

MEMORANDUM OF ASSOCIATION

AND

ARTICLE OF ASSOCIATION

OF

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN):



Registrar of Companies

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





सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Ahmedabad
RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

Corporate Identity Number: U22100GJ1995PLC024944

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 SHREE KRISHNA HOLIDAY HOME AND FARMS LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 24-04-2017 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 Ahmedabad this Twenty eighth day of April Two thousand seventeen.



SUDHIR LILADHAR PHAYE
Deputy RoC
Registrar of Companies
RoC - Ahmedabad

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

SHREE KRISHNA HOLIDAY HOME AND FARMS LIMITED

13, Radhakrushna Mandir Compound,, Village- Rajpipla, Nandod, Narmada,
Gujarat, India, 393145





Co. No. 04-24944

Certificate for Commencement of Business

Pursuant of section 149 (3) of The Companies Act, 1956

I hereby certify that the SHREE KRISHNA HOLIDAY HOME AND
FARMS LIMITED

which was incorporated under The Companies Act, 1956, on the
NINTH day of MARCH 1995
and which has this day filed a duly verified declaration in this prescribed
form that the conditions of Section 149 (1) (a) to (d) / 149 (2) (a) to (c) of
the said Act, have been complied with, is entitled to commence business

Given under my hand at A H M E D A B A D this
TWENTYSECOND day of MARCH
One Thousand Nine Hundred Ninety FIVE

Seal of
THE REGISTRAR OF
COMPANIES,
GUJARAT

Sd/-
(S. N. MISRA)
Asstt. Registrar of Companies
Gujarat, Dadra & Nagar Haveli



FORM I. R.

CERTIFICATE OF INCORPORATION

No. 04-24944 of 1994-95

I hereby certify that SHREE KRISHNA HOLIDAY HOME AND FARMS
LIMITED

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

Given under my hand at A H M E D A B A D
this NINTH day of MARCH
One Thousand Nine Hundred and Ninety FIVE

Seal of
THE REGISTRAR OF
COMPANIES,
GUJARAT.

Sd/-
(V. K. PARMAR)
Asstt. Registrar of Companies,
GUJARAT,
Dadra & Nagar Haveli

THE COMPANIES ACT, 2013
[COMPANY LIMITED BY SHARES]
MEMORANDUM OF ASSOCIATION
OF
SUNGOLD MEDIA AND ENTERTAINMENT LIMITED
(Table-A)

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- I. The name of the Company is ***SUNGOLD MEDIA AND ENTERTAINMENT LIMITED.**
- II. The Registered office of the Company will be situated in State of Gujarat.
- III. The object for which the Company is established are:

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

1. To own, undertake, carry on and operate directly or indirectly in India and abroad the business of publishers ,editors , writers, printing, publishing producing , selling and distributing books, periodicals, magazines , journals, house magazines , newspapers daily, weekly monthly or whatever manner and in any language for own account or for others such as trading , commercial and industrial houses or for public in general in the interest of public relations which may include any all subject of common interest and to carry on the business of multilevel marketing , network marketing , digital marketing of products/services/consultancy and other forms of marketing and electronic services or devices including applications relating to media and entertainment.
2. To carry on the business as entertainment company and to organise, equip, arrange, write, manage, control, run, exhibit, distribute, direct, provide and to produce, promote, project, participate, manipulate, treat, process, prepare, alter, develop, expose, edit, make, remake, display, print, reprint, convert, finish, buy, sell, run, import, export, and to act as syndication, broker, agent, co-ordinator, distributor, organiser, proprietor, movie makers, copyright owners, video right owners, audio right owners, theatre owners, dubbing right owners, cinema studio owners, dance, music and provide complete technical and infrastructure support and to assist films, dramas, plays, exhibitions, shows, product launch platforms, award functions, live events, songs, music, merchandising, dances, talks, concerts, circus, stages, pantomimes, ballets, other studio owners, lab owners of all kinds of cine films, video films, T.V. serials, magazines, slides in all languages prevailing in the world to the business of film industry, procurement of governmental permission & licenses for events, travel management, freight logistics & hospitality and to establish, purchase, take on lease or hire or otherwise acquire and maintain and to sell, give on lease or hire studios, laboratories, cinemas, picture places, halls, theatres, vanity vans, properties, assets etc. for production, processing and printing of films.
3. To develop E-commerce platform with dynamic database driven electronic commerce site and system for sales, fulfillment and customer services and products over Internet, building e-commerce web portal which feature online shopping malls, business to customer services, business to business and complements of Channels, News, information, intermediation in selling products/services online and to carry on

the business of e-marketing through SMS (Mobile Phone), Email, tele marketing, digital marketing, advertisement, sale, promotion and distribution, campaigns, roadside shows, event management services, customer awareness programme for various individuals, entities, etc., of all kinds of products and services

4. To construct, maintain, improve, develop, work, control and manage, hotels, clubs, restaurants, baths, swimming pool, amusement park, jogging parks, gardens, play grounds, places of worship, reading rooms, store ships and other works and convenience which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A):

1. To enter into partnership or arrangement for sharing the profits or joint ventures with any person' or persons or company, carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this company and to acquire or join in acquiring any such business as covered by the objects clause above.
2. To convert, treat or turn to account by any process or method of manufacture, chemicals, synthetic or otherwise or any other manner timber, wood, cotton, Linters, dropping, fly, cotton seeds, bamboo, grass, straw, jute sticks, sisal fibre, flax, hemp, hessian, gunnines sugarcane, bagesse, leather, asbestos, waste paper, water hycinth, dyes, colour or any other vegetable, minerals, Chemicals of whatever nature and kind necessary or useful for business of company.
3. To purchase, sell, import, export, or otherwise handle or deal in pulp, timber, wood, cotton, linters, dropping, fly, cottonwaste, seed, bamboo, grass, jute, sisal fibres, flax hemp, hessian, gunnies, sugarcane bagasse leather, asbestos, rags, waste paper, water hycinth, dyes, colours or any other vegetable, minerals, chemicals of whatever nature and kind necessary or useful for business of Company.
4. To own, work, erect, install, maintain, equip, repair, alter, add to or otherwise handle or deal in spinning mills, or any other factories for pressing, ginning, carding, combing, securing, mixing, processing, twisting texturising, bleaching, printing, dyeing or finishing, rayon, staple, fibre, staple fibre yarn, raw silk, silk yarns, waste silks, cotton, flax, jute, hemp, wool, hessian, linen or any other textiles of any description and kind.
5. To acquire and deal in all materials, substances, technical know-how used in the manufacturing, production of Company's products, articles and things, manufacturing of which the company is authorised to undertake and to deal in any of the bye-products of the manufacturing process which the company may undertake.
6. To own, work, erect, install, maintain, equip, repair, alter, add or otherwise handle or deal in and operate machinery, plant, factories, buildings, engines and apparatus required and necessary for the purposes of Company's products and also to enter into foreign collaboration.
7. To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
8. To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
9. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privilege which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock in trade and either to retain any property so acquired for the purpose of the Company's business or turn the same to account as may seem expedient.

10. To construct, improve, maintain, develop, work, manage, carry out, control any buildings, factories or works, any roadways, tramways, railways, branches or sidings, bridges, walls, reservoirs, water course, wharves, warehouses, electric works, shops, stores, chawls and other buildings for housing work people and others and conveniences which may seem calculated directly or indirectly to advance the Company's Interest and to take part and to contribute to development, working management, carrying out or control thereof.
11. To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performances of contracts by and obligations of any persons or companies and to give all kinds of indemnities.
12. To apply for purchase or otherwise acquire any patent, d'brevets, invention, licences, concessions and the like conferring any exclusive or limited rights to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account for the property, rights or information so acquired.
13. To establish, provide, maintain and conduct or otherwise subsidise research, laboratory and experimental workshops for scientific and technical researches, experiments, and tests of all kinds and to promote research both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for awards or exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and regard studies, researches, investigations, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
14. To employ experts, to investigate and examine into the conditions. Prospects, value, character and circumstances of any business concern and undertakings and generally of any assets, property or rights.
15. To establish branches or appoint agencies for or in connection with any of the objects of the Company.
16. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the Press, Television, Cinema or any improvement thereto and by circular, by purchase and exhibition of works of art of interest, by publication of books and periodicals and granting prizes, rewards and donations.
17. To establish and support or aid in the establishment and support of associations, institutions funds, trusts and convenience calculated to benefit the employees or ex-employees of the Company or its predecessors in business, or the dependents or, connections of such persons and to grant pensions and allowances and to make payment towards insurance, and to subscribe or guarantee money for charitable objects for any exhibition or benevolent objects for any public, general or useful objects.
18. To enter into any arrangement with any of Government or Authority, Supreme or Municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
19. To enter into partnership or into any arrangements for sharing profits or losses for any union of interest, joint ventures, reciprocal concessions or co-operation with any person or persons, who are either members of the Company or otherwise or Company

or Companies carrying on or engaging in or about to carry on or engage in or being authorised to carry on or engage in any business or transactions capable of being conducted so as directly or indirectly to benefit this company.

20. To sell, lease, grant licences, easements, and other rights, over and in any other manner, deal with property, assets, rights and effects of the Company or any part thereof for such considerations as the Company may think fit and in particular for shares, debentures or securities of any other company.
21. To amalgamate, or partially amalgamate with or acquire interest in the business of any other company, persons or firm carrying on a business included in the objects of the Company or to enter into any arrangement for co-operation or for mutual assistance with any such person, firm or company or to acquire the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and to give and accept by way of consideration for any of the act or thing aforesaid of property acquired, any shares, debenture-stocks or securities that may be agreed upon to hold and retain or sell, mortgage and deal with any shares, debenture-stocks or securities to be received/so acquired.
22. To underwrite, acquire, take up and hold shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or in any foreign country and debenture, stocks, bonds, obligations and securities issued or guaranteed by any Government, Sovereign Ruler, Commissioner, public body or authority. Supreme municipal, local or otherwise, whether at home or aboard.
23. To promote or join in the promotion of any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to underwrite shares and securities therein. Company may promote wholly owned or partly owned Companies, firms.
24. To make donations to such persons or institutions either in cash or any other assets as may be thought directly or indirectly conducive to the Company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to this Company and to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or persons having dealing with the company or the dependents, relatives or connections of such persons and in particular friendly and/or other benefit societies and to grant pensions, allowances, gratuities, and business either by way of annual payment or a lump sum and to make payments towards insurance and to form and contribute to provident fund and benefit funds of or for such persons.
25. To refer to or agree to refer any claims, demand, disputes or any other question by or against Company and a member or members or his or their representative/s or between the company and third party, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
26. To invest and deal with moneys of the Company in manner as may from time to time be determined.
27. To receive money on deposit or loan and borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by mortgage or by the issue of debentures or debenture stocks perpetual or otherwise charge upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase redeem and pay ,off any such securities and guarantee the performances by the company or any other person or persons or company of any obligations undertaken by the Company or any other person or company, as the case

may be provided that the Company shall not tarry on the business of Banking as defined by the Banking Regulations Act, 1949.

28. To undertake and execute any trust, the undertaking of which may seem to the Company desirable.
29. To draw, make, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
30. To remunerate any person or company for service rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debentures-stock or the promotion of company or the acquisition of property by the Company or the conduct of the business.
31. To improve, manage, develop, exchange, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.
32. To distribute any of the property of the Company in specie among the members subject to Section 205 (3) of the Companies Act, 1956, in the event of winding up.
33. To insure the whole or any part of the property of the company, either fully or partially to protect and indemnify the Company from liability or loss and insure and protect and indemnify any part or portion thereof either on mutual principle or otherwise.
34. To do all or any of the above thing as principals, agents, trustees, contractors, and by or through agents, sub-contractors, trustees or otherwise either alone or in conjunction with others.
35. To enter into arrangement for technical collaboration and other form of agreements including capital participation with foreign or Indian manufacturers or producers which the company is empowered to manufacture or proposed to be manufactured by the Company and to pay for such technical assistance or collaborations, royalties or other fees in cash or by allotment of equity or other capital of the Company credited as paid up or issue of debenture-stocks.
36. To manufacture, buy, sell, convert, adopt, alter, improve, let on hire and deal in all description of the plant and machinery for the Textile Industry and for industries which are connected with or ancillaries thereto.
37. To carry on the business of miners, exporters, merchants and producers respectively of coal, graphite, rubber, mica, asbestos or any other mineral or natural products and to manufacture, prepare for the market, import, export, buy, sell or otherwise deal in the same.
38. To manufacture, extract, produce, refine, prepare for the market, store, sell, purchase, transport, import, export and generally to deal .in Subject to the provisions of law applicable:
 - (a) Industrial spirits, methylated spirits and any other kind of spirits, alcohol, liquor, wine and alcohol acetone, acetic acid, other acids, salts and marine minerals and their derivatives, bye-products and compounds of any kind and descriptions whatsoever.
 - (b) Medicinal, chemical, pharmaceutical, and biological preparations, disinfectants, drugs, acids, injections, vaccines and all products and bye-products thereof.
 - (c) Soda-ash, caustic soda, bleaching powder, liquid chlorine, chlorine, bichromate of soda, bichromate of potash, chrome, alum, ordinary alum, zinc chloride, manganese dioxide, copper sulphate, ferrous sulphate and any other chemicals, used in textile and other chemical used in textile and other chemical industries.

(d) Lead, silver, gold, antimony, platinum, zinc, manganese, mica and other ferrous and nonferrous metal and from their crust or metallic scraps by electrolysis or any scientific method.

(e) Medical, obstetrical, surgical and scientific appliances, instruments and machinery, dental, optical and photographic goods, chemicals and doctor's requirements.

(f) Antiseptic cotton and dressing.

(g) Perfumery, perfumes, perfumed preparations, toilet requisites, inks, vegetable oil, hair oils.

(h) Preserved vegetable goods, biscuits, lozenges, drinks, confectioneries, tobacco and cigarettes, restoratives.

(i) Phials, bottles and other glass, enamel, celluloid, tin, aluminium and porcelain ware and other appliances necessary and pertaining to medicinal and chemical laboratories and containers of every descriptions.

39. To carry on the business of producers, manufacturers, importers, buyers and sellers of and dealers in all kinds of chemicals, organic and inorganic, heavy and refined together with preparation and by-products of any nature and kind. whatsoever, heavy chemical, alkalis, acid, drugs, tannings, essences, plasticizers, syring, industrial articles of any nature and kind whatsoever, mineral and wastes, cements, oil paints, pigments and varnishes, compounds, drugs, dyestuffs, organic and mineral intermediates, paints and colour, grinders, makers and dealers in proprietary articles of all kinds of electricals, chemicals, surgical and scientific apparatus and materials.
40. To carry on the business as manufacturers and producers of and dealers in fertilizers, manures, dips, sprays, vermi-fungicides, medicines and remedies of all kinds for agricultural fruit growing or other purpose or as remedies for men and animals and whether produced from vegetable or animal matter or by any chemical process.
41. To carry on the business of importing, exporting, purchasing, selling, whether wholesale, or retail and whether of manufacturing or otherwise of all kinds of metal (whether iron, brass, copper, steel, aluminum alloys, stainless steel, monel metal or any other kind of metal), metal utensils prepared from all kinds of metals and goods and articles and other material capable of being used for similar purpose or objects to those for which any kind of metal can be used and any other products derived in the course of the preparation or treatment of any kind of metal, or substance.
42. To carry on the trade or business of iron master, mechanical engineers, steel makers, iron and steel converters, colliery proprietors, coke manufacturers. miners. smelters and refiners, engineers, tin-plate makers, and iron founders, boiler makers, mill wrights, water works engineers, mechanists and smiths in all their respective branches.
43. To manufacture, design, process, import, export, buy, sell and deal in all types of cement pipes including spun pipes, reinforced concrete pipes particularly used for irrigation and water supply schemes and other various purposes.
44. To carry on business as manufacturers and dealers in all types of cement and marble mosaic and tarrazo tiles and slabs all kind of walls and staircases, bricks, pottery earthenware, asbestos sheets and articles, ceramic wares of all kinds, steel and iron materials, ware of all kinds manufactured of cement and other allied raw materials.
45. To carry on the business of manufacturers and importers, exporters, merchants and dealers of fibrite boxes, corrugated containers corrugated folding boxes, corrugated wrappers, corrugated paper and all kinds of packing materials in India and abroad.

46. To carry on the business of manufacturers and dealers in all kinds and classes of paper, board and pulp including writing paper, printing paper, absorbent paper, News paper, antique paper, ivory finishpaper, coated paper, cartridge paper, clothline paper, azure claid and woven paper, creamlaid glass proof paper, gummed paper, handmade paper, parchment paper, drawing paper, craft paper, manial paper,. envelope paper, vellum paper, water proof paper, emerry paper, carbon paper, sensitised paper, chemically treated paper, litmus paper, photographic paper, glass paper, paste board. card board, straw board, pulp board, leather board, mill board, corrugated board, duplex and triplex boards, hardboards, plywood-board, post card, visiting cards, soda pulp, mechanical pulp, sulphite pulp, semi-chemical pulp.
47. To promote, establish, run and otherwise carry on business as manufacturers of polythelene, PVC, polypropylene and other plastics, woven sacks, polythelene lined gunny bags, linoliums articles like plastic containers, trays, bags, shopping bags, combs, tooth brush, bangles bawels, radio fittings, funiture and other appliance for domestic purposes and spray gun, handles, electrical items, electric candles, pump, valves used for industrial purpose made of and out of which or containing or combining polypropelene, alkathetic, P. V. C. Moulding powder, styrene, polystyrene, vinylechloride, thermosetting and thermoplastic material, wax, bakelite, chemicals of all sorts, laminates, plastic, polythelene which are commonly used in the manufacture of polythelene and plastic goods.
48. To buy, sell, import, export, manufacture, textile. wood articles such as bobbins, beams, frames, latices, pegs, shuttles. comber board pins, which are required .in Textile and other industries.
49. To grow produce and deal in any vegetable products and to carry on any of the business of foremen, dairymen, mills contractors; dairy formen, millars, surveyours and vendors of milk, cream, cheese, butter, poultry, provisions of all kinds, growers of and dealers in corn, hay and straw, seedsmen and to buy, sell, trade in any goods which are usually traded in any of the above business or business associated with the foregoing or other interests of the Company.
50. To carry on the business as manufactures and producers of vegetables, fruits, spices, groundnut, cake, flour and proteins and in particular canned goods, such as syrups, vinegar, assavas, sweets, condiments, spices, baby foods, fruit products, vegetables of all kinds, and all allied and by-products thereof, and for the purposes thereof to establish preservation and canning and other factories at any place or places and to develop allied business and to give subsidies to farmers, fishermen and other persons doing such business or who can grow and/or procure necessary materials as required by the Company.
51. To manufacture, produce, refine, prepare for market, distribute, treat, cure, submit to any precess, purchases, sell and otherwise, trade or deal in, export and import and dispose off and turn to account vegetable oils, essential. oils, chemicals including arromatic chemical and perfumery compounds, gums; molases, syrups, alcohol, spirits, malta and other gums and, residual products and by-products thereof.
52. To carry on business of manufacturers, sellers, distributors, importers and dealers in all kinds of automobiles, motor cars, trucks, lorries, transport vehicles, tempos, tractors, tractor trailers, scooters, motor cycles, machineries of all kinds and all parts, spares, accessories and ancillaries used or required for or in the manufacture, sale or distribution or use of all such automobiles, motor-cars, trucks, lorries, transport vehicles, motor cars, cargo vehicles, tempos, tractors, tractor trailors, scooter, motor cycles, machines, machineries connected therewith-or related thereto and in or for allied industries.
53. To carry on the business of manufacturers, importers, exporters, sellers, buyers, distributors, selling agents and dealers whether as wholesalers or retailers of all kinds primary and rechargeable batteries and dry batteries and cells, of all types and description and components including metal jackets, tops, bottoms, caps, zinc pellets, carbon, rod, tin cane and such. other accessories and materials directly required for

the dry batteries, and cell storage nickle plate batteries, chromium plate batteries, heavy duty batteries, solar batteries, solar cells, rechargeable dry cells, photo cells, storage cells, and to act as consultants and advisers in technology of all types of electric storage betteries and cells.

54. To carry on the business of manufactures, repairers, purchasers, sellers, importers, exporters or otherwise, dealers in electric data calculators, Computers, T. V., transistors, radios and their accessories like valves, condensers diaphragms, any sort metal components, sound equipments, tape recorder and their accesories, gramophone records and their accessories, record changers or any other apparatus for musical instruments, typewriters, computers, cleaners, sewing and printing machines, air conditioning equipments, air conditioners, refrigerators, cooler, icecream manufacturing machinery and to maintain air conditioned godown for storage of goods and to manufacture and deal in refrigerators, coolers, ice handling equipments, battery changers, ice manufacturing and heavy water, material handing equipment, battery operated transport, hand operated cordless tools and equipments, photo flash apparatus, mine Lighting aparatus and electrical equipments for automatic chargeover from commercial electric supply to emergency power, all sorts of battery operated consumer goods including flash lights, toys, clocks, search lights and components and accessories thereof and metals substance and materials of all kinds which may be useful and conveniently employed in. the manufacture of electric storage batteries and in machinery, apparatus, tools, article and things used in the manufacture of storage batteries and to manufacture, erect, fabricate and deal in all part or parts, spares and accessories of any plant, machinery, equipment, tools and other appliances which may be needed or otherwise employed for manufacturing producing and fabricating anyone of the products dealt with by the Company.
55. To carry on business as manufactures and dealers in woods, enamel, plastics, alloys substances, articles and to conduct workshop and foundries of iron, brass and other metals, woods, and to buy, sell, export, import, manipulate and deal both wholesale and retail in products, commodities, goods, articles and things of all kinds whatsoever.
56. To carry on the business of manufacturing, producing, exhibition, demonstration, using, showing, manipulating, working, distribution of and dealing in cinematographic films cinematographic materials, cameras, apparatus machines and tools and accessories in pictures, photographs, films and photographic things, appliances, wireless and television sets, recording and sound equipments, tools, implements and materials and pictures and painting of all types.
57. To carry on the business of leasing and hire purchase of all types of vehicle such as cycles, scooters, motor cars, trucks, tractors, apartments and machineries, items pertaining household use.
58. To carry on the business as financiers, capitalists, concessionaries, merchants, merchant bankers, registrars, advisers; consultants, share brokers, traders, commission agents, sellings agents, importers, suppliers, business of hire purchase and to carryon and execute all kinds of financial, industrial, commercial, trading operations (excepting Banking and Insurance Business) which may seem to be capable' of being conveniently and/or advantageously carried on or in connection with any object of the Company.

IV. The liability of members is LIMITED.

V. ** The Authorized Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity shares of Rs. 10(Rupees Ten only) each.

****Amended as on 01/08/2022 in the Annual General Meeting conducted vide resolution no.5**

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

Name of Subscribers	Address, Description And Occupation of the Subscribers	No. of Equity Shares taken by each subscribers	Signature of Subscribers	Name and Signature of the witnesses and their Address Description and occupation
Amit Kotia S/o Shri Rameshchandra Kotia	21-B, SBI Society, naranpura, Ahmedabad, Business	10 (Ten)	Sd/- Amit Kotia	<p style="text-align: center;">Common witness to All the Subscribers</p> <p style="text-align: center;">Sd/-</p> <p style="text-align: center;">RAICHAND LUNIA S/o SARDARMAL LUNIA</p> <p style="text-align: center;">B-12, Harekrishna Complex, Kankaria, Ahmedabad-28.</p>
Ashok Modi S/o Shri Govindlal Modi	A-10, Terrace Apartment, Navrangpura, Ahmedabad -9 Business	10 (Ten)	Sd/- Ashok Modi	
Sharad Gandhi S/o Shri Mahendrakant Gandhi	3 "Alankar" Darbar Road, Rajpipla Business	10 (Ten)	Sd/- Sharad Gandhi	
Jignesh Sheth S/o Jayendralal Sheth	40, Patel Society, Bharuch. Business	10 (Ten)	Sd/ Jignesh Sheth	
Rajesh Patel S/o Popatlal Patel	5/8, S81 Society, Naranpura, Ahmedabad. Business	10 (Ten)	Sd/ Rajash Patel	
Ankur Gajjar S/o Shri Kantilal Gajjar	E-1, Normit Apartment, Narayannagar Road, Ahmedabad. Business	10 (Ten)	Sd/ Ankur Gajjar	
Vinay Shah S/o. Hasmukhlal Shah	129, Deepali Society, Baruch. Business	10 (Ten)	Sd/ Vinay Shah	
	TOTAL	70 (Seventy Only)		

Place : Ahmedabad

Dated 7th day of March, 1995

ARTICLES OF ASSOCIATION
OF
SUNGOLD MEDIA AND ENTERTAINMENT LIMITED

INTERPRETATION

TABLE-F

1.(I) In these regulations—

- a) “The Act” means the Companies Act, 2013.
- b) “The Articles” means the Articles of Association or the same as may from time to time altered by special resolution.
- c) The “Company” means **SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**.
- d) The “Directors” means the Directors of the Company.
- e) The Board of “Directors” or the Board means the Board of Directors of the Company.
- f) “Dividend” includes bonds but excludes bonus shares.
- g) The “Managing Director” means the Managing Director appointed as such the Company.
- h) “Month” means the Calendar month.
- i) “The Registrar” means the Registrar of Companies, of the State in which Registered Office is situated.
- j) “The Secretary” means the Secretary appointed as such of the Company.
- k) “The Seal” means the common Seal of the Company.
- l) “In Writing and Written” include printing, lithography or reproducing words in a visible form.

Words importing the singular number only include the plural number and vice versa.

Words importing persons include corporations.

TABLE “F” WILL APPLY

2. Save as specifically excluded, varied or altered expressly reproduced herein, the regulations contained in Table “F” in Schedule I to the Act, shall apply to the Company.

COMPANY NOT TO PURCHASE ITS OWN SHARES

3. Save as permitted by Section 67 of the Act, the funds of the Company shall not be employed in the purchase of or lent on the security of shares, in the Company and the Company shall not give, directly or indirectly any financial assistance, whether by way of loan, guarantee the provision of security otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the Company or in its holding Company.

These Articles shall not be deemed to affect the power of the Company to enforce repayment of loans to members or to exercise a lien conferred by these Articles

SHARECAPITAL AND VARIATION OF RIGHTS

4. The Authorised Share capital of the Company is as per Clause V of the memorandum of association of the company, with the power to increase or reduce the share capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential , cumulative, convertible, preference, guaranteed, qualified, or special rights, privileges or conditions as may be determined by or in accordance with this Articles of Association of the company and to vary, modify amalgamate or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by these Articles of Association.

The Authorized Share Capital of the Company shall be as stated in the Memorandum of Association.

5. 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.*Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
6. 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.
7. (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 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 twenty rupees 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.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- (iv) *The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary
8. (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 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 (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
- *Amended in the Extra ordinary General Meeting dated 22/05/2018 vide resolution no.3**
9. 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 regulations 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.

10. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. 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 there under.

(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.

11. (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 regulations 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.

12. 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.

13. 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.

13A. * Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered-

(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—

(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

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unless the articles of the company otherwise provide, 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 referred to in clause (i) shall contain a statement of this right;

(ii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company;

(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed under the relevant rules of Section 62; or

(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.

(d) The notice referred to in sub-clause (a)(i) of Clause (1) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

(e) Nothing aforesaid shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

LIEN

14.(i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and*Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at fixed time in respect of such shares;(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.

(ii) 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.

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15. 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.

16. (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.

17. (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

18. (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.

19. 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 instalments.

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

21. (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 percent 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.

22. (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 regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

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

23. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends; or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

TRANSFER OF SHARES

24. (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.

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

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

26. The Board may decline to recognize any instrument of transfer unless—

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(a) the instrument of transfer is in the form as prescribed in rules made under sub-section 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;

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

(d) *Provided That the 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.

(e) *The common form of transfer shall be used by the Company

27. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

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.

28. Shares may also, at the discretion of the Directors be registered in the name of minor provided the said shares are fully paid up.

29. No fees shall be changed for the registration of any transfer, grant of probate or letters of administration, certificates of death or marriage, power of attorney or other instrument.

TRANSMISSION OF SHARES

30. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a soleholder, shall be the only persons recognised 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.

31. (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—

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

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

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

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32. (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.

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

33. 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.

FORFEITURE OF SHARES

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

35. 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.

36. 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.

37. (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.

38. (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.

39. (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.

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

ALTERATION OF CAPITAL

41. 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.

42. 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;

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

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

(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.

43. Where shares are converted into stock,—

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

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

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

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

44. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

CAPITALISATION OF PROFITS

45. (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
- (c) and in the same proportions.

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

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

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

(C) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

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

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

46. (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 infractions; and

(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such 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.

(iv)*Capital paid-up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.

BUY-BACK OF SHARES

47. 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.

GENERAL MEETINGS

48. All general meetings other than annual general meeting shall be called extraordinary general meeting.
49. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

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

PROCEEDINGS AT GENERAL MEETINGS

50. The ordinary business of an Annual General Meeting shall be to receive and consider the Profit and Loss account, the Balance sheet and the Reports of the Directors and the Auditors to elect Directors in place of those retiring by rotation, to appoint Auditors and fix their remuneration and to declare dividends. All other business transacted and any business transacted at an Extra-ordinary General Meeting shall be deemed special business.
51. (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.
52. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
53. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
54. 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

55. (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

56. 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.
57. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
58. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
59. 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.
60. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
61. 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.
62. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

63. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
64. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
65. 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

66. The number of Directors of the Company shall not be less than three and not more than fifteen; Provided that a company may appoint more than fifteen directors after passing a **special resolution**:

The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. Following will be the First Director of the Company:

1. **ShriAmitKotia**
2. **ShriAnkurGujjar**
3. **Shri Sanjay Shah**

Additional Directors

The Directors shall also have power at any time and from time to time to appoint any other qualified person to be a director, as an addition to the board but so that the total number of directors shall not at any time exceed maximum fixed above. Any person so appointed as an addition to the Board shall retain his

office only upto the date of the next Annual General meeting or last date on which annual general meeting should have been held, whichever is earlier.

Casual Vacancy

Any casual vacancy occurring on the board of directors may be filled up by the directors.

Appointment of Alternate Director

The Board may appoint in the manner provided in section 161 of the act, an Alternate Director to act for a Director during his absence for a period of not less than three months, from the state in which meetings of the board are ordinarily held

67. (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.

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

69. 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 regulations as it may think fit respecting the keeping of any such register.

70. 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.

71. 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.

72. (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.

PROCEEDINGS OF THE BOARD

73. (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.

74. (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.

75. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

76. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

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

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

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

78. (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.

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

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

80. 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.

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

82. In the case of a public company, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course; the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board:

Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been **vacated**.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

83. Subject to the provisions of the Act,—

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

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

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

MINUTES

85. The Board shall, in accordance with the provisions of Section 118 of the Act, cause minutes of the proceedings of every general meeting of any class of shareholders or creditors, and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board, to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in **books kept for that purpose with their pages consecutively numbered**.

86. Any such minutes or any meeting of the Board or of any committee of the Board or of the Company in general meeting. If kept in accordance with the provisions of Section 118 of the Act, shall be evidence of the matters stated in such minutes. The minute books of general meetings of the Company shall be kept at the office and shall be open to inspection by members during the hours of 10.00 A.M. and 12.00 Noon on such business days as the Act requires them to be open for inspection.

POWER OF THE BOARD

87. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such act and things as the Company is authorised to exercise and do Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in general meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles or in any regulations not inconsistent therewith and duly made thereunder including regulation made by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

MANAGING DIRECTOR

88. Subject to the provisions of Section 196 and 203 of the Act, the Board may from time to time appoint one or more directors or whole time Director / Directors to be Managing Director or Managing Directors of the Company, either for a fixed term as to the period for which he or they is or are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places.

89. Subject to the provisions of the Section 152 of the Act, a Managing Director or Whole time Director shall not while he continues to hold that office, be subject to retirement by rotation, and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire, and (subject to the provisions of any contract between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Director, and he shall ipso facto and immediately, cease to be a managing director if he ceases to hold the office of Director from any cause.

90. If at any time the total number of Managing Directors or whole time Directors is more than one-third of the total number of Directors, the Managing Directors or whole time Directors who shall not retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article the seniorities of the Managing Directors and whole time Directors shall be determined by the date of their respective appointments as Managing Directors by the Board.

91. Subject to the provisions of Section 196, 197 and other applicable provisions of the Act, a Managing Director or Whole time Director shall, receive cash, remuneration as may from time to time be sanctioned by the Company.

92. Subject to the provisions of the Act, and in particular to the prohibitions and restrictions contained in Section 179 thereof the Board may from time to time entrust to and confer upon a Managing Director or a Whole time Director the time being such of the powers exercisable under these provisions by the Board as it may think fit, and may confer such powers for such time, and to be exercised for such objects and purpose, and upon such terms and conditions, and with such restrictions as it thinks fit, and it may confer such powers, either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY

93. Subject to the provisions of the Act, the Board may appoint Secretary of the Company on such terms and conditions as it may think fit and may remove any Secretary so appointed and may fill up the vacancy in the office of Secretary. The Secretary shall exercise such powers and carry out such duties as the Board may from time to time determine.

THE SEAL

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

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

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

96. 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.

97. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

98. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

99. 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.

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

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

101. 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.

102. 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.

103. No dividend shall bear interest against the company.

104. *No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases

ACCOUNTS

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

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

INSPECTION

106. The books of account and other books and papers shall be open to inspection by any Director during the business hours.

107. The board shall from time to time, determine whether and to what extent and at what times and places, and under what conditions or regulations, the books of account and books and documents of the Company, shall be open to the inspection for the members not being Director, provide that no member (not being a Director) shall have any right of inspecting any books of account or book or document of the Company except as conferred by law.

108. Subject to the provisions of Section 128 of the Act, where under any provision of the Act any person, whether a member of the Company or not, is entitled to inspect any register, return, certificate, deed, instrument or document required to be kept or maintained by the company, the person so entitled to inspection shall, on his giving to the company not less than twenty four hours previous notice in writing of his intention specifying which register, etc. he intends to inspect be permitted to inspect the same between the hours of 10.00 A.M. and 12.00 Noon on such business day as the Act requires them to be opened for inspection.

WINDING UP

109. 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.

(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.

**Amended in the Extra ordinary General Meeting dated 22/05/2018 vide resolution no.3*

(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

110. 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.

We, the several persons whose names and addresses are subscribed hereto, are desirous of beingformed into a Company in pursuance of this Article of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Name of Subscribers	Address, Description And Occupation of the Subscribers	No. of Equity Shares taken by each subscribers	Signature of Subscribers	Name and Signature of the witnesses and their Address Description and occupation
Amit Kotia S/o Shri Rameshchandra Kotia	21-B, SBI Society, naranpura, Ahmedabad, Business	10 (Ten)	Sd/- Amit Kotia	<p style="text-align: center;">Common witness to All the Subscribers</p> <p style="text-align: center;">Sd/-</p> <p style="text-align: center;">RAICHAND LUNIA S/o SARDARMAL LUNIA</p> <p style="text-align: center;">B-12, Harekrishna Complex, Kankaria, Ahmedabad-28.</p> <p style="text-align: center;">Chartered Accountant</p>
Ashok Modi S/o Shri Govindlal Modi	A-10, Terrace Apartment, Navrangpura, Ahmedabad -9 Business	10 (Ten)	Sd/- Ashok Modi	
Sharad Gandhi S/o Shri Mahendrakant Gandhi	3 "Alankar" Darbar Road, Rajpipla Business	10 (Ten)	Sd/- Sharad Gandhi	
Jignesh Sheth S/o Jayendralal Sheth	40, Patel Society, Bharuch. Business	10 (Ten)	Sd/ Jignesh Sheth	
Rajesh Patel S/o Popatlal Patel	5/8,S81 Society, Naranpura, Ahmedabad. Business	10 (Ten)	Sd/ Rajash Patel	
Ankur Gajjrs S/o Shri Kantilal Gajjar	E-1, Normit Apartment, Narayannagar Road, Ahmedabad. Business	10 (Ten)	Sd/ Ankur Gajjar	
Vinay Shah S/o. Hasmukhlal Shah	129, Deepali Society, Baruch. Business	10 (Ten)	Sd/ Vinay Shah	
	TOTAL	70 (Seventy Only)		

Place : Ahmedabad

Dated 7th day of March, 1995