTHAN  
132-VIJAY NAGAR, PART-II, KARTARPURA RAILWAY CROSSING  
JAIPUR - 302 006

Company No. : 17-007111

**CERTIFICATE OF REGISTRATION OF  
ALTERATIONS OF OBJECTS**

**M/S M.K. EXIM (INDIA) LIMITED**

by special resolution passed on 22.10.2003 in the Extra Ordinary General Meeting altered the provisions of its Memorandum of Association with respect to its objects.

I hereby certify that certified copy of the said special resolution together with the printed copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at JAIPUR this 27th day of OCTOBER  
Two thousand THREE.



-Sd  
(O. P. TIWARI)  
Asstt. Registrar of Companies  
Rajasthan, JAIPUR

*Handwritten signature*







सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF LAW, JUSTICE AND COMPANY AFFAIRS,

DEPTT. OF COMPANY AFFAIRS

OFFICE OF THE REGISTRAR OF COMPANIES, RAJASTHAN

132-VIJAY NAGAR, PART-II, KARTARPURA RAILWAY CROSSING

JAIPUR - 302 006

Company No. : 17-007111

**CERTIFICATE OF REGISTRATION OF**  
**ALTERATIONS OF OBJECTS**

**M.K. EXIM (INDIA) LIMITED**

by special resolution passed on **23.03.2002** in the Extra Ordinary General Meeting altered the provisions of its Memorandum of Association with respect to its objects.

I hereby certify that certified copy of the said special resolution together with the printed copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at **JAIPUR** this **27th** day of **MARCH** Two thousand **TWO**.



-Sd

**(L. R. MEENA)**

Asstt. Registrar of Companies  
Rajasthan, JAIPUR





**Fresh Certificate of Incorporation  
Consequent on Change of name**

In the office of the Registrar of Companies,  
Rajasthan, JAIPUR  
( Under the Companies Act, 1956 (I of 1956) )

In the matter of M. K. EXIM (INDIA) PRIVATE LIMITED

I hereby certify that M. K. EXIM (INDIA) PRIVATE LIMITED which was originally incorporated on 31st DECEMBER, 1992 under the Companies Act, 1956 having duly passed the necessary resolution dated 09-01-1995 in terms of Section 21 read with Section 31 of the Companies Act, 1956 the name of the said Company is this day changed to "M. K. EXIM (INDIA) LIMITED" and this certificate is issued in pursuant to Section 23 (1) of the said Act.

Given under my hand at JAIPUR this FIFTEENTH day of  
FEBRUARY One thousand nine hundred and NINETY FIVE.



Sd/-  
( D. K. GUPTA )  
Registrar of Companies,  
Rajasthan, JAIPUR





प्राप्त धार्. धार.

Form I. R.

निगमन का प्रमाण पत्र

## CERTIFICATE OF INCORPORATION

1

ता.....का सं.....

No. 17-07111 of 1992-93

मैं एतद्वारा प्रमाणित करता हूँ कि धाज एम. के. एग्जिम (इण्डिया) प्राइवेट लिमिटेड  
कम्पनी अधिनियम 1956 ( 1956 का 1 ) के अधीन निगमित की गई है और यह  
कम्पनी परिसीमित है ।

I hereby certify that M. K. EXIM (INDIA) PRIVATE LIMITED  
is this day incorporated under the Companies Act, 1956 ( No. 1 of  
1956 ) and that the Company is Limited.

मेरे हस्ताक्षर से धाज ता.....को दिया गया ।

Given under my hand at JAIPUR this THIRTY FIRST day of  
DECEMBER One thousand nine hundred and NINETY TWO.

Saka : 10 Pausa, 1914



Sd/-

( D. K. GUPTA )

कम्पनियों का रजिस्ट्रार  
राजस्थान, जयपुर  
Registrar of Companies  
Rajasthan, JAIPUR





THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION**

OF

**M.K. EXIM (INDIA) LIMITED**

- I. The name of the Company is **M.K. EXIM (INDIA) LIMITED**
- II. The Registered office of the company will be situated in the STATE OF RAJASTHAN.
- III. The objects for which the company is established are:-
  - (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-
    1. To carry on the business of trading importing, exporting, spinning, weaving, combing, winding, doubling, reeling, twisting, knitting, ginning, pressing, baling, washing, cleaning, coloring, dyeing, printing, bleaching, text rising, mercerizing, crimping, calendaring, finishing, preparing, sizing, processing, packing of or otherwise dealing in all kinds of fabrics, yarn, textiles as may be prepared from cotton, cotton waste, nylon, polyester, terrene, terelene, viscose, staple, rayon, acrylic, silk, artificial silk, linen, wool, wool tops, Dacron, flex, hessian, gunny, jute, hemp or any other natural, synthetic or manmade fiber, fibrous substances or any other textile of any description or kind.
    2. To carry on the business as manufactures, importers, exporters, traders, of and dealers in readymade garments, cloth, made-ups, hosiery, fabrics, water-proof fabrics, floor-cloths, carpets, tent-cloth, rajai, tweeds, shawls, quilts, blankets, blazers, tapestry, velvet, tarpaulin, canvas, khaddar, laces and lining, natural starch and auxiliaries and other sizing materials, dye-stuffs, synthetic or chemical substances of all kinds and other substances either basis or intermediate.
    3. To carry on the business as manufacturers, importers, exporters, traders and dealers in all type of electrical products, devices, instruments, spares and components including copper wired.

\* Clause III(A) altered by adding sub-clause 14 to 19 thereto and Clause III(B) altered by adding sub-clause 36-43 thereto vide special resolution passed in EGM dated 15/05/2019

\*\* Clause III(A) altered by adding sub-clause 20 to 22 thereto and Clause III(B) altered by adding sub-clause 44-45 thereto vide special resolution passed through Postal Ballot dated 27/01/2022

\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 27/01/2022

\*\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 04/01/2024.

*[Handwritten signature]*





4. To carry on the business as manufacturer, importers, exporters, traders and dealers in all type of ingot/casting of all materials including of aluminum/copper alloys.
5. To carry on the business of manufacturing, trading, export, import and dealing in any manner in metals, silver, gold, ornaments, utensils, diamonds, precious stones, paintings, manuscripts, curios, antiques and objects of art.
6. To carry on in India and Abroad the business of production, development and marketing of Bio-Fuel, Scientific and Hi-tech farming in all its forms and applications for promoting the business of plantation, non-edible oils, seeds, extraction of Bio-diesel and oil from agriculture, horticulture, floriculture, medicinal herbs, Jatropha Circus for commercial and Non commercial purpose.
7. To cultivate, establish, maintain, carry on business of growing, cultivated, producers, planters, blenders, buyers, sellers, exporters, importers of Jatropha, Karanja, Sal, Neem tree and other plants for production of Bio-Diesel and ethanol and to acquire by purchase and otherwise Jatropha Estate and to set-up expeller units for extracting oil from Jatropha seeds and other all seeds and to set-up a Bio-Diesel refinery plant and to set-up such industries as may be required for production of soaps, bio-fertilizers pesticide and other pharmaceutical products out of the bio products of Bio-Diesel.
8. To carry on the business of agriculturists, planters, cultivator farmers and to plant, cultivate all kinds of medicinal plant, oil seeds, vegetables, fruits, tea, flowers, coffee and other articles that are produced or cultivate from the land & soil and to sell, purchase and deal in the same as dealers and retailers.
9. To establish and equipped laboratories and carry on analytical, experimental research and development in relation to production of bio-fuel and other allied products of the company and to carry on the business of technical consultancy in the above area.
10. To manage and deal in land, building and other properties; to collect rents and income and to supply tenants and occupiers and occupiers and others refreshments, attendance, messages, light, waiting-rooms, reading rooms, meeting rooms, lavatories or laundry, conveniences, electric conveniences, stables and other advantages.
11. To carry on the business of hotel, restaurant, cafeteria, beer-house, lodging house keepers, licenced victuallers, wine, beer and spirit merchants, malters, dealers and manufacturers of aerated and artificial waters and other drinks, purveyors, caterers for public amusements, coach-cab carriage and motor car proprietors, livery, stable and garage keepers, importers of food, live and dead stock for the business of the company, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and

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\*\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 04/01/2024.





places of amusements, recreations, sports, entertainment and instructions of all kinds, theatrical and opera box office proprietors and general merchants.

12. To carry on business of trading, importing, exporting or otherwise dealing in all kind of goods, material, services of any nature in India and Abroad.
13. To carry on business of Travel, tours, transportation and any other kind of business related to movement of persons and goods.
14. To carry on the business of buying and Direct selling, manufacturing, importing, exporting, distributing and otherwise dealing in all kinds and varieties of cosmetics, non prescribed drugs, personal and health care products, food preservatives and additives, artificial flavouring, artificial dyes and colouring agents, oleoresins, beauty and skin care products, hair care products, perfumes, colognes, food supplements, health aids, glamour products, Birth control medicines and devices and lubricants.
15. To carry on the business of manufacturing, producing, growing, cultivating, process, importing, exporting, selling, purchasing or otherwise dealing in and marketing or multi marketing of health and nutrition products, food or food supplements, whether medicinal or aromatic, through plants or otherwise or through usual or unusual herbs, plantation or tuber crops, fruits, mushroom, nuts, fresh or canned, dehydrated or frozen fruits, vegetables or any genetic combination thereof, fast foods, marine and sea foods, energy foods, bee keeping honey and its processing, sericulture and its processing and to operate farming under satellite contractual buyback schemes including cultivation & processing & medicinal and aromatic plants, usual & unusual rare herbs, recycling of organic waste, fermentation and membrane process technologies.
16. To carry on the business of manufacturers, processors, producers, purchasers, sellers, blenders, makers, researchers and dealers in cosmetics, perfumes, scents, sprays, nail polish, fragrances, powders, lavenders, tooth pastes, tooth powder, hair oils, herbals, creams, pomades, ayurvedic and intermediates and their raw materials.
17. To carry on business as manufacturer and dealers in all kinds of FMCG products, proprietary products, hair, skin, nail and other beauty preparations, deodorants, aerosol and pumps-pray products, baby products, petroleum and mineral oil products, chemicals, acids and alkalis, all kinds of perfumery and other compound, preparations, materials and products, bath products, care products, cotton swabs, family planning appliances, hair dyes, pigments, varnishes, essential, oils, detergents, insecticides, oil, oleaginous, vaporaceous, saponaceous substances, preparations, aids and accessories of every description

\* Clause III(A) altered by adding sub-clause 14 to 19 thereto and Clause III(B) altered by adding sub-clause 36-43 thereto vide special resolution passed in EGM dated 15/05/2019

\*\* Clause III(A) altered by adding sub-clause 20 to 22 thereto and Clause III(B) altered by adding sub-clause 44-45 thereto vide special resolution passed through Postal Ballot dated 27/01/2022

\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 27/01/2022

\*\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 04/01/2024.





whether medicated, antiseptic or not, unguents, ingredients or accessories of every description whether medicated, antiseptic or not, unguents, ingredients, or accessories thereof and other materials, or things capable of being used in connection with such manner, factor or business.

- 18 To carry on business of manufacturing and dealers in all kinds of raw and finished cosmetics, perfumes and essences, dentifrices, lotions, extracts, greases, creams, salve, ointments, pomades, powders, unguents, eau de cologne, toilet requisites and preparations, cleansing compounds.
- 19 To carry on the business of beauticians, manicurists, bridal makeup, hairdressers, hair dryers, makers and suppliers of all kinds of wigs, and to run health care centers, beauty parlors, massage centre's, yoga centers, gymnasiums, swimming pools and to conduct classes, seminars, demonstration, education and training programmes for betterment of body & beauty care or make up, and to deal in cosmetics of every description and kinds including lipsticks, nail polishes, creams, lotions, ointments, perfumes, foundations, soaps, fashion wear and beauty aids of every kind and description.
- 20 To carry on the business of searching, exploiting, quarrying, producing and selling major and minor minerals, including but not limited to granite, marbles and other stones or any of them, and opening and working such mines, quarries above or under the lands, treating, converting, cutting, polishing and rendering them suitable for marketing, selling and exporting."
- 21 To carry on in India or elsewhere the business to buy, take on lease or under a licence, concession, grant or otherwise acquire mines, mining rights in any land or other place and metalliferous land and any interest there in and to explore, work, develop, turn to account the same."
- 22 To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker, Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, marble, granites, feldspar, quartz, graphite and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminium, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products,

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\*\* Clause III(A) altered by adding sub-clause 20 to 22 thereto and Clause III(B) altered by adding sub-clause 44-45 thereto vide special resolution passed through Postal Ballot dated 27/01/2022

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\*\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 04/01/2024.





mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects.”

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

1. To purchase, sell, acquire, manufacture, construct, erect, maintain, work, install, import, export and otherwise acquire and deal in all materials and substances and ancillaries used in process of dealing in various items and doing various things mentioned under the main objects and deal in any of the by-products of the manufacturing processes which the company may undertake.
2. To plant, cultivate, produce, raise, manufacture, purchase or sell, import, export or otherwise handle or deal in land products required to run the plants of the company and to acquire land and fields for the same.
3. To offer technical services and provide all assistance in planning, construction, erection and installation of appliances, apparatuses, equipments, plant and machinery related to the business of the company and to obtain technical services in repairs, maintenance and replacement thereof and to employ, remunerate and collaborate with experts for the purpose.
4. To design, construct, fabricate and manufacture buildings, mills, factories, plants, equipments, accessories, apparatuses, parts and machinery required for the business of the Company and to build, erect, construct, furnish or re-furnish, equip, maintain or improve any building, structure, edifice, hall, enclosure, studio for the use of the company, its employees or other persons connected with the affairs of the company or business subsidiary to the objects of the company.
5. To establish, equip, maintain, subscribe to or become member of training institutions, research laboratories, research institutions and experimental workshops for scientific and technical research and experiments and to carry on analytical, experimental and other works and research for implementing the objects.
6. To apply for and procure licences under the industries (Development and Regulation) Act for establishment of new industries for attainment of its main objects.
7. To use trade-marks or trade-names or brands for the products and goods of the Company and adopt such means of making known the business and products of the Company or any other Company in which this Company is interested as may seem expedient and in particular by advertising in newspapers,

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magazines, periodicals, radio, television and cinema, by circulars, by purchase and exhibition of works of art or interest, by opening stores and exhibitions, by publication of periodicals, calendars, diaries or any other materials of publicity, by distributing samples and granting prizes, rewards and donations subject to the provisions of Section 293 A of the Companies Act, 1956.

8. To acquire and undertake the whole or any part of the business, property, assets, undertakings, belongings, funds, obligations, contracts and agencies, rights or liabilities of any person, Government, firm or body corporate, carrying on or proposing to carry on any business which the Company is authorized to carry on or having property suitable for the purpose of the Company or which can be carried on in conjunction therewith others which is capable of being conducted so as directly to benefit the Company, either in full or in part or enter into partnership, joint venture or any other arrangement which the Company may deem fit, with such person, Government, Firm, Company or body corporate on such terms conditions and considerations as the Company may think fit.
9. To pay any premia, commission or salaries and to pay for any property rights or privileges acquired by Company or for services rendered or to be rendered in connection with the promotion or formation of the business of the company or in case of conversion into public company for services rendered or to be rendered by person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any other debentures, debenture-stock or other securities of the Company either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully paid up or with such amount credited thereon as may be agreed upon and to charge any bonds, debentures and other securities and all or any part of the property of the Company.
10. Subject to the provisions of Section 58A of the Companies Act, 1956 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time to borrow or raise money or receive money on deposit, on interest or otherwise in such manner as the Company may think fit and in particular by the issue of debenture or debenture stock, perpetual or otherwise and in security of such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets and revenues of the company present or future, including its uncalled capital by special arrangement or otherwise or to transfer or convey the same absolutely in trust and to give the lenders, power of sale or other powers as may seem expedient and to purchase, redeem or to pay off any such securities, However, the Company shall not carry on banking business as defined in the Banking Regulations Act, 1949 for the time being in force.

\* Clause III(A) altered by adding sub-clause 14 to 19 thereto and Clause III(B) altered by adding sub-clause 36-43 thereto vide special resolution passed in EGM dated 15/05/2019

\*\* Clause III(A) altered by adding sub-clause 20 to 22 thereto and Clause III(B) altered by adding sub-clause 44-45 thereto vide special resolution passed through Postal Ballot dated 27/01/2022

\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 27/01/2022

\*\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 04/01/2024.





11. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
12. To take into consideration and approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotion of the company.
13. To purchase, take on lease or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, building, stock-in-trade and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
15. Subject to the provisions of law to invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit. But the Company shall not carry on any banking business as defined under Banking Regulations Act, 1949.
16. Subject to the provisions of Section 58 A of the Companies Act, 1956 and the Rules framed there-under and directions issued by R.B.I. from time to time to receive, grants, loans, advances or other moneys or deposits or otherwise from the State or Central Government, banks, companies, trusts or individuals with or without allowing interest thereon.
17. To subscribe, to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of the Company and procure from and communicate to any such association such information as may be likely to further the objects of the Company.
18. To communicate with Chamber of Commerce and other mercantile any public bodies through out the world and concern and promote measures for the protection of the trade industry and persons engaged therein.

\* Clause III(A) altered by adding sub-clause 14 to 19 thereto and Clause III(B) altered by adding sub-clause 36-43 thereto vide special resolution passed in EGM dated 15/05/2019

\*\* Clause III(A) altered by adding sub-clause 20 to 22 thereto and Clause III(B) altered by adding sub-clause 44-45 thereto vide special resolution passed through Postal Ballot dated 27/01/2022

\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 27/01/2022

\*\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 04/01/2024.





19. To lease, let out on hire, sub-let, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking, any land, business, property, rights or assets of the company including all and every description apparatus or appliances or any shares of interest therein respectively in such manner and for such consideration as the Company may think fit and according to procedure of Company law and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
20. To do all or any of the above things in any part of the world as principals, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.
21. To vest any real or personal property, right or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
22. Subject to the previous of law to merge, reconstruct, amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal connexion with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
23. To establish, promote or concern in establishing or promoting any Company or companies for the purpose of acquiring all or any of the rights, liabilities and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of such other Company or Companies.
24. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other funds, whether for depreciation or for repairing, replacing, improving, extending or maintaining any of the property of the Company or for any other purpose whatsoever and to transfer from any such fund or part thereof to any of the other funds in mentioned.
25. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any associations institutions or funds in any way connected with any particular trade or business of scientific research, industry or commerce which is directly or indirectly deemed conducive for the attainment of main objects.

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26. To establish the agencies in India and elsewhere and to regulate and to discontinue the same in connection with the business of the company.
27. To establish the branched of the Company and to get them recognized in any part of the world outside the Union of India.
28. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund, gratuities, pensions, allowances, emoluments, bonus, profit sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any Company which is a subsidiary of the Company or is an allied to or associated with Company or with any such subsidiary or who are or were any time Directors or Officers of the Company or any of such dependent or connection of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidizing or contributing to any Institution, Association, funds, clubs, trusts, profit sharing or other schemes and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and to make payments to or towards the insurances of such person as aforesaid and to do any of the matter aforesaid either alone or in conjunction with any other Company as aforesaid.
29. To issue as fully or partly paid up any shares, securities. Bonds, debentures or other obligations of the Company in consideration of any privileges, concessions or rights or any property transferred, services rendered to the Company and accept any consideration for any property sold or otherwise disposed of by the Company, fully or partly paid-up shares or securities or bonds, debentures or other obligations of any other Company.
30. To enter into any collaboration or arrangements with the Government of India or Foreign Government or Companies, with any States or with any authorities, municipal, local or otherwise or with any person, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State Authorities or persons any rights, powers, privileges, licences, decrees, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out, exercise and to comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions, grants and concessions.
31. To subscribe in or donate to or guarantee money for any National Philanthropic, charitable, benevolent, public, general or useful fund or organization,

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association, institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or interest of its members, subject to the provisions of the Companies Act, 1956.

32. To make arrangements with persons engaged in any trade, business or profession for the concession to the Company's members, ticket holders and their friends of any special rights, privileges and advantages and in particular in regard to the supply of the goods.
33. To aid, assist and finance any industrial undertakings, projects enterprises whether owned or run by Government of India. Government of Rajasthan, firm or individual for extension of its work and business.
34. To undertake and execute any trust either gratuitously or otherwise.
35. On winding up of the Company to distribute all or any of the property of the Company or any proceeds of sale or disposal of any of the properties of the Company amongst the members in specie or kind subject to the provisions contained in the Companies Act, 1956.
36. To acquire, establish, run, manage, franchise, take on hire or lease, and operate training schools or Institute of Beauty & Nutrition to provide world class vocational and technical training, education in beauty, wellness, yoga and nutrition.
37. To carry on Research, Development and manufacturing of Cosmetics products, personal care products, Health Care Products and to carry on the trade of it.
38. To run health care centre, yoga centers, gymnasiums and to conduct classes, seminars, demonstration, education and training programmes for betterment of body and health care.
39. To acquire, establish, run, manage, construct, build, take on hire or lease, maintain, organize, promote, provide, acquire, develop, erect, and to handle, yoga centers, beauty saloons, hair care centers, clinics, gymnasiums, swimming pools, natural cure centers, sauna & steam bath, and similar establishment on membership basis or otherwise.
40. To organize, conduct, or sponsor time to time, health and fitness camp or workshop, yoga camp or workshop, beauty contest event to encourage or make people aware about healthy & fit lifestyle.
41. To promote, encourage, establish, provide, maintain, conduct, operate, organize and run beauty parlors and to do business as beautician, manicurists, hair dyers, hair care, makers and suppliers of all kinds of wigs and to conduct classes, seminars, demonstrations, education and training programmes in the field of body care and to do all incidental acts as are necessary to attain the main objects of the company.

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\*\*\*\* Clause V altered by way of increase in authorized share capital vide special resolution passed through Postal Ballot dated 04/01/2024.





42. To promote, encourage, establish, provide, maintain, conduct, operate, organize and run beauty parlors and as beautician, manicurists, hair dyers, makers and suppliers of all kinds of wigs and to conduct classes, seminars, demonstrations, education and training programmes in the field of body care and personal hygiene.
43. To own, establish, acquire, run, operate, manage, maintain, develop, promote, administer, advertise, either on its own or through franchisee fully equipped schools, colleges, educational institutes, universities including deemed or autonomous universities, to promote and disseminate knowledge, create awareness and provide a common forum of interaction amongst academicians, professionals and government agencies, establish effective co-ordination, to organise training courses and special programmes to impart training, education in all disciplines, online, distinct, correspondence courses, coaching classes for any stream, any level, any profession, courses for information technology, computer technology, software, hardware, networking, any certified or recognized courses ,training programmes for personality development, soft skills, communication skills, creative teaching, behavior skills, trade-commerce-business management, scientific and research and to conduct all types of seminar, training programmes, skilled development programmes and to develop computer software, hardware, web enabled application, information technology related products and also to provide consultancy relating thereto, and to assist the promotion and advancement of trade, commerce, art, science, technology or whatsoever.
44. To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market ore, metal, mineral, coal and mineral substances of all kinds and to carry on any other metallurgical operation.
45. To search, survey, discover, acquire by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons, such rights, powers, and privileges whatsoever for obtaining mines, open cast mines, bucket mines, quarries, deposits, etc. for the accomplishment of the above objects."
- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the company is Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

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We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:-

Sl. No.	Signatures, Names, Address, Descriptions and Occupations of the Subscribers	No. of Equity Shares taken by each subscriber	Signatures, Names, Address, Descriptions and Occupations of Witness
1.	Sd/- (DAYA RAM KHANCHANDANI) S/o Late Sh. Bassar Mal Khanchandani Mona House, A-4, Saket Colony, Adarsh Nagar, JAIPUR Business	10  (Ten)	In Witness to all the signatories Sd/- (SANJAY KUMAR PANDYA) S/o Dr. Mahaveer Prasad Pandya E-12, Gokhale Marg, C-Scheme JAIPUR-302001 Chartered Accountant
2.	Sd/- (KANHAIYA LAL KHANCHANDANI) S/o Sh. Daya Ram Khanchandani Mona House, A-4, Saket Colony, Adarsh Nagar, JAIPUR Business	10  (Ten)	
3.	Sd/- (SHYAM KHANCHANDANI) S/o Sh. Daya Ram Khanchandani Mona House, A-4, Saket Colony, Adarsh Nagar, JAIPUR Business	10  (Ten)	

Total No. of Equity Shares subscribed: 30 (Thirty)

Dated the 16<sup>th</sup> day of December, 1992

Place: Jaipur.

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*(Signature)*





The COMPANIES ACT, 2013  
(COMPANY LIMITED BY SHARES)  
ARTICLES OF ASSOCIATION  
OF  
**M.K. EXIM (INDIA) LIMITED**  
GENERAL

TABLE 'F' EXCLUDED

1. The regulations contained in the Table 'F' in Schedule-I of the Companies Act, 2013 shall not apply to this Company but these regulations are for the management of the company and for observance of the members and their representatives shall subject to any exercise of the statutory powers of Company in reference to the repeal or alterations of or additions to its regulations by special resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles.
- Table 'F' not be apply but the company to be governed by these Articles.

**INTERPRETATION**

2. In these Articles unless there be something in the subject or context inconsistent therewith the following words or expressions shall have the following meanings:
- Interpretation clause  
Defination
- "The Company or "This Company" means M.K. EXIM (INDIA) LIMITED. "The Company"
- Sec 2(71) "public company" means a company which is not a private company
- "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force. "The Act"
- "Board" means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at the Board or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles. "Board"
- "Chairman" means the Chairman of the Board. "Chairman"
- "The Managing Director" means the Managing Director of the Company for the time being. "Managing Director"
- "Month" means the calendar month. "Month"
- "Dividend" Includes Bonus but excludes bonus shares "Dividend"
- "These presents" means the Memorandum of Association and these Articles of Association as originally framed or the regulations of the Company for the time being in force. "These Presents"

(Amended Articles of Association in Capital Clause 4 vide special resolution passed through Postal Ballot on 27.01.2022)

(Amended Articles of Association in Capital Clause 4 vide special resolution passed through Postal Ballot on 04.01.2024)



"Seal"	"Seal" means the common seal for the time being of the Company.
"Ordinary and special resolution"	"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto respectively by section 114 of the Act.
"Paid up"	"Paid up" includes credited as paid-up.
"Singular Number"	"The words importing "singular number" shall include the plural number and vice versa.
"Gender"	The words importing "masculine gender" shall include the feminine gender and vice versa.
"Person"	The words importing "person" shall include Corporation.
"The Office"	"The office" means the Registered Office of the Company for the time being.
"Debenture"	The word "debenture" includes debenture-stock.
Expression in these regulations to bear same meaning as in the Act.	Subject as aforesaid and except where the subject or context otherwise requires, words or expression contained in these regulation shall bear the same meaning as in the Companies Act as in force at the date on which these regulations become binding on the company.
"Marginal Note"	The marginal notes hereto shall not affect the construction hereof.
"Registered Office" 3.	The Office shall be at such place as the Board of Directors shall determine subject to provisions of the act.

### CAPITAL

Capital	*4. The authorized share capital of the Company is Rs. 60,00,00,000 (Rupees Sixty crores Only) divided into 6,00,00,000 (Six crore) Equity Shares of Rs. 10/- (Rupees Ten) each with powers to increase or reduce the share capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or such other rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may be provided by regulations of the Company and consolidate or subdivide the shares and issue shares of higher or lower denomination.
Preference shares	5. Subject to the provisions of Section 55 of the Act, the Board shall be empowered to issue and allot redeemable preference shares carrying a right to redemption out of profit or out of the proceeds of fresh issue of shares.
Consideration	6. The directors may allot and issue shares in the capital of the Company as payment or part payment for any property goods or machinery supplied sold or transferred or for services rendered to the Company in or about the formation or promotion of the Company, for the conduct of its business and any shares so allotted may be issued as fully paid up or as partly paid-up shares.
Discretion In calls	7. The directors may, at their discretion at the time of Issue, make such different arrangement with different shareholders in the amounts and times of payments of calls on their shares, may accept from any member whose assents thereto, the whole or part of the amount remaining unpaid on any shares held by him although no part of that amount has been called up and may pay dividend in proportion to the amount paid up on each shares or may pay interest on the amount so received in excess of calls.

\*Article 4 substituted by new article vide special resolution passed through Postal Ballot dated 27/01/2022

\* Article 4 substituted by new article vide special resolution passed through Postal Ballot dated 04/01/2024

*(Signature)*





8. The directors may at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock in the Company, but so that if the commission in respect of share shall be paid or repayable out of capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate percent of commission shall not exceed 5 percent on the shares and 2.5 percent on debentures or debenture-stock in each case subscribed. The commission may be paid or in satisfied in cash on shares, debenture-stock of the Company.

Commission

### SHARES AND CERTIFICATES

9. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.
10. In addition to and without derogating from the powers for that purpose conferred on the Board under Article 6 and 7, the Company in General Meeting may determine that any shares whether forming part of the original capital or of any increased capital of the Company shall be offered to such persons (whether member or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Section 52 and 53 of the Act) at a premium or at par or at a discount as such General meeting shall determine and with full power to give any person ( whether a member or not) the option to call for or be allotted shares of any class of the Company, either (subject to compliance with the provisions of section 78 and 79 of the Act) at a premium or at par or a discount. Such option being exercisable at such times and for such consideration as may be directed by such General meeting or the Company in General Meeting may make any other provisions what so ever for the issue, allotment, removal of difficulty in allotment of shares or disposal of any shares,
11. Any application signed by or on behalf of any applicant for shares in the Company followed by an allotment of any share herein shall be as acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts an shares and whose name is or the Register shall for the purpose of these Articles be a member
12. (i) The money, (if any) which the Board shall on the allotment of any share being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the name of the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him on such terms as the Board may deem fit from time to time.

Shares to be numbered progressively and no shares to be sub-divided

Acceptance of shares

Deposit and calls to a debt payable immediately





Liability of members	(ii) Every member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may for the time being, remain, unpaid thereon in such amounts, at such time or times and in such manner, as the board shall from time to time, in accordance with the Company's regulations require to fix for the payment thereof.
Certificates	13. The Certificate of title to shares and duplicate there of when necessary shall be issued under the seal of the Company, subject to section 56 of the Act.
Member's Rights certificates	14. Every member shall be entitled to one or more certificate in marketable lot for all the shares registered in his name or if the Directors so approve to several certificates each for one or more of such shares but in respect of each additional certificate, shall be paid to the Company a fee of Rs.2/- or less as the Directors may determine. Every certificate of shares shall specify the number and denoting number of the shares in respect of which it is issued and the amount paid up thereon. The Directors may in any case waive the charging of such fees.
As to issue of new certificate in place of one defaced, lost or destroyed	15. In any certificate be worn out, defaced then, upon production thereof to the directors they may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate lost or destroyed, then upon proof thereof to the satisfaction of the directors and on such indemnity as the directors deem adequate, being given, a new certificate in lieu thereof shall be given to the registered holder of the shares to which such lost or destroyed certificate shall relate.
Fees	16. For Every Certificate issued under the last preceding Article there shall be paid to Company the sum of Rs.2/- or such smaller sum as the Director may determine. The Directors may waive the charging of such fees.
Commission for placing shares and brokerage	17. The Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditional) for any shares or debentures in the Company or procuring or agreeing to procure subscription (whether absolutely or conditionally) for any shares or debentures in the Company, but so that the price at which the shares are issued and in the case of debenture two and a half percent of the price at which the debenture are issued. Such Commission may be satisfied by the payment of cash or allotment of fully or partly paid shares or debentures or partly in one way and partly in the other. The Company may also pay on any issue of shares or debentures such brokerage as may be lawful and reasonable. may be lawful and reasonable.





## CALLS

- |     |  |  |
|-----|--|--|
| 18. | The Directors may, from time to time, subject to the terms on which any shares may have been issued, make such calls, as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotments thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made by installment.  | Calls  |
| 19. | A call shall be deemed to have been made at the time when the resolution of the directors authorizing such call was passed. Not less than fourteen day's notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.   | when call deemed to have been made and notice to call          |
| 20. | The Board may, from time to time, at its discretion extend the time fixed for the payment of any call and may extend such time as to call of any of the members who from residence at distance or other cause the Board may deem fairly entitled to such extension but no member shall be entitled to such extension save as a matter of grace and favour.   | Extension of time for payment of calls                         |
| 21. | If any member fails to pay any call, due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member and the Board shall be at liberty to waive payment of such interest wholly or in part.  | Calls to carry interest  |
| 22. | If by the terms of issue of any shares or otherwise any amounts is made payable on allotment or at any fixed date or installments at times, Whether on account of the amount of the shares or by way of premium every such amount or installment shall be payable as if it was a call duly made and provisions here in contained in respect of calls shall relate to such amount or installment accordingly.   | Amount payable at fixed times by installments payable as calls |
| 23. | On the trial hearing of any action or suit brought by the Company against any shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was when the claim arose on the Register of shareholder of the Company as a holder of the holders of the number of shares in respect of which such claims is made that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the directors who made any call nor that a quorum of directors was present at the Board at which any call was made or that the meeting at which any call was made duly convened or constituted nor any other matter whatsoever but the proof of matters aforesaid shall be conclusive evidence of the debt. | Evidence in actions by company against shareholders            |





- Payment of calls in advance 24. The Director may if they think fit, receive from any member willing to advance the same, all or part of the moneys due upon the shares held by him beyond the sums actually called for and upon the money so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the members paying such sum in advance and the Directors agree upon Moneys so paid in excess of the amount of calls shall not rank for dividends or particulars in profits. The directors may at any time repay the amount so advanced upon giving to such member three months notice in writing.

#### JOINT HOLDERS

25. Where two or more persons are registered as holders of any shares they shall be deemed to hold the same as joint-holders with benefits of survivorship subject to the following and other provisions contained in the Articles.
- |  |  |
|--|--|
| Joint Holders                                      | (a) Shares may be registered in the name of any person, company or other body, corporate but not more than three persons shall be registered jointly as members in respect of any shares.  |
| To which of joint holder certificate to be issued  | (b) The certificate of shares registered in the name of two or more persons shall be delivered to the person whose name is first on the Register.  |
| Several liabilities of joint holders               | (c) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.  |
| The first named of joint holder deemed shareholder | (d) If any share stands in the names of two or more person, the person first named in the register shall as regards receipt of share certificates, dividends or bonus or service or notice and all or any other matter connected with the company except voting at meeting and the transferee of the shares be deemed the sole holder thereof but the joint holders of a share shall be liable severally as well as jointly for the payment of all installments and calls due in respect of such share and for all incidentals thereof according in the Company's regulations.   |
| Death of one or more joint holders of share        | (e) In the case of death of any one or more of the persons named in the register of members as the joint holders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.  |
| Votes of joint members                             | (f) If there be joint registered holders of any shares, any one of such persons may vote at any meeting either personally or by proxy in respect of such shares, as if he was solely entitled thereto, provided that if more than one of such joint holders be present at any meeting either personally or by proxy, then one of the said persons so present whose name stands higher on the register of members shall alone be entitled to vote in respect of such shares, but the other of others or of the joint holders shall be entitled to be present at the meeting several executors or administrators of a deceased member in whose names shares stand shall for the purpose of these articles be deemed joint holders thereof. |





- (g) A document or notice may be served or given by the Company on or to the joint holders of a share by serving or giving the document or notice on or to the joint holder named first in the register of members in respect of the share.

On joint holders

### FORFEITURE AND LIEN

- |     |  |  |
|-----|--|--|
| 26. | If any members fails to pay any call or installment on or before the day appointed for the payment of the same the directors may at any time there after during such time as the call or installment remains unpaid serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the company by reason of such non-payment.   | If call or installment not paid notice must be given |
| 27. | The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of at or before the time and at the place appointed, the shares in respect of which such call was made or installment is payable will be liable to be forfeited.  | Form of notice                                       |
| 28. | If the requisitions of any such notice as aforesaid be not complied with any shares in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited, by a resolution of the Directors to that effect.  | If notice not complied with shares may be forfeiture |
| 29. | When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register but no forfeiture shall be in any manner invalidated by any commission or neglect to give such notice or to make such entry as aforesaid.   | Notice after forfeiture                              |
| 30. | Any share so forfeited shall be deemed to be property of the Company and the directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.   | Forfeited share to become property of the company    |
| 31. | The Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise dispose off annual the forfeiture thereof on such conditions as they think fit.   | Power to annual forfeiture                           |
| 32. | Any member whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all call, installments, interest and expenses, owing upon/to in respect of such shares at the time of the forfeiture together with the interest thereon, from the time of forfeiture until payment at 12 percent per annum and the Directors may enforce the payment thereof, without any deduction or allowance for the value of the shares at the time of forfeiture but shall not be under any obligation to do so. | Arrears to be paid notwithstanding forfeiture        |
| 33. | The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.  | Effect of forfeiture                                 |
| 34. | A duly verified declaration in writing that the declarant is a director or secretary of the Company and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be   | Evidence of forfeiture                               |

*Handwritten signature*





conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration. If any, given for the shares on the sale or disposal thereof shall constitute a good title to such shares and the person to whom the shares are sold be registered as the holder of such shares and shall not be bound to see to the application of the purchase money not shall his title to such shares be affected by any irregularity or invalidity in the proceeding in reference to such forfeiture sale or disposal.

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| Company's lien on shares/debentures                          | 35. | The Company shall have a first and paramount lien upon all the shares( not being fully paid up) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for money called or payable at a fixed time in respect of such shares solely or jointly with any other person to the Company whether the period of payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 11 hereof is to have full effect and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any, on such shares. |
| As to enforcing lien by sale                                 | 36. | For the purpose of enforcing such lien, the directors may sell the shares subject there to in such manner as they think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committee curators, bonis or other legal curator and default shall have been made by him or them in the payment of moneys called in respect of such shares for seven days after such notice.   |
| Application of proceeds of sale                              | 37. | The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such Part of the amount in respect of which the lien exists as is presently payable and residue, if any, shall (subject to like lien sums not presently payable, as existed upon the share before the sale) be paid to the person entitled to the shares at the date of sale.  |
| Validity of sales upon forfeiture                            | 38. | Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the directors may appoint some persons to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings nor to the application of the purchase money and after his name has been entered in the register in respect of such share, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damage only and against the company exclusively.  |
| Cancellation of old Certificate and issue of new certificate | 39. | Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative share shall (unless the same shall on demand by the company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect and the directors shall be entitled to issue a new certificates or certificates in respect of the said shares to the person or persons entitled thereto distinguishing it or them in such manner as they think fit from the old certificate or certificates.   |

