
SMAART TECH SERVICES LIMITED

(Formerly Known as Sharp India Limited)

The Memorandum of Association and Articles of Association



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Office of the Central Processing Centre

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

Certificate of Incorporation pursuant to change of name

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

Corporate Identification Number (CIN): **L36759MH1985PLC036759**

I hereby certify that the name of the company has been changed from SHARP INDIA LIMITED to SMAART TECH SERVICES LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name SHARP INDIA LIMITED

Given under my hand at ROC, CPC this EIGHTEENTH day of AUGUST TWO THOUSAND TWENTY SIX

Document certified by DS CENTRAL PROCESSING
CENTRE, MANESAR 1 <roc.cpc@mca.gov.in>.

Digitally signed by
DS CENTRAL PROCESSING
CENTRE, MANESAR 1
Date: 2026.08.18 17:40:52 IST

Shamrao Patil

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

Central Processing Centre

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

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

SMAART TECH SERVICES LIMITED

GAT NO 686/4 TAL SIRURKOREGAON BHIMA, NA, PUNE- 412216, Maharashtra, India

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





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

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

Corporate Identity Number: L36759MH1985PLC036759 / L26409MH1985PLC036759

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 SHARP INDIA LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on null 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 ROC, CPC this EIGHTEENTH day of AUGUST TWO THOUSAND TWENTY SIX

Document certified by DS CENTRAL PROCESSING
CENTRE, MANESAR 1 <roc.cpc@mca.gov.in>.

Digitally signed by
DS CENTRAL PROCESSING
CENTRE, MANESAR 1
Date: 2026.08.18 17:42:16 IST

Shamrao Patil

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

Central Processing Centre

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

SHARP INDIA LIMITED

GAT NO 686/4 TAL SIRURKOREGAON BHIMA, NA, PUNE- 412216, Maharashtra, India



Reg.No.: 11-036759

C. I. N.

[illegible]

FRESH CERTIFICATE-OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,
PUNE

In the matter of KALYANI SHARP INDIA LIMITED

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Ministry of Company Affairs, Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the Company.

From: KALYANI SHARP INDIA LIMITED

To : SHARP INDIA LIMITED

and I hereby certify that KALYANI SHARP INDIA LIMITED

which was originally
Incorporated on FIFTH Day of JULY, '1985 under the
Company Act, 1956 and under the name KALYANI TELECOMMUNICATIONS &
ELECTRONICS PRIVATE LIMITED having duly passed
the necessary resolution in terms of Section 21/22(1)(a)/22(1)(b) of the Companies Act, 1956
The name of the said company is the day changed to SHARP INDIA LIMITED
and this
certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at PUNE this TWENTYFIRST
APRIL Two Thousand Five.

Day of _____



(S. M. SAINDA NE)
ASSTT. REGISTRAR OF COMPANIES, PUNE.

NO. 36759/TA

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

In the office of the Registrar of Companies, Maharashtra, Bombay.

In the matter of * KALYANI TELECOMMUNICATIONS AND ELECTRONICS LIMITED

I hereby approve and signify in writing under section 21 of the Companies Act 1956 (Act I of 1956) read with the Government of India, Department of Company Affairs Notification No. G.S.R. 5073 dated the 24th June 1985 the change of name of the company from KALYANI TELECOMMUNICATIONS AND ELECTRONICS LIMITED to KALYANI SHARP INDIA LIMITED.

and

I hereby certify that KALYANI TELECOMMUNICATIONS AND ELECTRONICS LIMITED which was originally incorporated on FIFTH day of JULY 1985 under the COMPANIES Act 1956 . and under the name KALYANI TELECOMMUNICATIONS & ELECTRONICS LIMITED having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of the Companies Act 1956 the name of the said company is this day changed to KALYANI SHARP INDIA LIMITED. .. ~~LIMITED~~ and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Bombay this SECOND day of MAY 1986 One thousand Nine Hundred Eighty Six

(V. GOVINDAN)

REGISTRAR OF COMPANIES
MAHARASHTRA, BOMBAY.

Note: 1. * Here give the name of the company as existing prior to the change.

2 ** Here give the name of the Act(s) under which the company was originally registered and incorporated.

NO.36759/TA

CERTIFICATE OF CHANGE OF NAME
IN THE OFFICE OF THE REGISTRAR OF COMPANIES,
UNDER THE COMPANIES ACT, 1956.

IN THE MATTER OF KALYANI TELECOMMUNICATIONS AND ELECTRONICS
PRIVATE LIMITED

I do hereby certify that pursuant to the provisions of

Section 23 of Companies Act, 1956 and the Special Resolution
passed by the company at its Annual/Extra-ordinary General

Meeting on the 26 - 08 - 1985. The name of

"KALYANI TELECOMMUNICATIONS AND ELECTRONICS PRIVATE LIMITED"

has this day been changed to "

KALYANI TELECOMMUNICATIONS AND ELECTRONICS LIMITED.

And that the said company has been duly incorporated as a
company under the provisions of the said Act.

Dated this TWENTIETH day of SEPTEMBER

One thousand nine hundred and eighty five.



Har Lal
(HAR LALL) 20/9/85

ASSTT. REGISTRAR OF COMPANIES
MAHARASHTRA, BOMBAY.



प्रमाणपत्र संख्या ४५०

(Form 18)

निगमन का प्रमाणपत्र

CERTIFICATE OF INCORPORATION

नां० का सं०
No. 36759 85

मैं प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम १९५६ (१९५६ का १) के अधीन निर्माण की गई है और यह कम्पनी निरूपित है।

I hereby certify that **KALYANI TELECOMMUNICATIONS & ELECTRONICS PRIVATE LIMITED**

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

मैं इसका प्रमाण देता हूँ कि **BOMBAY** **FIFTH**

Given under my hand and seal this **JULY** **EIGHTYFIVE** day of 1985



(V. GOVINDAN)
कम्पनी का रजिस्ट्रार
Registrar of Companies

सं० सी० ४५०
C-237/Chm (P) 11-10-85-3/000

MEMORANDUM OF ASSOCIATION
OF
SMAART TECH SERVICES LIMITED
(Formerly Known as SHARP INDIA LIMITED)

- I. The name of the Company is ***Smaart Tech Services Limited.**
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:

[A] The main objects of the Company to be pursued by the Company on its incorporation.

1. To carry on the business of buyers, sellers, manufacturers, dealers, importers, exporters, assemblers and fabricators of every type of electric or electronic machinery, tools, instruments, apparatus, home appliances, equipments (Audio and Video), device, ancillary accessories, spare parts, components and raw materials, used in engineering, scientific, mechanical, electrical, hydraulic, pneumatic, electronic, thermal, space, sonic, ultrasonic, optical, surgical and surveying machinery, equipments and instruments of all kinds and descriptions including, without limiting the generality of the foregoing industrial, medical, educational, consumer entertainment telecommunication equipments, computers, electronic accounting and business machines, electronic communication equipment, electronic control instruments and basic components, such as valves, transistors, condensers, coils, magnetic materials and microwave components, radiographs, phonographs, dictaphones, television sets, record players, tape-recorders, video cassette recorders and players, projection television sets, washing machines and other home appliances and all kinds of consumer and entertainment goods and articles, amplifiers and all sorts of electrical and wireless sets, audio and video products, automobile parts and other instruments.

*2. To carry on the business & activities on Private Public Participation (PPP), Built Operate Transfer (BOT), Built Operate Lease (BOL), Built Operate Lease Transfer (BOLT), Built Operate and Own (BOO), Built Operate Own and Transfer (BOOT) model, hub and spoke model and in any other type of models, to design, supervise, promote, invest, construct, build, manage, run, operate, consult, set up, develop and maintain, either by itself, or joint venture or revenue share basis, commercial, industrial & infrastructural projects including but not limited to business of providing end-to-end logistics solutions, supply chain management, material handling, logistics parks, freight stations, dry ports, state-of-the-art warehousing facilities, including cold storage, for the storage, distribution, and transportation of goods by road, rail, air, or water, data centers, server farms, cloud computing infrastructure, comprehensive data processing, data warehousing, disaster recovery, Information Technology (IT), Information and Communication Technology (ICT), Information Technology Enabled Services (ITES), automation systems, payment and settlement systems including payment aggregator and payment gateway, digital infrastructure, manufacture, assemble, import, export, and trade in semiconductors, microprocessors, integrated circuits, and hardware devices, factories, manufacturing facilities, buildings, malls, mills, civil structure of all types, mines, oil fields, ports, sky walks/ cableways/ road/ rail/ air/ water infrastructure and its incidental facilities including transportation, projects and power plants in the field of solar, wind, hydrogen fuel cells, hydel energy, bio-mass, geo thermal, & tidal energy, travel, transport including public transport, vehicles and vessels, mobile/ portable units, parking, intelligent traffic management systems, administrative offices, and support services, gymkhana/ club/ sports arena, resorts, food-malls, heritage properties, catering & restaurant, laundry, charging station, agri services.

*3. To set up, establish, manufacture, process, own, run, manage, operate, maintain, support, research of every type including but not limited to pre-clinical, clinical and non-clinical research, develop, construct, formulate, import, export, buy, sell, distribute, trade, stock, deal, assemble, carry on business as trader, distributor, dealer in vaccines, medicines, reagents, pharmaceuticals, pharmacological, veterinary, medical, surgical, healthcare and diagnostic instruments, tools, devices, equipment, machinery, consumables, allied products, health services including health and wellness/ training centres, healthcare institutions/ facilities, hospitals, blood banks, old age homes, rehabilitation centres, emergency units, ambulance services, TPA (third party administrator) services, diagnostic centers, pharmacy stores, research and development centers, laboratories, testing facilities for conducting medical, biological, chemical, pharmaceutical, environmental, industrial, material, scientific and allied testing, analysis, experimentation.

*4. To carry on business and to act as manufacturers, merchants, traders, distributors, dealers, commission agents, buying agents, selling agents, clearing and forwarding agents, stockist, importers, exporters, in India or anywhere else in the world dealing in any manner in products of all kind and every description, all type of goods and equipment including but not limited to food and food related products including food grains, groceries, commodities, vegetables, fruits, edibles, vegetarian and non-vegetarian food products, agricultural/ agro products and similar goods, cereals, spices, premixes, masala, beverages, dairy products, milk products, convenience foods and processed foods, fast moving consumer goods, consumer durable products, electric and electronic goods, stationery and laboratory items, furniture & fixtures, household items & apparel, computers and other consumer and industrial products of all kind and every description.

*5. To set up, run, operate, maintain, support, supply, provide facility management, manpower, staffing, security & protection services, electronic security solutions including but not limited to outsourced services like maintenance, operation, surveillance, services of guards, bouncers, escort & cash management services, drone services, canteen, catering, food services, entertainment, advertisement, amusement, travel & transport, mobility solutions, loading, packing, cleaning, housekeeping including mechanized housekeeping, water management, parking services, citizen services facilitation centers, back office/ e-governance initiatives waste disposal, effluent treatment, gardening landscaping and other services for government, semi-government, local bodies, private sector, banks, industrial & commercial establishments, residential buildings, infrastructural projects & infrastructural facilities.

**Inserted vide shareholders' approval by postal ballot on 10th August 2026, and below (B) objects incidental or ancillary to the attainment of the main objects are been renumbered, also other objects are deleted.*

[B] Objects incidental or ancillary to the attainment of the main objects.

6. To acquire by purchase, lease or otherwise, for the purposes of the Company any real or personal property, rights, or privileges, and in particular land, buildings, rights of way, easements, licences, concessions and privileges, patents, patent rights, trade marks and other intellectual property rights, machinery, rolling stock, plant, accessories and stock in trade.

7. To carry on business on its own account or on account of the constituents, as buyers, sellers, importers, exporters, agents, dealers or as collectors, manufacturers of machinery of all kinds of spare parts, accessories and equipments, in connection with the Objects set out herein and the business of the Company.

8. To acquire, from time to time, and to manufacture and deal in all such stock-in-trade, goods, chattel and effects as may be necessary or convenient for any business for the time being carried on by the Company.

9. To buy, purchase, sell, lease, take on lease, exchange or otherwise acquire lands, buildings, flats and hereditaments of any tenure or description in India or elsewhere whether for residential, business, manufacturing, or other purposes and any rights, easements, advantages and privileges relating thereto and either for investment or resale for trafficking in the same and to turn the same into account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structures, works and convenience of all kinds or any of the lands or immovable properties purchased or acquired by the Company and to lease, sell, deal in or to otherwise dispose of the same.

10. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage, and control any building, offices, factories, mills, shops, hotels, guest houses, machinery, engines, roads, ways, branches of sidings, bridges, reservoirs, warehouses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person or Company in doing any of the aforesaid things.

11. Subject to the directions of Reserve Bank of India or Government of India in this behalf to borrow or raise moneys or loans for the purpose of the Company by promissory notes, bills of exchange, hundies, and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge, or by debentures or by debenture stock, perpetual or otherwise, charged upon all or any of the Company's property and assets, both present and future, moveable and immovable, including its uncalled capital, upon such terms as the Directors may deem expedient, or in such other manner, or to take money on deposit or otherwise (merely for the purpose of financing the business of the Company) with or without allowance of interest thereon and

to lend money to customers and others having dealing with the Company and to guarantee the performance of contracts by any such persons and to execute all deeds, writings and assurance for any of the aforesaid purposes, but not to carry on Banking business as defined under Banking Regulation Act, 1949.

12. To establish, to provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds; to promote studies and researches, both scientific and technical, investigations and inventions by providing subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the awards of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

13. To establish laboratories for control of the quality of raw materials, intermediates and finished products and to carry out research and investigations to process, improve, and invest new and better techniques and methods of making products of steel and alloy steel ingots, steel and alloy steel billets and all kinds of sizes of re-rolled sections.

14. To apply for and acquire permits, licences and quota rights from the Government of India or from State Governments or from Foreign Governments to import and export plant, equipment, spare parts thereof, machinery, raw materials, intermediates, finished products and processing materials connected with the manufacturing and selling of the products of the Company.

15. To enter into contracts, agreements and arrangements with any other company, firm or person for the carrying out by such other Company, firm or person on behalf of the Company of the objects for which the Company is formed.

16. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on any of the business or processes of the Company or usually dealt in.

17. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns or undertakings or of any assets, property or rights.

18. To carry on business or branch of a business which this Company is authorised to carry on by means, or through the agency of any subsidiary Company or Companies, and to enter into any arrangements with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch of business.

19. To search for and to purchase or otherwise acquire from any Government, State or Authority and licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and in particular any water, rights or concessions either for the purposes of obtaining motive power or otherwise and to work, develop, carry out, exercise and turn to account for the same.

20. To purchase, take on lease or in exchange or otherwise and to make advances on any land or lands and to purchase, acquire, hire, hold, make and maintain roads, canals watercourses, ferries, piers, wharves and other ways and to make, construct, purchase, acquire, hire, hold, improve, alter, manage, let, sell, exchange, barter and dispose of lands, leases buildings, warehouses, works, sidings, ships, boats, aeroplanes, engines, machinery and apparatus whatsoever.

21. To acquire by concession, grant, purchase, amalgamation, barter, lease, licence or otherwise either absolutely or conditionally and either solely or jointly with others any tracts of country, lands, houses, estates, farms, quarries, water rights, way leaves and other works, privileges, rights and hereditaments and any machinery, plant, utensils, trade-marks and other movable and immovable property of any description whatsoever at any place or places in India or any Foreign Country and together with such rights as may be agreed upon and granted by Government or by the Rulers or owners thereof and to expend such sums of

moneys as may be deemed requisite and advisable in the exploration, survey, cultivation and development thereof.

22. To erect, construct, enlarge, alter, acquire, work, use, barter, exchange and otherwise deal with such mills, factories, workshops, buildings, houses and erections as may be expedient and to purchase or put into working order such machinery and accessories as may, from time to time, be expedient.

23. To enter into any contract or arrangement or other dealing for the more efficient conduct of traffic or business of the Company or any part thereof.

24. To construct, maintain, lay down, carry out, work, sell, let on hire, and deal in all kinds of works, machinery apparatus, conveniences, and things capable of being used in connection with any of these objects.

25. To accumulate funds and to lend, invest or otherwise employ moneys belonging to, or entrusted to the Company, upon any shares, securities or investments upon such terms as may be thought proper, and from time to time, to vary such transactions in such manner as the Company may think fit.

26. To apply for, tender, purchase, or otherwise acquire or enter into any contracts, sub contracts, arrangements, licences and concessions for or in relation to the objects of the business as herein mentioned or any of them, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

27. To erect, construct, enlarge, alter or maintain buildings and structures or every kind necessary or convenient for the Company's business.

28. To extend or develop the business of the Company, from time to time, by purchasing, acquiring by exchange or otherwise or taking on lease for the purposes of the Company or other part of India or elsewhere any lands (whether freehold, leasehold or otherwise) with or without buildings standing thereon and any machinery, plant or other property (including trademarks, trade names and goodwill) of every description (movable as well as immovable) necessary or expedient for any business or objects or prospective business or requirements of the Company or any estate or interest in or right over any such property and by erecting, constructing and maintaining on any lands of or in the possession of the Company and mills, other buildings, structures, works and machinery plant and to let on hire and to improve, extend, repair, add to, alter, enlarge and remove all or any of the buildings, mills, factories, premises, machinery and other things for the time being the property of the Company and to expend for such purposes, from time to time, such sums of money as the Company may deem necessary or expedient.

29. To exchange, sell, convey, mortgage, assign or let on lease or leases the whole or any part of the property [whether movable or immovable] of the Company and to accept as consideration for or in lieu thereof other land or cash or Government securities guaranteed by the Government of India or State or other Government or Municipal, Port Trust, Railway or other Authority or shares, debentures, stock, bonds or securities of any other joint stock Company or companies or partly the one or partly the other or such other property or securities as may be determined by the Company and to take back or re-acquire any property so disposed of by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.

30. To open current, fixed, overdraft or other accounts with any Bank, Bankers, Shroff, or Merchant and to pay into and to draw moneys from such accounts.

31. To advance and lend moneys on such security as may be thought proper or without taking any security therefor.

32. To invest the funds of the Company, from time to time, in such assets, properties, securities, shares, bullion, species or investments or otherwise as may, from time to time, be determined by the Directors and from time to time, sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

33. Upon any issue of shares, debentures or any other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons, for their services by payment in cash or issue of shares, debentures or other securities of the Company, by the granting of options to take the same or in any other manner allowed by law.

34. To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal concession or otherwise, or collaborate with any person or company, carrying on or engage in, any Business or transaction either in India or abroad, which this Company is authorised to carry on or engage in.

35. To act in conjunction with, unite or amalgamate with, create or constitute or assist in creating or constituting any other Company or Association of a kind similar wholly to this Company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company, and to buy up or absorb all or any part of the business or property of any such Company or Association and to acquire and secure membership, seat or privilege in and of any association, exchange, market or institution in India or any part of the world.

36. To enter into any arrangements with any Government or Authorities, Municipal, local or otherwise, or any persons or company in India or abroad, that may seem conducive to the Objects of the Company or any of them and to obtain from any such Government, authority, persons or company, any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of water, waterways, power supply, road and highways, which the Company may think it desirable and to carry out, exercise and comply therewith.

37. To apply for and take out, purchase by way of licence or otherwise any patents, patent rights of inventions, trade mark rights, copy-rights or secret processes or technical aid or "know-how" which may be useful for the Company's objects and to grant licences to use the same.

38. To act as Buying and Selling Agents of any Company, and to do and perform wholly or partly the several duties, services and offices which the Buying and Selling Agents of any company usually do perform and to undertake and to become bound by conditions of any agreement entered into for any purposes.

39. To alter, manage, develop, exchange, lease, mortgage, underlet, sell, give in gifts or otherwise dispose of, improve or deal with the land, property, assets and rights and resources and undertaking 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 having objects altogether or in part similar to those of this Company and to distribute among the members in cash or in specie any property or assets of the Company, provided that no such distribution amounts to reduction of Share Capital except in accordance with the provisions of the Companies Act, 1956, in this behalf.

40. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall construe to be preliminary, including therein the cost of advertising, commission for underwriting, brokerage, printing and stationery and the expenses attendant upon the formation of agencies and local boards.

41. To procure the incorporation registration, or other recognition of the Company in India, and to establish and regulate agencies for the purposes of the Company's business and to apply or join in applying to Government, Local, Municipal or other authority or body for concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

42. To provide for welfare of the Directors or Ex-Directors or the employees or ex-employees of the Company and the wives, widows and families of such persons, by building or by contributing to the building of houses, dwelling houses, chawls, or by grant of money, pensions, allowances, bonus or other payments or by creating and, from time to time subscribing to provident and other funds and providing or subscribing towards schools, places of instruction and recreation and hospitals, dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to form, subscribe to or otherwise aid benevolent, religious, scientific, national, public other institutions or objects or purposes.

43. To sell, dispose of or transfer the business, property and undertaking of the Company or part thereof for any consideration which the Company may deem fit to accept and in particular for shares, debentures, debenture stocks, bonds or securities of any other company or companies for the purpose of its or their acquiring all or any of the property, rights, or liabilities of this Company or for any other purpose which may seem calculated to benefit this Company.

44. To create any reserve fund, sinking fund, insurance fund, dividend equalisation fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company.

45. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may, from time to time, think fit, all moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares.

46. To subscribe, underwrite, acquire, take up and hold shares, stocks, debentures, debenture-stocks, bonds, obligations and other securities issued or guaranteed by any Company constituted or carrying on business in India or in any foreign country; and debentures, debenture-stocks, bonds, obligations and other securities issued or guaranteed by any Government, Sovereign Ruler, Commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or in any foreign country.

47. To do the things hereby authorised either alone or in conjunction with, or in partnership with any person, firm or body corporate, or as factors, trustees or agents of any other companies or persons or by or through any factors, trustees or agents.

48. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets invention, trademarks, designs, formulas, copyrights, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions, or rights.

49. To sell any patent rights or privileges belonging to the Company or which may be acquired by it or any interest in the same, and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.

50. Subject to the provisions of the Companies Act, 1956, to make donations to such persons or institutions and, in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or subjects or for any exhibition or for any public objects.

51. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

52. To pay all preliminary expenses of any Company promoted by the Company or any company in which the Company is or may contemplate being interested, including such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by any such company.

53. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of work of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.

54. To lend and advance money or to give credit to such persons or companies on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.

55. To receive money on deposit or loan or borrow or raise money in such manner as the Company shall think fit, and to secure the repayment of any money borrowed, raised or owing or the repayment

or performance of any debt liability, obligation, contract, guarantee or other engagement incurred or to be entered into by the Company or any other person or company in any way and in particular by the issue of debentures or debenture-stock [perpetual or otherwise] or by mortgage, charge or lien upon all or any of the property or assets of the Company [both present and future], including its uncalled capital; and to purchase, redeem or pay off any securities, but not to carry on banking business as defined in Banking Regulations Act, 1949, subject to provisions of Section 58A and directives of Reserve Bank of India.

56. 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.

57. 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 in any respect either fully or partially, and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.

58. To carry out in any part of the world, all or any part of the Company's objects as principal, agent, factor, trustee, contractor, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state, or government or colony or dependency thereof.

59. To undertake and execute any contracts for works involving the supply or use of any plant, machinery, article, or things which the Company is entitled to produce or deal in or carry out any ancillary or other works comprised in such contracts.

60. To purchase, manufacture, construct, fabricate, assemble, hire, let on hire, alter and deal in all kinds of plant, machinery, equipment, accessories, spare parts, appliances, tools, apparatus, utensils, materials, substances, articles, things, requisites and facilities necessary or useful for in connection with main object.

61. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herewith set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof.

62. To acquire the goodwill of any business within the objects of the Company and any lands, buildings, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase, to undertake the liabilities of any company, association, partnership or person.

63. To be interested in, promote and undertake the formation and establishment of such institutions, business or companies [industrial, agricultural, trading, manufacturing or other] as may be considered to be conducive to the profit and interest of the Company.

64. To borrow or raise or secure the payment of money or to receive money on deposits at interest or otherwise, and at such time or times and in such manner as the Company may think fit, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock, convertible into shares of this or any other company or perpetual annuities, and in security of any money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital, by special assignment or otherwise or to transfer or convert the same absolutely or any interest therein and to purchase, redeem or pay-off any such securities. Provided always that the Company shall not carry on business of banking within the meaning of Section [1][b] of the Banking Regulations Act, 1949, subject to provision of 58A and directives of R.B.I.

65. To manufacture, buy, import, export, put up, sell, use, install, hire, let on hire, repair, assemble, distribute or otherwise deal in or trade in, telephones, telegraphs [wireless or other] dynamos, engines, accumulators, transformers, condensers, capacitors, cables, resistances, amplifiers, transmitters, chokes, cables, wires, lamps, dry cells, batteries, torches, lighters and all appliances, apparatus, machinery, goods, gadgets, accessories, articles and things not known or which may hereafter be invented or connected with the generation, accumulation, distribution, supply or employment of electricity or any power, force or energy that can be used as substitute therefor including all cables, wires, or appliances for connecting apparatus at a distance with the other apparatus and including the formation, maintenance and alternation of exchange and

centres.

66. To carry on the business of designers, manufacturers, merchants, and repairs of absorption, reabsorption compressor and thermoelectric water coolers, air conditioners and cold storage machinery, plant, apparatus, appliances, fitting and equipment of every description and thermostats for automatic temperature control and room heaters with or without blow-fan and hot water heaters operated with electricity, gas or oil, and of all machinery, implements, utensils, appliances, accessories and component parts all things capable of being used therewith.

67. To carry on the business of electricians, electrical engineers, electrical contractors, and manufacturers of all kinds of electrical machinery and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply and deal in accumulators, lamps, meters, engines, dynamos, batteries, telephonic or telegraphic apparatus of any kind and manufacturers of and dealers in scientific instruments of any kind.

68. To carry on all or any of the business of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description, and of and in radio, television and telecommunication requisites and supplies and electrical and electronic apparatus, appliances, equipment and stores of all kinds.

69. To carry on the business as manufacturers and repairers of and dealers in, dynamos, motors, magnetos, batteries, conductors, insulators, transformers, converters, switch-boards, cookers, glass, pottery, rubber, insulating materials, and generally electrical plant, appliances and supplies of every description.

70. To carry on business as manufacturers of and dealers in cables, chains, anchors, belts, wires, cords, conductors, turbine, boilers, engines, dynamos, motors and mechanical and electrical machinery, plant and fittings generally.

71. To carry on business of manufacturers of, dealers in and repairers of electrical accumulators, batteries, acids and containers, wireless, transmitting and receiving sets, gramophones, sound reproducing, amplifying instruments, cinematograph machines, cameras and photographic apparatus; and requisites equipment and fittings for any of the instruments aforesaid.

72. To carry on business of General Electric power supply company in all the branches and to construct, lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity and to light cities, towns, streets, docks, markets, buildings and places both public and private.

And it is hereby declared that

[i] the objects incidental or ancillary to the attainment of main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the objects of the Company herein mentioned;

[ii] the word "company" [save when used with reference to this Company] in this Memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled;

[iii] the objects set forth in each of the several clauses of paragraph III shall have the widest possible construction and shall extend to any Part of the world;

[iv] subject to the provisions of the Companies Act, 1956, the objects set forth in any clause of sub-paragraph [C] above shall be independent and shall be in no wise limited or restricted by reference to or by clauses in sub-paragraph [C] or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any of the clauses of sub-paragraph [A];

[v] nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 400,000,000 (Rupees Four Hundred Million)

divided into 40,000,000 (Forty Million) Equity shares of Rs.10 (Rupees Ten) each, with power to increase or reduce such capital from time to time, in accordance with the Regulations of the Company and the law for the time being in force in this behalf and with power to divide the shares in the capital, for the time being into Equity Share Capital and/or Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions. If and whenever the Capital of the Company is divided into shares of different classes, the rights of any such class may be varied, modified, effected, extended, abrogated or surrendered as provided in the Articles of Association of the Company and the law for the time being in force.

PROVIDED HOWEVER that where the Central Government has made an Order under Sub-section 4 of Section 62 of the Act, directing that any debenture issued by the Company or loan taken by the Company or any part thereof shall be converted into shares of the Company or where in pursuance of an option attached to debentures issued to or loans raised by the Company from any Financial Institution, such Financial Institution has proposed to convert such debentures or loans or any part thereof into shares of the Company and on the application of such Public Financial Institution, the Central Government shall make any order under Sub-section 6 Section 62 of the Act for increasing the Share Capital of the Company, the Authorised Share Capital of the Company Shall stand increased by an amount equal to the amount of the value of the shares into which such debentures or loans or part thereof has been converted.

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

Name, address, description and occupation of each subscriber	Number of Shares taken by each Subscriber	Name, address, description and occupation of Witness
Sd/- Bhalchandra B. Hattarki Son of Basappa Hattarki 25 Gajanan Housing Society) PUNE 411 016. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Sulochana N. Kalyani wife of Neelkanth Kalyani 221/D, Kalyani Nagar, PUNE 411 014. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Sunita B. Kalyani wife of Babasaheb Kalyani 221/ABCD, Kalyani Nagar, PUNE 411 014. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Sunanda Bhalchandra Hattarki wife of Bhalchandra Hattarki 25, Gajanan Housing Society PUNE 411 016. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Surekha S. Hattarki wife of Suresh Hattarki A1/11 Agarsen Housing Society Koregaon Road, PUNE 411 001. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Lata U. Hattarki wife of Uday S. Hattarki 301/11 River-View Apartments 320, Koregaon Park Road PUNE 411 001. INDUSTRIALIST	1 (One) Equity	
Sd/- Mohan Umakant Takale Son of Umakant Takale 2401, Shaniwar Peth Kalyani Building KARAD - 415 110. INDUSTRIALIST	1 (One) Equity	
TOTAL	7 (Seven)	

Dhondu Gade
Son of Shridhar Gade
Flat No .203, Rupa Building
Kharalwadi, Pimpri
PUNE 411 018 . SERVICE:

PUNE Dated the 24th day of June 1985.

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES

#ARTICLES OF ASSOCIATION
OF
SMAART TECH SERVICES LIMITED
(Formerly Known as Sharp India Limited)

PRELIMINARY

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|----|----------------------|----|--|
| 1. | Table F not to apply | a. | The Company is incorporated with Limited Liability in accordance with and subject to the provisions of the Companies Act, 1956. None of the regulations contained in Table 'F' of Schedule I to the Companies Act, 2013, including any amendment(s) made thereto, shall apply to the Company, except in so far as the same are contained or expressly made applicable in these Articles or by the Act. |
| | | b. | The regulations for the management of the Company and for the observance by the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers by the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013. |

INTERPRETATION

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| 2. | Interpretation Clause | I. | In these regulations - |
| | “Act” or “the Act” | a. | “Act” or “the Act” means notified sections of the Companies Act, 2013 including the rules, regulations, circulars, notifications and orders made there under as amended, modified or re-enacted from time to time; (ii) such of the sections of the Companies Act 1956 which continue to be in force, and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles. |
| | “Articles” | b. | “Articles” means the Articles of Association of the Company as originally framed or as altered from time to time. |
| | “Applicable Law” or “Law” | c. | “Applicable Law” or “Law” means any applicable statute, law, regulation, ordinance, rule, judgement, order, decree, approval from an authority, directive, guideline, press note, policy, requirement, or restriction or any similar form of decision, or determination by, or any interpretation or administration of any of the foregoing by, any Government Authority in effect in the Republic of India. |
| | “Board” or “Board of Directors” | d. | “Board” or “Board of Directors” means the collective body of the Directors of the Company. |
| | “Company” or “this Company” or “the Company” | e. | “Company”, “this Company” or “the Company” means Smaart Tech Services Limited (Formerly known as Sharp India Limited). |

"Depository"	f.	"Depository" means a Depository as defined in the Depositories Act, 1996 or any statutory modification or re-enactment thereof, for the time being in force and includes any Rules and Regulations made thereunder.
"the seal" or "seal"	g.	"the seal" or "seal" means the common seal for the time being of the Company or any other method of authentication of documents, as specified under the Act or amendment thereto.
	II.	Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

3.	Shares at Disposal of Board		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.
4.	Kinds of share capital and Securities	I	The Company may issue any kind of shares including but not limited to the following:
		a.	Equity share capital:
		i	with voting rights; and / or
		ii	with differential rights as to dividend, voting or otherwise in accordance with the Act; and
		b.	Preference share capital
		II	The Company may issue debentures, warrants or any other Securities as may be permissible by applicable laws.
		III	The Company may convert any kind of securities into another kind of security in accordance with the provisions of the applicable laws.
5.	Mode of holding the shares	I	A member of the Company may hold shares of the Company either in the form of share certificate issued by the Company or in Dematerialized Form in accordance with provisions of the Act, the Depositories Act or any other Applicable Law.
		II	The provisions of the Act, the SEBI Act or, any other Applicable Law including the provisions of Table F of Schedule I to the Act shall be applicable to the manner of issuance of share certificates, duplicate thereof, the form of share certificate and other matters related thereto.
		III	The provisions of the Act, the SEBI Act, the Depositories Act or any other Applicable Law shall be applicable to issuance of shares in Dematerialized Form, Dematerialisation or Rematerialisation of Shares and matters related thereto.

6	Provisions to apply mutatis mutandis to other securities		The provisions of these Articles relating to Mode of Holding of Shares and issuance thereof shall mutatis mutandis apply to all other securities of the Company, except where the Act or other applicable laws otherwise provide and except where issuance of such securities is allowed otherwise than in dematerialised form.
7	Shares held in trust not to bind		Except as required by law, no person shall be recognised 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 recognise (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.
8	Commission and Brokerage	I	The Company may exercise the powers of paying commissions conferred under the Act, 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, rules made thereunder and other Applicable Law.
		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 of the Act, rules made thereunder and other Applicable Law.
		III	Subject to the provisions of Applicable Law, 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.
		IV	The Company may pay a reasonable sum for brokerage on any issue of shares and/ or debentures.
9	Variation of rights	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.
10	Issue of shares on pari passu basis not to vary rights of existing shareholders		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.

LIEN

11	Company's lien on shares	I	The company shall have a first and paramount lien-
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		a.	on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
		b.	on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
			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.
12	Enforcing of lien		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 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.
13	Effect of Sale	I	To give effect to any such sale, the Board may authorise 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.
14	Application of proceeds of sale	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

15	Calls	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 14 (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.
16	Call to date from Resolution		A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
17	Liability of joint holders of shares		The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18	Interest on calls	I	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
		II	The Board shall be at liberty to waive payment of any such interest wholly or in part.
19	Sums deemed to be calls	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.
20	Payment in advance of calls		The Board-
		I	may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
		II	upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board.
21	Provisions to apply mutatis mutandis to other securities		The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSFER OF SHARES

22	Transfer and Transmission of securities		The provisions of the Act, and other applicable law shall be applicable to the transfer and transmission of securities including form, and mode of transfer or transmission, nomination and other matters related thereto.
23	Instrument of transfer to be executed by transferor and transferee	I	For shares held in physical form, 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.

24	Directors may refuse to register transfer		Subject to the provisions of Act and other applicable laws for the time being in force, the Directors may at their absolute and uncontrolled discretion, decline to register or acknowledge any transfer of shares.
25	Transfer not to be registered except on production of instrument of transfer	I	The Board may decline to recognise any instrument of transfer unless- the instrument of transfer is in the form as prescribed in rules made under the Act;
		II	the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
		III	the instrument of transfer is in respect of only one class of shares.
26	Transfer of shares when suspended		On giving not less than seven days' previous notice in accordance with the Act 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.
27	Company not liable for disregard of a notice prohibiting registration of transfer		The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any transferor of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under may have been entered or referred to in some book of the Company, any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some books of the Company ; but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.
28	Provisions to apply mutatis mutandis to other securities		The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION AND NOMINATION OF SHARES

29	Transfer and Transmission of shares		The provisions of the Act and other applicable law shall be applicable to the transfer and transmission of securities including form, and mode of transfer or transmission, nomination and other matters related thereto.
30	Option to Title Holder	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

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| | | 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. |
| | | III | The Company shall be fully indemnified by such person from all liability, if any, for actions taken by the Board to give effect to such registration or transfer. |
| 31 | Election how exercised | 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. |
| 32 | Rights of person entitled by Transmission | | <p>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:</p> <p>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.</p> |
| 33 | Nomination Facility | | Notwithstanding above provisions, every holder of securities of the Company shall be entitled to nominate in the prescribed manner, a person to whom his securities shall vest in the event of his death, in accordance with the provisions of the Act and other Applicable Law. |
| 34 | Provisions to apply mutatis mutandis to other securities | | The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company. |

DEMATERIALISATION OF SECURITIES

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| 35 | Right to Dematerialise and Rematerialise Securities | | Notwithstanding anything contained in these, the Company shall be entitled to dematerialize/ rematerialize its Securities and to offer Securities in a dematerialized form pursuant to the Act, Depositories Act, 1996 and other applicable laws. |
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36	Option to Hold Securities in Dematerialised or Physical Form	I	Every person subscribing to Securities offered by the Company shall have the option to receive Security Certificates or to hold the Securities with a Depository, such a person who is the Beneficial Owner of the Securities can at any time opt out a Depository, if permitted by law, in respect of any Security in a manner provided by the Depositories Act, and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required Security Certificates.
			II If a person opts to hold his Security with a Depository, the Company shall intimate such Depository the details of allotment of the Security and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the security.
37	Securities held in Dematerialised Form	I	All securities held by a Depository shall be dematerialised and be in fungible form.
		II	No certificate shall be issued for the securities held by the Depository.
38	Depository as Registered Owner	I	Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of affecting transfer of ownership of the Security on behalf of the Beneficial Owner.
		II	Save as otherwise provided in (I) above, the Depository as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
		III	Every person holding Securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner of the Securities shall be entitled to all the rights and benefits, and be subject to all the liabilities, in respect of his Securities which are held by a Depository.
39	Records of the Beneficial Ownership		Notwithstanding anything to the contrary contained in the Act or these Articles, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode by delivery of floppies or discs.
40	Rights of Beneficial Owners	I	Nothing contained in the Act or these Articles shall apply to a transfer of Securities affected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.
		II	In the case of transfer or transmission of shares or other marketable Securities where the Company has not issued any certificate and where such shares or securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.
41	Register and Index of Beneficial Owners		The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act shall be deemed to be the Register and Index of Members and Security holders for the Owners purposes of these Articles.

FORFEITURE OF SHARES

42	If call or instalment not paid notice may be given		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.
43	Form of notice		The notice aforesaid shall-
		I	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
		II	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.
44	If notice not complied with shares may be forfeited		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.
45	Sale of forfeited shares	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.
46	Position after forfeiture	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.
47	Evidence of forfeiture	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.

48	Provisions regarding forfeiture to apply to all cases of non-payment	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.
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ALTERATION OF CAPITAL

49	Increase of share capital	The company may, from time to time, by member's resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
50	Power to alter share capital	Subject to the provisions of the Act, the company may, by ordinary resolution, - I consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; - II convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; - III sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; - IV 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.
51	Shares may be converted into stock	Where shares are converted into stock- - I 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. - II 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. - III 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.
52	Reduction of Share Capital and/ or Capital Reserve	The Company may subject to the provisions of the Act, from time to time by Resolution, as prescribed under the Act, reduce its share capital and/or any Capital Redemption Reserve Account or Securities Premium Account or any other reserve in the nature of share capital by any way authorized by law and in particular may pay off any paid up share capital upon the

footing that it may be called again or otherwise and may, if and so far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its shares accordingly.

53 Increase in Share Capital

The Company in General Meeting may, from time to time, increase the capital by the creation of new shares, such increase to be of such aggregated amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, the new shares shall be issued upon such terms and conditions and with such rights and privileges, annexed thereto, as the resolution shall, prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at General Meetings of the Company. Whenever the capital of the Company is increased under these provisions of this Article the Directors shall Comply with the provisions of the Act or other applicable laws.

54 Further issue of Share Capital

The Board or the Company, as the case may be, in accordance with the Act and the Rules, issue further shares to –

- I Person(s) who, at the date of offer, is/are holder(s) of equity shares of the Company such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- II employees under any scheme of employees' stock option; or
- III any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

55 Restriction on utilization of funds

None of the funds of the Company shall be applied in the in the pursuance of any share in the Company, and it shall not give in the financial assistance for, or in connection with , the purchase or Subscription of any share in the Company or in its holding Company save as provided by the Act.

CAPITALISATION OF PROFITS

56 Capitalization

- I The company in general meeting may, upon the recommendation of the Board, resolve-
 - a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b. that such sum be accordingly set free for distribution in the manner specified in clause ii amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions
- II The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in 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.
- 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 capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - b. generally, do all acts and things required to give effect thereto
- II The Board shall have power
 - a. to make such provisions, for issue of fractional certificates and consolidation thereof by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- III Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

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| 57 | Buy-back | Notwithstanding anything contained in these articles but subject to the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities. |
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GENERAL MEETINGS

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| 58 | General Meetings | I All general meetings other than annual general meetings shall be called extraordinary general meetings. |
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		II	The resolutions passed by the shareholders by means of Postal Ballot as per the provisions of the Act, shall deemed to have been passed at a general meeting convened in that behalf and the applicable provisions in these articles relating to general meeting shall apply mutatis mutandis to the Postal Ballots.
59	Extraordinary General Meeting	I	The Board may, whenever it thinks fit, call an extraordinary general meeting.
		II	If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
60	Participation through Electronic Mode		A General Meeting of the Members of the Company can be conducted through Electronic mode at the discretion of the Board of Directors of the Company by use of electronic techniques/ mode(s) like video conferencing, etc. and such General Meetings conducted through use of electronic techniques would be considered as a duly conducted General Meeting subject to fulfillment of such conditions; with regards to conducting of General Meeting by electronic mode and capturing of accurate voting processes at such General Meetings; as may be prescribed in this behalf by the Ministry of Corporate Affairs from time to time.

PROCEEDINGS AT GENERAL MEETINGS

61	Quorum at general meeting		No business shall be transacted at any general meeting unless a quorum of members as mentioned in the Act of members is present at the time when the meeting proceeds to business.
62	Chairperson of general meeting	I	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
		II	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.
		III	If at any meeting no director is willing to act as Chairperson or if no director is present within 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

63	Chairperson may adjourn Meeting	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 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

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| 64 | Vote of Members | | Subject to any rights or restrictions for the time being attached to any class or classes of shares, |
| | | I | on a show of hands, every member present in person shall have one vote; and or by proxy shall have one vote; |
| | | II | 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. |
| | | III | A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once. |
| 65 | Vote of joint holders | 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. |
| 66 | Vote of members of unsound mind | | 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. |
| 67 | Business may proceed pending poll | | Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. |
| 68 | Restrictions on Voting | | 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. |
| 69 | Objection to vote | 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

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| 70 | Instrument of Proxy to be deposited at the Office | | <p>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 attend, 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.</p> <p>Provided that a proxy shall not have the right to speak at general meetings and shall not be entitled to vote except on a poll.</p> |
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71	Form of instrument of proxy	An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.
72	Proxy to be valid notwithstanding death of the principal	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

73	Number of Directors	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen) or such other number as may be specified in the Act or other applicable laws. 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.
74	Retirement of directors by Rotation	I The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation, subject to the provisions of the Act. The ex-officio Director, Debenture Director and Nominee Director, if any, shall not be taken into account in determining the rotation of retirement or the number of Directors to retire. II A retiring Director shall be eligible for re-election.
75	Power to appoint Managing Director	Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its Director(s) as Managing Director or Managing Director(s) of the Company, upon such term and conditions as the Board thinks fit and, subject to the provisions of the Act and the Articles, the Board may by resolution vest in such Managing Director(s) such of the powers here by vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine. The remuneration of the Managing Director(s) may be by way of monthly payment, fee for each meeting, participation in profits, or by any of all those modes or any other mode not expressly prohibited by Act.
76	Restriction on powers of Managing Directors	The Managing Director or Managing Directors shall not exercise powers to make calls on shareholders in respect of money unpaid on their shares in the Company, issue debentures and except to the extent mentioned in the resolution passed at the Board Meeting under section 179 of the Act, the Managing Director or Managing Director(s) shall also not exercise the powers to borrow moneys, invest the funds of the Company and make loans.
77	Remuneration and expenses incurred by Directors	I The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. II The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined, in accordance with and subject to the provisions

			of the Act, by an ordinary resolution passed by the Company in general meeting.
		III	In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them-
		a.	in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
		b.	in connection with the business of the company.
78			The company may exercise the powers conferred on it by under the Act 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.
79	Execution of negotiable instruments		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.
80	Attendance of Directors at meetings		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.
81	Appointment of Directors	I	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
		II	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
		III	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than 3 (three) months from India.
		IV	The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of the any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a government company.
82	Power to appoint additional Director and to fill casual Vacancies	I	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board, which shall be subsequently approved by members.
		II	The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

83	Directors may be Directors of Companies promoted by the Company	A Director may be or become a director of any company promoted by the company or in which it may be interested as a vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as a Director or shareholder of such company except in so far as the provisions of the Act may be applicable.
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PROCEEDINGS OF THE BOARD

84	Meetings of Directors	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 by giving notice in such manner as provided in the Act.
		III	The quorum for a Board meeting shall be as provided in the Act or other applicable laws.
		IV	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Act, Rules or permitted under law.
85	Decisions at Board meetings	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.
86	Directors may act notwithstanding vacancy		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.
87	Appointment of Chairperson of Board	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.
88	Directors may Appoint committees	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.
89	Constitution of committees	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.
90	Meetings of committees	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.
91	Acts of Board or Committee shall be valid notwithstanding defect in appointment		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.
92	Passing of resolution by circulation		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.
93	Minutes of proceedings of meeting	I	The Company shall cause minutes of the proceedings of every board meeting to be prepared and signed in such manner as may be prescribed by the Act and Rules.
		II	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –
		a.	is, or could reasonably be regarded, as defamatory of any person; or
		b.	is irrelevant or immaterial to the proceedings; or
		c.	is detrimental to the interests of the Company.
		III	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
		IV	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

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

94	Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer		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.
95	Authority to act		A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

SEAL

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| 96 | The Seal, its custody and use | I | The Company may have a common seal and 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 RESERVES

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| 97 | Declaration of dividends | | The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend. |
| 98 | Interim dividends | | Subject to the requirements of the Act and SEBI Act, the Board may from time to time, pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company. |
| 99 | Reserve funds | I | The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. |
| | | II | The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. |
| 100 | Dividends according to paid up capital | 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. |

101	Deduction of debts due to the Company	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.
102	Mode of Payment	Any dividend, interest or other monies payable in cash in respect of shares may be paid in such permissible manner as may be prescribed under the applicable law(s).
103	Dividend in case of joint holders	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.
104	Notice of dividend	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.
105	Dividends not to carry interest	No dividend shall bear interest against the company.

ACCOUNTS

106	Maintainance of Accounts and Inspection	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.

WINDING UP

107	Winding- Up	Subject to the provisions of Chapter XX of the Act and rules made thereunder-
		I If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
		II For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
		III The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

108	Directors and Officers right to Indemnity	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.
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SECRECY

- | | | |
|-----|----------------|---|
| 109 | Secrecy Clause | <p>I</p> <p>No Member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.</p> <p>II</p> <p>Every Director, Manager, auditor, trustee, Member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions, with individuals and in matters relating thereto, and account and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person in whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.</p> |
|-----|----------------|---|

GENERAL POWER

- | | | |
|-----|-------------------|---|
| 110 | General Authority | <p>Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.</p> |
|-----|-------------------|---|

OTHERS - BORROWING POWERS

- | | | |
|-----|---|---|
| 111 | Raising of funds | <p>The Directors may, from time to time, at their discretion, raise or borrow, or secure the payment of, any sum(s) or sums of money, and other securities whether outright or as security for any debt, liability or obligations of the Company or of any third party; provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time, except with the consent of the Company by way of a resolution, passed in the general meeting as required under the Act, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set part for any specific purpose.</p> |
| 112 | Issuance of debenture(s)/ other similar instrument(s) | <p>Subject to the provisions of the Act and these Articles, the Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture-stock, or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the</p> |

			Company (both present and future) including its uncalled capital for the time being.
113	Authority of Board		Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be fit for the benefit of the Company.
114	Issue conditions		Any debentures, debenture-stock or other securities may be issued subject to the provisions of the Act and these Articles, at a premium or otherwise, and may be made assignable free from any equities between the Company and the person to whom the same may be issued and may be issued on the condition that they shall or may or may not be convertible into shares of any denomination.
115	Ancillary Matter	I	Any trust Deed for securing debenture, debenture stock may if so, arranged provide for the appointment from time to- time by the Trustees thereof or by the holders, of the debentures or debentures stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture stock from time-to time to remove any Director so appointed.
		II	The Director appointed under this Article is herein referred to as the Debenture Director and the term Debenture Director means the Director for the time being in office under this Article.
		III	The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or, subject to the provision of the Act, be removed by the Company.
		IV	The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.
116	Provisions to apply mutatis mutandis to other securities		The provisions of these Articles shall mutatis mutandis apply to all other securities of the Company, except where the Act or SEBI Act otherwise provide.

We, the several persons whose names and addresses are subscribed, 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, address, description and occupation of each subscriber	Number of Shares taken by each Subscriber	Name, address, description and occupation of Witness
Sd/- Bhalchandra B. Hattarki Son of Basappa Hattarki 25 Gajanan Housing Society) PUNE 411 016. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Sulochana N. Kalyani wife of Neelkanth Kalyani 221/D, Kalyani Nagar, PUNE 411 014. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Sunita B. Kalyani wife of Babasaheb Kalyani 221/ABCD, Kalyani Nagar, PUNE 411 014. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Sunanda Bhalchandra Hattarki wife of Bhalchandra Hattarki 25, Gajanan Housing Society PUNE 411 016. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Surekha S. Hattarki wife of Suresh Hattarki A1/11 Agarsen Housing Society Koregaon Road, PUNE 411 001. INDUSTRIALIST	1 (One) Equity	
Sd/- Mrs. Lata U. Hattarki wife of Uday S. Hattarki 301/11 River-View Apartments 320, KoregaonPark Road PUNE 411 001. INDUSTRIALIST	1 (One) Equity	
Sd/- Mohan Umakant Takale Son of Umakant Takale 2401, Shaniwar Peth Kalyani Building KARAD - 415 110. INDUSTRIALIST	1 (One) Equity	
TOTAL	7 (Seven)	

Dhondu Gade
Son of Shridhar Gade
Flat No .203, Rupa Building
Kharalwadi, Pimpri
PUNE 411 018 . SERVICE.

PUNE Dated the 24th day of June 1985.

SMAART TECH SREVICES LIMITED
(Formerly Known as Sharp India Limited)

I. Special Resolution passed at the Extraordinary General Meeting of the Members of the Company held on 29th July, 1985

1. "RESOLVED THAT THE REGULATIONS CONTAINED IN THE NEW SET OF THE ARTICLES OF ASSOCIATION OF THE COMPANY (INCLUSIVE OF THE EXISTING ARTICLES NOS. 3, 6, 8, 9, 10) AS PER THE DRAFT SUBMITTED TO THIS MEETING AND FOR THE PURPOSE OF IDENTIFICATION, INITIALED BY THE CHAIRMAN THEREOF, BE AND ARE HEREBY APPROVED AND ADOPTED AS THE ARTICLES OF ASSOCIATION OF THE COMPANY, IN SUBSTITUTION FOR, AND TO THE EXCLUSION OF, ALL THE EXISTING ARTICLES OF THEREOF."
2. "RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 293(1)(d) AND OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 1956, THE CONSENT OF THE COMPANY BE AND IS HEREBY GRANTED TO THE BOARD OF DIRECTORS OF THE COMPANY TO BORROW MONEYS FOR AND ON BEHALF OF THE COMPANY FROM TIME TO TIME AS AND WHEN REQUIRED BY THE COMPANY, PROVIDED THAT THE MONEYS SO BORROWED (APART FROM TEMPORARY LOANS OBTAINED FROM TIME TO TIME BY THE COMPANY FROM ITS BANKERS IN THE ORDINARY COURSE OF ITS BUSINESS) SHALL NOT EXCEED RS. 30 MILLION (RUPEES THIRTY MILLION) OVER AND ABOVE AGGREGATE OF THE PAID UP CAPITAL OF THE COMPANY AND ITS FREE RESERVES, THAT IS TO SAY, RESERVES NOT SET APART FOR ANY SPECIFIC PURPOSE, AS THE BOARD MAY FROM TIME TO TIME DEEM NECESSARY."

II. Special Resolution passed at the Extraordinary General Meeting of the Members of the Company held on 26th August, 1985.

1. "RESOLVED THAT THE COMPANY BE AND IS HEREBY CONVERTED INTO PUBLIC LIMITED COMPANY AND THAT FOR THE AFORESAID PURPOSE THE ARTILCES OF ASSOCIATION OF THE COMPANY BE AND IS HEREBY ALTERED BY DELETION OF ARTICLE 249 AND THAT THE NAME OF THE COMPANY BE AND IS HEREBY CHANGED FROM "KALYANI TELECOMMUNICATIONS & ELECTRONICS PRIVATE LIMITED" TO "KALYANI TELECOMMUNICATIONS & ELECTRONICS LIMITED".
2. "RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 309(4) OF THE COMPANIES ACT, 1956 READ WITH ARTICLE 143 OF THE COMPANY'S ARTICLES OF ASSOCIATION, THE COMPANY DO PAY TO THE DIRECTORS OF THE COMPANY, COMMISSION AT THE RATE AS MAY BE DECIDED BY THE BOARD, BUT NOT EXCEEDING 3% (ONE PER CERT, IF COMPANY HAS AT ANY TIME A MANAGING DIRECTOR OR A WHOLE-TIME DIRECTOR) OF THE NET PROFITS OF THE COMPANY COMPUTED IN THE MANNER LAID DOWN IN SECTION 198 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956 FOR A PERIOD OF FIVE YEARS STARTING FROM THE DATE OF COMMENCEMENT OF COMMERCIAL PRODUCTION AND THAT THE BOARD OF DIRECTORS BE AND IS HEREBY AUTHORISED TO APPROVE DISTRIBUTION OF SUCH COMMISSION AMONGST ONE OR MORE OF THE DIRECTORS AS THE BOARD MAY THAIK FIT AND PROPER TAKING INTO CONSIDERATION THE SERVICES RENDERED BY THE DIRECTORS OF THE COMPANY FROM TIME TO TIME."

III. Special Resolution passed at the Extraordinary General Meeting of the Members of the Company held on 21st day of April, 1986:

1. "RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 21 OF THE COMPANIES ACT, 1956 AND OTHER APPLICABLE PROVISIONS IF ANY OF THE SAID ACT AND SUBJECT TO THE APPROVAL OF THE CENTRAL GOVERNMENT THE NAME OF THE COMPANY BE AND IS HEREBY CHANGED FROM KALYANI TELECOMMUNICATION AND ELECTRONICS LIMITED TO KALYANI SHARP INDIA

LIMITED AND ACCORDINGLY THE NAME KALYANI TELECOMMUNICATIONS AND ELECTRONICS LIMITED WHEREVER IT APPEARS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY BE AND IS HEREBY SUBSTITUTED BY THE NAME KALYANI SHARP INDIA LIMITED."

IV. Special Resolution passed at the Extraordinary General Meeting of the Members of the Company held on 26th day of December, 1988:

"RESOLVED THAT THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AND ARE HEREBY ALTERED AS UNDER"

- i. DELETE THE PRESENT ARTICLE 106 AND SUBSTITUTE THE FOLLOWING AS NEW ARTICLE 106:

DEMAND FOR POLL: 106. BEFORE OR ON THE DECLARATION OF THE RESULT OF THE VOTING ON ANY RESOLUTION OF THE RESULT OF THE VOTING ON ANY RESOLUTION ON A SHOW OF HANDS, A POLL MAY BE ORDERED TO BE TAKEN BY THE CHAIRMAN OF THE MEETING OF HIS OWN MOTION AND SHALL BE ORDERED TO BE TAKEN BY HIM ON A DEMAND MADE IN THAT BEHALF BY ANY MEMBER OR MEMBERS PRESENT IN PERSON OR BY PROXY AND HOLDING SHARES IN THE COMPANY WHICH CONFER A POWER TO VOTE ON THE RESOLUTION NOT BEING LESS THAN ONE TENTH OF THE TOTAL VOTING POWER IN RESPECT OF THE RESOLUTION, OR ON WHICH AN AGGREGATE SUM OF NOT LESS THAN FIFTY THOUSAND RUPEES HAS BEEN PAID UP. THE DEMAND FOR A POLL MAY BE WITHDRAWN AT ANY TIME BY THE PERSON OR PERSONS WHO MAKE THE DEMAND.

- ii. AT THE END OF THE FIRST SENTENCE OF CLAUSE (1) OF ARTICLE 169 DELETE THE FULL STOP AND ADD THE FOLLOWING WORDS:

'ALONGWITH A DEPOSIT OF FIVE HUNDRED RUPEES WHICH WILL BE REFUNDED TO SUCH PERSON OR, AS THE CASE MAY BE, TO SUCH MEMBERS, IF THE PERSON SUCCEEDS IN GETTING ELECTED AS DIRECTOR.'

V. Special Resolution passed at the Annual General Meeting of the Members of the Company on 30th September, 1989.

"RESOLVED THAT THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AND ARE HEREBY ALTERED AS UNDER"

1. IN ARTICLE 2 BETWEEN THE EXPRESSIONS "Auditors" AND "Board of Directors" THE FOLLOWING EXPRESSION BE INSERTED.

"BFL" shall for the purpose of these Articles means BHARAT FORGE LIMITED BFL having its registered office at Mundhwa, Pune, 411036 and include its wholly owned subsidiaries and its successors and assigns in business.

IN ARTICLE 2 BETWEEN THE EXPRESSION "Shares" AND "Special Resolution" THE FOLLOWING EXPRESSION BE INSERTED.

"SHARP" shall for the purposes of these Articles means SHARP SHARP CORPORATION having its principal office at 22-22, Nagaike-cho, Abeno-ku, Osaka, Japan and include its wholly owned subsidiaries and its successors and assigns in business.

2. IN SUB-CLAUSE (a) OF ARTICLE 4 IN THE FIRST LINE DELETE THE WORD "Ordinary" AND SUBSTITUTE THEREFOR THE WORD "Special".
3. IN SUBS-CLAUSE (2)(b) OF ARTICLE 15 IN THE FORTH AND FIFTH LINE THE WORDS "(including the casting vote, if any, of the Chairman)" BE DELETED.

4. DELETE THE PRESENT ARTICLE 74 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 74:

74.(a) Shares issued to SHARP and BFL are not transferable until March 31, 1995 except to their own respective associates, subsidiary or holding companies and affiliates.

Directors entitled to refuse to register

(b) The Company shall be entitled to decline to register more than four persons as the joint-holders of any shares.

5. DELETE THE PRESENT ARTICLE 108 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 108:

108. The Chairman shall not have a second or casting vote.

Chairman's casting vote

6. IN ARTICLE 116 IN THE 11TH LINE AFTER THE WORDS "Section 87" THE WORDS "of the Act" BE INSERTED.

7. IN SUB-CLAUSE (1) OF ARTICLE 119, IN THE 6TH LINE AFTER THE WORDS "its representative" ADD THE WORDS "at least" FOR THE WORD "at any meeting of the Company or".

8. IN ARTICLE 120 IN THE 4TH LINE SUBSTITUE THE WORDS "at least" FOR THE WORD "atleast".

9. DELETE THE PRESENT ARTCLE 125 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 125:

125. No member except for a corporation present only by proxy shall be entitled to vote on a show of hands.

No proxy except for a corporation to vote on a show of hands

10. DELETE THE PRESENT ARTICLE 133 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 133:

133.(a) The number of Directors shall not be less than three and not more than Fifteen (excluding Institutional Directors and Debenture Directors, if any).

Number of Directors

(b) Subject to the above, the Company in General Meeting shall determine the number of Directors for the time being in Office. This, however, shall not prejudice the power of the Board to appoint Additional Directors or to fill up casual vacancies under Articles 140 and 141 hereof.

11. DELETE THE PRESENT ARTICLE 134 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 134:

134.(a) So long as SHARP holds 26% or more of the paid-up equity share capital of the Company, SHARP shall have the right by a notice in writing addressed to the Company to nominate for the purposes of Clauses (a) and (b) of Article 182 and Clause (3) of Article 186, one member (regular Director or alternate Director) of the Board of Directors of the Company as its nominee and from Directors of the Company as its nominee and from time to time to change, cancel or withdraw any such nomination and to make a fresh nomination. Such right shall include the right to effect separate nominations for every meeting of the Board of Directors of the Company.

Nomination of Directors by SHARP and by BFL

(b) So long as BFL holds 26% or more of the paid-up equity share capital of the Company, BFL shall have the right addressed to the Company to nominate for the purposes of Clauses (a) and (b) of Article 182 one member (regular Director or Alternate Director) of the Board of Directors of the Company as its nominee and from time to time to change, cancel or withdraw any such nomination and to make a effect separate nominations for every meeting of the Board of Directors of the Company.

(c) It shall be obligatory for the directors nominated by SHARP and BFL in exercise of their respective rights under the provisions of this Article 134 to attend the meeting/s for which he or they as the case may be are nominated.

12. IN ARTICLE 136 AND ITS MARGINAL NOTE DELETE THE WORD "Nominee" WHEREVER APPEARING AND SUBSTITUTE THEREFOR THE WORD "Institutional".

13. DELETE THE PRESENT ARTICLE 137

14. IN ARTICLE 138 IN LINE 1 AND 3 THE FIGURES "134" AND "137" BE DELETED.

15. DELETE THE PRESENT ARTICLE 157 AND SUBSTITUTE THEREFOR THE FOLLOWING ARTICLE 157:

157. The Company shall observe the restrictions imposed on the Company in regard to making any loans, giving any guarantee or providing any security to the companies or bodies corporate under the same management as provided in Section 370 of the Act.

Loans etc. to
Companies

16. DELETE THE PRESENT ARTICLE 160 AND SUBSTITUTE THEREFOR THE FOLLOWING ARTICLE 160:

160. A Director may become a Director of any Company in which he may be inserted as a vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as a director or shareholder of such company except in so far as Section 309(6) or Section 314 of the Act may be applicable.

Directors may be
Directors of
companies
promoted by the
Company

17. IN ARTICLE 162 DELETE THE FIGURE 134 AND THE WORDS "Nominee" AND "Special Directors", OR WHEREVER APPEARING.

18. IN SUB-CLAUSE (2) OF ARTICLE 170 DELETE IN THE 6TH AND 7TH LINE THE WORD COMPANY "C" IN CAPITAL LETTER BE SUBSTITUED BY THE WORD COMPANY WITH "c" IN SMALL LETTERS.

19. DELETE THE PRESENT ARTICLE 173 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 173:

173(A) Subject to the provisions of the Act, the Directors may from time to time appoint and re-appoint any one or more of their body to be a Managing Director or Managing Directors (which expression shall include a Deputy Managing Director in these Article 173 through 176) or Whole-time Directors of the Company for such term not exceeding five years at a time as may be through fit to manage the business affairs of the Company and may from time to time (subject to the provisions of any contract between him and them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

Board of Directors
may appoint
Managing Director
or Whole-time
Director(s)

(B) The Managing Director or Whole-time Director, while he continues to hold that office shall not be subject to retirement by rotation but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation or removal of the other Directors of the Company and he shall ipso facto immediately cease to be Managing Director or Whole-time Director if he ceases to hold the office of a Director for any cause; provided that if at any time the number of Directors (including the Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors, for the time being, then such Managing Director or Managing Directors or Whole-Time Director or Whole-Time Directors as the Board of Directors shall from time to time select, shall be liable to retirement by rotation to the intent that the Directors not liable

Not liable to retire

to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.

20. DELETE THE PRESENT ARTICLE 174.

21. DELETE THE PRESENT ARTICLE 176 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 176:

176. Subject to the superintendence, control and direction of the Board the day to day management of the Company shall be in the hands of the Managing Director(s) or Whole-time Director(s) appointed under Article 173 with power to the Board to distribute such day to day management functions among such Director(s) in any manner as deemed fit by the Board and subject to the provisions of the Act and these Articles the Board may by resolution vest any such Managing Director or Managing Directors or Whole-time Director or Whole-time Directors such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine and the Directors may subject to the provisions of the Act and these Articles confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf any may from time to time revoke, withdraw, alter or vary all or any of such powers.

Powers and duties of Managing and Whole-time director(s).

22. DELETE THE PRESENT ARTICLE 181 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 181:

181.(a) So long as Dr. N.A. Kalyani is a Director and is competent to perform the duties required of him, Dr. N.A. Kalyani shall be the Chairman of the Board.

Chairman and Vice-Chairman

(b) So long as Mr. B.N. Kalyani is a Director and is competent to perform the duties required of him, Mr. B. N. Kalyani shall be the Vice Chairman.

(c) In the event of Dr. N.A. Kalyani declining to act or to continue to act as Chairman or ceasing to be a Director for any reason, Mr. B. N. Kalyani shall be the Chairman of the Board of Directors.

(d) Subject to the provisions of the preceding sub-clauses, the Directors may elect the Chairman of the Board and determine the period for which he is to hold the office.

(e) The Chairman and in his absence the Vice Chairman, shall preside at all the meetings. If any time the Chairman and the Vice Chairman are not present at the time appointed for holding the meeting, the Directors present shall choose one of their member to be the Chairman of such meeting. In case of an equality of votes the Chairman shall not have a casting vote.

23. DELETE THE PRESENT ARTICLE 182 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 182:

182.(a) Subject to the provisions of sub-clause (b) hereof, questions arising at meetings of the Board of Directors shall be decided by a majority vote of the Directors present and entitled to vote thereat; provided that such majority vote is given when the director nominated by BFL are present. The Chairman of a meeting of the Board shall not have a second or casting vote.

Questions at Board meeting how decided

(b) Notwithstanding anything contained in these Articles, any and all resolutions on the matters enumerated below shall be passed only at a meeting of the Board of Directors by a vote of the two-thirds (2/3) of the Directors present thereat, provided that such vote is given when the director nominated by SHARP and the director nominated by BFL are present.

Such matters shall:

(i) the adoption of the annual accounts (including balance sheet) of the Company;

(ii) the recommendation or declaration of dividends;

(iii) the election of the Managing Director and other Whole-time Directors of the Company, as well as their remuneration and powers;

(iv) the selection of auditors, and legal advisors;

(v) all long-term (one year or more) borrowing arrangements of the Company and the Company beyond Board approved Finance Plans and Budgets;

(vi) any borrowing, guarantee, mortgage or lending in excess of Rupees 500,000,000 beyond Board approved Finance Plans and Budgets;

(vii) any purchase or sale of machinery, equipment, tooling, land and building in excess of Rupees 2,500,000 beyond Board approved Finance Plans and Budgets;

(viii) any grant or receipt of patent, know-how or other technology licences excluding those with SHARP or any subsidiaries of SHARP;

(ix) any change in the capital structure of the Company including the issuance of additional shares;

(x) any investment or financing in or to other firms or companies and establishments of any new firm or Company;

(xi) any decision regarding legal actions, arbitrations and other like matters except in all emergency circumstances;

(xii) adoption of or modification to the Three Years Financial Plans, the Annual Capital Budget or the Annual Operating Budget;

(xiii) determination or alteration of important marketing policy, which is referred to the Board by Managing Director or Deputy Managing Director;

(xiv) establishment, change or closing of factories and sales offices;

(xv) appointment or change of bankers and insurers.

24. DELETE THE PRESENT ARTICLE 184 AND THEREFOR THE FOLLOWING AS ARTICLE 184:

184. The Board of Directors may subject to the provisions of Section 292 and other relevant provisions of the Act and of these Articles, appoint committees of the Board and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time, revoke and discharge any such committees of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall, in exercise of the powers so delegated conform to any regulation that may from time to time, be imposed on it by the Board of Directors. All acts done by any such regulations and in fulfilment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board. The Board may also confer upon any such committee in favour of any person or persons.

Directors may
appoint
committees

25. AT THE END OF THE PRESENT ARTICLE 186 ADD THE FOLLOWING AS SUB CLAUSE (3):

(3) Notwithstanding the provisions of sub clause (2) herein-above of this Article 186, resolutions to be passed by circular shall be effective only after being

circulated to all directors in India, provided that one of them is a director nominated by SHARP.

26. IN ARTICLE 188 LINE 4 AFTER THE WORD COMPANY “,” BE INSERTED.

27. IN SUB-CLAUSE (1) OF ARTICLE 190(A) THE WORD COMPANY WITH “C” IN CAPITAL LETTER IN THE THIRD AND SIXTH LINE BE SUBSTITUTED BY THE WORD COMPANY WITH “c” IN SMALL LETTERS.

28. DELETE SUB-CLAUSE (30) IN THE PRESENT ARTICLE 190(A) AND SUBSTITUTE THEREFOR THE FOLLOWING AS SUB CLAUSE (30):

30. To award to any Director such special remuneration as is permissible under the Act and these Articles.

To pay special remuneration to Directors.

29. DELETE THE PRESENT ARTICLE 199 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 199:

THE FINANCIAL CONTROLLER AND COMPANY SECRETARY

99. The Financial Controller and Company Secretary shall always be appointed by the Board of Directors. They must respectively be qualified Chartered Accountant and qualified Company Secretary and their remuneration terms shall be determined by the Board of Directors on the recommendation of the Managing Director and the Deputy Managing Director.

Financial Controller and Company Secretary

30. DELETED THE PRESENT ARTICLE 201 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 201:

201.(A) The profits of the Company, subject to any special rights relating thereto created or authorized to be created by these Articles and Association and subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid-up on the shares held by them respectively.

Division of profits

(B) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any 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.

(C) Unless recommended otherwise pursuant to Article 182 hereof and subject to, (a) the provisions of any loan agreements imposing contrary restrictions on the Company and, (b) restrictions and requirements imposed by law, the Company shall annually pay dividends equal to approximately 50% of the distributable profits after taxes, namely all profits which are capable of being distributed as dividends, after providing for amortizations and losses carried forward.

31. IN ARTICLE 202 IN LINE 2 AND 3 DELETE THE WORD “&” AND SUBSTITUTE THEREFOR THE WORD “and”.

32. IN SUB-CLAUSE 4) OF ARTICLE 219 THE WORD “That” APPEARING AT THE BEGINNING OF THE CLAUSE BE DELETED.

33. AT THE END OF SUB-CLAUSE 1) iv) OF ARTICLE 225 ADD THE FOLLOWING AS SUB-CLAUSE v):

v) the conservation of energy, technology absorption, foreign exchange earnings and outgo in such manner as may from time to time, be prescribed, under the provisions of the Act.

34. IN SUB-CLAUSE 2) OF ARTICLE 227 THE WORD "THEREOF" APPEARING IN CAPITAL LETTERS BE SUBSTITUTED BY THE WORD "thereof" IN SMALL LETTERS.
35. DELETE THE PRESENT ARTICLE 245 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 245:

245. Subject to provisions of Section 201 of the Act, every Director, or Officer, or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor, shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to, any reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provision against all liabilities incurred by him as such Director, Officer, Auditor or Servant of the Company in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court."

Directors' and others' rights to indemnity.

SMAART TECH SREVICES LIMITED
(Formerly Known as Sharp India Limited)

VI Special Resolutions passed at the Extraordinary General Meeting of the members held at the company held on April 19, 2005

1. RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 21 OF THE COMPANIES ACT 1956 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE SAID ACT AND SUBJECT TO THE APPROVAL OF THE CENTRAL GOVERNMENT, THE NAME OF THE COMPANY BE AND IS HEREBY CHANGED FROM "KALYANI SHARP INDIA LIMITED" TO "SHARP INDIA LIMITED" AND ACCORDINGLY THE NAME "KALYANI SHARP INDIA LIMITED" WHEREVER IT APPEARS IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF COMPANY BE AND IS HEREBY SUBSTITUTED BY THE NAME "SHARP INDIA LIMITED."

2. RESOLVED THAT THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AND ARE HEREBY ALTERED AS UNDER:

(1) IN ARTICLE 2, BETWEEN THE EXPRESSIONS "Auditors" AND "Board of Directors" THE EXPRESSION "BFL" BE DELETED.

(2) DELETE THE PRESENT ARTICLE 134.

(3) DELETE THE PRESENT ARTICLE 173 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 173(A):

Board of Directors may appoint Managing Director or Whole-time Director(s)	73. (A) Subject to the provisions of the Act, the Directors may from time to time appoint and re-appoint any one or more of their body to be a Managing Director or Managing Directors (which expression shall include a Deputy Managing Director in these Articles 173 through 176) or Whole-time Directors of the Company for such term not exceeding five years at a time as may be thought fit to manage the business affairs of the Company and may from time to time (subject to the provisions of any contract between him to them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.
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(4) DELETE THE PRESENT ARTICLE 181 AND SUBSTITUTE THEREFOR THE FOLLOWING AS ARTICLE 181:

Chairman	81. a. The Board of Directors may appoint one of their member to act as Chairman of the Company who shall, if present, preside over the meetings of the Board of Directors and General Meeting of the Company.
Vice-Chairman	b. The Board of Directors may also appoint one of their other members to act as Vice-Chairman of the Company who shall, in the absence of Chairman, preside over the meetings of the Board of Directors and General Meetings of the Company.

(5) DELETE THE PRESENT ARTICLE 182 AND SUBSTITUTE THEREOF THE FOLLOWING as ARTICLE 182:

Questions at Board Meeting how decided	82. Subject to provisions of Section 316, 372(5) and 386(2) of the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. The Chairman shall not have second or casting vote.
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3. "RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 310 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 1956, AND SUBJECT TO THE APPROVALS AS MAY BE REQUIRED AND SUCH MODIFICATIONS AND CONDITIONS, IF ANY, AS THE CENTRAL GOVERNMENT MAY IMPOSE AND WHICH THE BOARD OF DIRECTORS OF THE COMPANY IN THEIR DISCRETION ARE HEREBY AUTHORISED TO ACCEPT ALL SUCH APPROVALS BEING READ WITH ARTICLES 173, 175 AND 176 OF THE ARTICLE OF ASSOCIATION OF THE COMPANY, CONSENT OF THE COMPANY BE AND IS HEREBY ACCORDED TO THE INCREASE IN THE REMUNERATION OF MR. TAKAYUKI YAMAZAKI, MANAGING DIRECTOR OF THE COMPANY EFFECTIVE FROM APRIL 1, 2005 FOR THE REMAINING TENURE i.e. UPTO MARCH 31, 2007 ON THE FOLLOWING REMUNERATION:

SALARY OF RS. 45,000/- (RUPEES FORTY FIVE THOUSAND ONLY) PER MONTH BE AND IS HEREBY INCREASED TO RS. 52,000/- (RUPEES FIFTY TWO THOUSAND ONLY) PER MONTH.

FURTHER RESOLVED THAT THERE IS NO CHANGE IN THE PRESENT PERQUISITES, AS DETAILED BELOW:

RENT FREE FURNISHED RESIDENTIAL ACCOMODATION TOGETHER WITH NECESSITIES INCLUDING GAS, ELECTRICITY, WATER, ETC.

REIMBERSEMENT OF MEDICAL EXPENSES ACTULLY INCURRED FOR SELF, WIFE AND DEPENDENT CHILDREN.

CAR WITH DRIVER.

FREE TELEPHONE FACILITY AS RESIDENCE.

REIMBERSEMENT OF ACTUAL TRAVELLING EXPENSES WHILE RETURNING TO JAPAN.

ONE MONTH'S LEAVE WITH FULL PAY FOR EVERY 11 MONTHS SUBJECT TO THE CONDITION THAT LEAVE ACCUMULATED BUT NOT AVAILIED WILL NOT BE ALLOWED TO BE ENCASHED.

FURTHER RESOLVED THAT SUBJECT TO THE APPROVAL OF THE CENTRAL GOVERNMENT UNDER SECTION 310 AND OTHER APPLICABLE PROVISION, IF ANY OF THE COMPANIES ACT, 1956, THE SALARY AND PERQUISITES, BENEFITS AND AMINITES AS SET OUT ABOVE BE PAID OR GRANTED TO MR. T. YAMAZAKI AS MINIMUM REMUNERATION NOTWITHSTANDING THAT IN ANY FINANCIAL YEAR OF THE COMPANY DURING THE TERM OF MR. T. YAMAZAKI'S OFFICE AS MANAGING DIRCETOR OF THE COMPANY, THE COMPANY HAS MADE NO PROFITS OF THE PROFITS MADE ARE INADEQUATE.

FURTHER THAT THE BOARD OF DIRECTORS AND REMUNERATION COMMITTEE OF DIRECTORS OF THE COMPANY BE AND IS HEREBY AUTHORISED AND EMPOWERED TO MAKE SUCH MODIFICATIONS IN THE TERMS OF PAYMENT OF REMUNERATION TO MR. T. YAMAZAKI BY WAY OF GOVERNMENT GUIDELINES OR INSTRUCTIONS OR APPROVALS, THE INTENTION BEING THAT NO FURTHER APPROVAL OF THE COMPANY WILL BE REQUIRED SO LONG AS REMUNERATION OF THE MANAGING DIRECTOR IS NOT IN EXCESS OF THE CONSENT GIVEN BY THE FORGOING RESOLUTION."

4. "RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 21 OF THE COMPANIES ACT, 1956 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE SAID ACT AND SUBJECT TO THE APPROVAL OF THE CENTRAL GOVERNMENT, THE NAME OF THE COMPANY BE AND IS HEREBY CHANGED FROM 'KALYANI SHARP INDIA LIMITED' TO 'SHARP INDIA LIMITED' AND ACCORDINGLY THE NAME 'KALYANI SHARP INDIA LIMITED' WHEREVER IT APPERARS IN THE MEMMORANDUM AND ARTICLES OF ASSOCIATION OF COMPANY BE AND IS HEREBY SUBSTITUTED BY THE NAME 'SHARP INDIA LIMITED'."

Special Resolution Passed at the 21st Annual General Meeting of the Company held on September 14, 1999:

RESOLVED THAT pursuant to the provisions of section 31 of the Companies Act, 1956 clause no. 144 of the Articles of Association be altered by substituting the following clause 144 in the existing clause.

“144: the fee payable to the Chairman and other Directors for attending a meeting of the Board of Directors or Committee thereof shall be such sum as may be prescribed by law from time to time.”

Special Resolution passed in the 22nd Annual General Meeting of the Company held on August 21, 2007

“RESOLVED THAT pursuant to the provisions of Section 163 of the Companies Act, 1956 the approval of members be and is hereby accorded for keeping the Register of Members together with the Index of Members and Share Transfer Books along with all relevant documents, at the office of M/s Intime Spectrum Registry Limited the Register and Transfer Agents having their office at 202 2nd Floor Akshay Complex Off Dhole Patil Road, Near Ganesh Mandir, Pune-411001 or such other place or places as may be approved by the Board of Directors from time to time.”

VII Special Resolution passed by the members through Postal Ballot dated August 10, 2026

- * Special Resolution passed by the members through Postal Ballot on August 10, 2026 under Section 13 of the Act and the approval of Central Government received for the same on August 18, 2026. The Company changed its name from “Sharp India Limited” to “Smaart Tech Services Limited”.
- * Point 2 to 5 of the Memorandum of Association inserted by the Special Resolution passed by the members through Postal Ballot on August 10, 2026 Section 13 of the Act and the approval of Central Government received for the same on August 18, 2026.
- * The renumbering of clauses in Object incidental or ancillary to the attainment of the main objects in sequential manner as clause 6 to 72 instead of 2 to 68 and to delete the existing clause C- other numbered from 69 to 99 the Special Resolution was passed by the members through Postal Ballot on August 10, 2026 and the approval of Central Government received for the same on August 18, 2026.
- * For the substitution of the word “The Companies Act, 1956” in the existing MOA shall be substituted with the words “The Companies Act, 2013” wherever required and reference to various sections of the “The Companies Act, 1956” in existing MOA, be replaced with reference to the corresponding sections of the Companies Act, 2013, the Special Resolution was passed by the members through Postal Ballot on August 10, 2026 and the approval of Central Government received for the same on August 18, 2026.
- # The Company adopted a new set of Articles of Association, inter alia, in accordance with the provisions of the Companies Act, 2013, pursuant to Special Resolution passed by the members through Postal Ballot on August 10, 2026 under Section 14 of the Companies Act, 2013 and the approval of Central Government received for the same on August 18, 2026.