

NOTICE

Notice is hereby given that the 29th Annual General Meeting (“AGM”) of the members of Poly Medicare Limited will be held on Thursday, 26th September 2024 at 10:00 a.m. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt
 - the Audited Standalone Financial Statements for the Financial Year ended 31st March 2024 together with the reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements for the Financial Year ended 31st March 2024 together with the report of Auditors thereon.
2. To declare dividend on Equity Shares for the financial year 2023-24.
3. To appoint a director in place of Mr. Alessandro Balboni (DIN: 08119143) who retires by rotation and being eligible, offer himself for re-appointment.
4. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto) and pursuant to the recommendation of the Audit Committee, M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of section 141 of the Companies Act, 2013 and applicable rules in place of retiring auditor M/s. M.C. Bhandari & Company, Chartered Accountant (Firm Registration No. 303002E), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Special Business

5. To re-appoint Mr. Devendra Raj Mehta as Non-Executive Non-Independent Director and in this regard to consider and if thought fit, to pass with or without any modification(s) the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, based on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to re-appointment of Mr. Devendra Raj Mehta, (DIN:01067895),

who has already attained the age of 75 years and his tenure as Independent Director ends on the conclusion of this Annual general Meeting and being eligible has offered himself for re-appointment, as a “Non-Executive Non- Independent Director” of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers to officer(s)/authorized representative(s) of the Company to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Shri Himanshu Baid (DIN: 00014008) as the Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other rule, laws and regulation as may be applicable in this regard and on the basis of recommendation of Nomination and Remuneration Committee, approval of members of the Company be and hereby accorded to the re- appointment of Shri Himanshu Baid (DIN: 00014008) as the Managing Director of the Company, for a period of 5 (Five) years with effect from 1st August, 2024 up to 31st July 2029 (both days inclusive) on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the term(s) and condition(s) of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Himanshu Baid, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such act(s) and take all such step(s), as may be necessary, proper or expedient to give effect to this resolution.”

7. To re-appoint Shri Rishi Baid (DIN: 00048585) as the Joint Managing Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)and subject to such other rule, laws and regulation as may be applicable in this regard and on the basis of recommendation of Nomination and Remuneration Committee, approval of the members of Company be and is hereby accorded to the re-appointment of Shri Rishi Baid (DIN: 00048585) as the Joint Managing Director of the Company, for a period of 5 (Five) years with effect from 1 August, 2024 up to 31 July 2029 (both days inclusive) on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination

and Remuneration Committee of the Board) to alter and vary the term(s) and condition(s) of the said reappointment and/or remuneration as it may be deemed fit and as may be acceptable to Shri Rishi Baid, Subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such act(s) and take all such step(s) as may be necessary, proper or expedient to give effect to this resolution."

8. To appoint Mr. Vimal Bhandari (DIN: 00001318) as Non-Executive and Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other rule, laws and regulation as may be applicable in this regard and based on the recommendation of the Nomination and Remuneration Committee, approval of members be and is hereby accorded to appointment of Mr. Vimal Bhandari (DIN: 00001318), who was appointed as an independent director and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of a director, as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term commencing 22nd July 2024 up to 21st July 2029 (both days inclusive)."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such act(s) and take all such step(s) as may be necessary, proper or expedient to give effect to this resolution."

9. To approve Mrs. Mukulika Baid to continue to hold office as Non-Executive Non-Independent Director who is attaining age of 75 (seventy-five) Years and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to appointment of Mrs. Mukulika Baid, (DIN: 02900103), who will be attaining age of 75 years for continuing to hold the office as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such act(s) and take all such step(s) as may be necessary, proper or expedient to give effect to this resolution."

10. To approve adoption of amended and restated Articles of Association of the Company and in this regard to consider, and if thought fit, to pass the following Resolution, as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, (including any statutory modification(s), amendment thereof, the circulars, notification, regulation, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant Governmental Authorities, the consent of the members of the Company be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to delegate all or any of its powers, including the powers conferred by this Resolution, to any Director(s) or Managing Director or the Company Secretary of the Company, to execute all such agreements, documents, instruments and writings as may be deemed necessary or desirable for such purpose, file requisite forms or applications with the concerned Statutory/ Regulatory Authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or appropriate to give effect to the said Resolution."

11. To appoint Shri Arham Baid as Senior Manager, Corporate Strategy and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and all other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the appointment of Shri Arham Baid as Senior Manager, Corporate Strategy of the Company, with effect from 1st October, 2024 on the following term(s) and condition(s):

Basic Salary: ₹ 68,00,000 p.a. (Rupees Sixty-Eight Lakhs p.a. only), with an annual increment of 10% (ten percent).

Benefits, Perquisites, Allowances

Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity and water charges) for Company provided accommodation or House Rent Allowance: 60% (sixty percent.) of basic salary in lieu (in case residential accommodation is not provided by the Company)

The Company's contribution to provident fund, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary cum Compliance Officer be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps, as may be deemed necessary, proper, incidental or expedient thereto to give effect to above mentioned matter"

12. To appoint Shri Aaryaman Baid as Senior Manager, Corporate Strategy and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re - enactment(s) thereof for the time being in force), and all other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the appointment of Shri Aaryaman Baid as Senior Manager, Corporate Strategy of the Company, with effect from 1st October, 2024 on the following term(s) and condition(s):

Basic Salary: ₹ 68,00,000 p.a. (Rupees Sixty-Eight Lakhs p.a. only), with an annual increment of 10% (ten percent).

Benefits, Perquisites, Allowances

Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity and water charges) for company provided accommodation or House Rent Allowance: 60% (sixty percent) of basic salary in lieu (in case residential accommodation is not provided by the Company)

The Company's contribution to provident fund, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary cum Compliance Officer be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps, as may be deemed necessary, proper, incidental or expedient thereto to give effect to above mentioned matter."

13. To approve payment of remuneration to Non-Executive Directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014, (Including any statutory modification(s) or reenactment thereof for the time being in force), the Non-Executive directors of the Company (i.e.

directors other than the Managing Director and/or Executive Director) be paid, remuneration, in addition to sitting fees for attending the meetings of the Board of Directors or committees thereof, as the Board of Directors may from time to time determine, not exceeding ₹ 18,00,000/- p.a. to each of the Non-Executive Directors of the Company with effect from the Financial Year 2024-2025, subject to overall ceiling as per the Companies Act, 2013 for each Financial Year, as computed in the manner laid down in section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination & Remuneration Committee) be and is hereby authorized to do all such act(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

14. To consider and if thought fit, to pass with or without any modification(s) the following Resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, the remuneration of ₹ 1,00,000/- (Rupees One Lakh) (plus applicable taxes) to M/s. Jai Prakash & Company, Cost Accountants, the Cost Auditors of the Company, who were appointed by the Board of Directors in their Meeting held on 22nd July, 2024 as for conducting the audit of cost records of the Company for the financial year ending 31st March 2025, be and is hereby approved and ratified

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters, things and take all steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
Avinash Chandra
Company Secretary
M. No. : A32270

Date: 31st August, 2024
Registered Office:
232-B, 3rd Floor, Okhla Industrial Estate, Phase III,
New Delhi -110020.
CIN: L40300DL1995PLC066923

Notes:

1. Pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (“MCA”) read together with MCA General Circular Nos 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023 (“MCA Circulars”), the Company will be conducting this Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing/Other Audio Visual Means (“VC”/“OAVM”).
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 (one thousand) members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% (two percent) or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the MCA dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.polymedicure.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, and Circular No. 02/2022 dated May 5, 2022.
8. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through its registered email address to pkmishra59@yahoo.com with a copy marked to evoting@nsdl.com.
9. Explanatory Statement as required under section 102(1) of the Companies Act, 2013 is annexed.
10. Additional information, pursuant to Regulation 36 (3), of the SEBI Listing Regulations, in respect of directors reappointing at the AGM and Explanatory Statement as required under section 102 of the Companies Act, 2013, is appended hereto and forms part of this Notice.
11. a) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th September 2024 to Thursday, 26th September 2024 (both days inclusive).
b) The remote e-voting period commences on Monday, 23rd September 2024 (09:00 am) and ends on Wednesday, 25th September 2024 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September 2024, may cast their vote by remote e-voting.
12. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 (seven) years is transferred to the ‘Investor Education and Protection Fund (“IEPF”)’ constituted by the Central Government. Accordingly, the amount of dividend which remained unpaid/unclaimed for a period of 7 (seven) years for the year 2015-16 has already been transferred to IEPF. Shareholders who have not encased their dividend warrant(s), for the years 2016-17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 are requested to make a claim with the Registrar and Share Transfer Agent of the Company immediately.
13. Members holding shares in physical form are requested to intimate immediately to the Registrar and Share Transfer Agent of the Company, MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case shares are in demat form, members are requested to update their bank detail with their depository participant.

The equity shares capital of the Company is held by 36,712 (thirty-six thousand seven hundred and twelve) shareholders, out of which 36,681 (thirty-six thousand six hundred and eighty-one) shareholders holding 99.92% (ninety-nine-point nine two percent) of the capital are in dematerialized form and the balance 31 (thirty-one) shareholders holding 0.08% (zero-point

zero eight percent) of the share capital are in physical form. The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.

14. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
15. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, at least one week before the AGM.
16. SEBI has also mandated that, the members whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios/demat accounts, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety. If a member updates the above-mentioned details after April 1, 2024, then such member would receive all the dividends etc. declared during that period (from April 1, 2024, till date of updation) pertaining to the shares held after the said updation automatically.
17. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
18. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of AGM.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
20. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2024 including notice

of 29th AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in the following manner.

Physical Holding	Please send ISR-1 (which can be download from RTA website i.e. www.masserv.com under download tab) to RTA.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

22. Additional information, pursuant to Listing Regulations in respect of the Director's seeking appointment/re-appointment is annexed to the notice.
23. Voting through electronic means: In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Monday, 23rd September 2024 at 9:00 am and ends on Wednesday, 25th September 2024 at 5:00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 19th September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 19th September 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links to an e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see an e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 (eight) digit client ID for NSDL account, last 8 (eight) digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned above in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pkmishra59@yahoo.com with a copy marked to evoting@nSDL.co.in.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case, shares are held in physical mode, please send signed form ISR-1 to RTA MAS SERVICES LIMITED.
- In case shares are held in demat mode, please update your email id with your depository and generate password as per instruction given above.
- Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to

click on VC/OAVM link placed under Join AGM menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Members are encouraged to join the AGM through Laptops for better experience.
- Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@polymedicure.com). The same will be replied by the Company suitably.

Explanatory Statement of material facts pursuant to the provisions of section 102 of the Companies Act, 2013:

In conformity with section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the Notice.

**Item No. 4.
Approval for appointment of Statutory Auditor.**

In terms of section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the term of appointment of present Statutory Auditors of the Company, M/s. M.C. Bhandari & Company, Chartered Accountants (Firm Registration No. 303002E) is scheduled to expire at the conclusion of the 29th Annual General Meeting of the Company. M/s M.C. Bhandari, Chartered Accountants have completed two consecutive terms of five years each. Accordingly, they are not eligible for re-appointment in terms of section 139(2) (b) (ii) of the Companies Act, 2013 and will not seek re-appointment.

The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Twenty- Ninth Annual General Meeting till the conclusion of the Thirty Fourth Annual General Meeting of the Company.

The Board of Directors at its meeting held on 22nd July 2024, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), as the Statutory Auditors of the Company subject to the approval of the members. The proposed Auditors shall hold office for a period of five consecutive years from the conclusion of the twenty-ninth Annual General Meeting till the conclusion of thirty fourth Annual General Meeting of the Company.

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(8) of the Companies Act, 2013. They

have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), as the Statutory Auditors of the Company and to fix their remuneration.

In terms of Regulation 36(5) of SEBI Listing Regulations, the members may note the following Additional Information for appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) as the Statutory Auditors of the Company:

1.	Proposed fees payable to the statutory auditor (s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	M/s. Doogar & Associates, Chartered Accountants is proposed to be appointed as statutory auditors) of the company in place of M/s. M.C. Bhandari & Company, Chartered Accountants. for a period of 5 (five) Years beginning with financial year 2024-2025 till financial year 2028-29 and to hold office till the conclusion of Annual General Meeting to be held for financial year 2028-29. The remuneration for statutory audit for financial year 2024-25 is fixed at 15.00 Lakhs (Rupees Fifteen Lakhs) and limited review fees of ₹ 5 Lakhs (Rupees Five Lakhs) for three quarters plus applicable GST reimbursement of actual out of pocket expenses incurred in connection with such audit and tax audit fees of ₹ 5 Lakhs for FY 2024-25.
2.	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditors) proposed to be appointed.	Doogar & Associates was established on 18/11/1976 with ICAI registration No.000561N. Since then, the firm has grown in strength over the years with the plethora of knowledge and experience of its professionals and consultants during last four decades. The firm has a professional competed team consisting of full-time Partners assisted by a team of Professional and consultants comprising Chartered Accountants, MBA's, Company Secretaries, Advocates, Cost Accountants, Management graduates and Article Management Trainees. The firm has its Head Office in New Delhi with branch offices at Mumbai (Maharashtra) and Agra (Uttar Pradesh). The firm is empaneled with Comptroller & Auditor General (No. DE-0372), RBI (Unique code No-103052) – Category I and Central Registration of Co- operative Societies (A-50), Agencies for Specialized Monitoring (ASM) with Indian Bank's Associates (IBA), Auditor with National Highway Authority of India (NHAI), Official Liquidator, Delhi Registrar of Co-Operative Societies, IFCI and IDBI, SBI, J&K Bank, Royal Audit Authority (RAA)- Bhutan.

Item No. 5. Approval for re-appointment of Mr. Devendra Raj Mehta as Non-Executive Non-Independent Director of the Company.

Mr. Devendra Raj Mehta has been serving on the Board of the Company since 26 May 2005. During the tenure of his directorship, Mr. Mehta was designated as Independent Director of the Company in the year 2014 and he completed his two consecutive term of five years each as Independent Director on 23 September 2024. During his Independent directorship, he has benefitted the Company with his rich experience, vast knowledge, competencies and expertise in the areas of investments and business acumen in different regions across the globe. Keeping in view the above factors, the rich and vast experience of Mr. Mehta and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 22nd July, 2024 had approved the change in designation of Mr. Devendra Raj Mehta from 'Non-Executive Independent Director' to 'Non- Executive Non Independent Director' of the Company with effect from 24, September, 2024 post completion of his tenure as an Independent Director on 23rd September, 2024 (at the end of the day), subject to the approval of the Members.

Mr. Devendra Raj Mehta is also the Chairman of the Board of Directors of the Company. The Company has also received from Mr. Devendra Raj Mehta (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8, pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Mehta is interested in the resolution set out in Item no 5 of this Notice with regard to his appointment. Relatives of Mr. Mehta may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any in the Company.

None of the Directors /Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends the resolution set out in Item 5 of this Notice for approval by the members.

Item No. 6 and 7. Re-appointment of Shri Himanshu Baid as Managing Director and Shri Rishi Baid as Joint Managing Director.

The Board of Directors of the Company in its meeting held on 22nd July 2024 has subject to the approval of the members, re-appointed Shri. Himanshu Baid as Managing Director and Shri. Rishi Baid, Joint Managing Director, for a term of 5 (five) Years with effect from 1st August 2024 up to 31st July 2029 (both days inclusive) at the remuneration recommended by Nomination and Remuneration Committee of the Board.

Principal terms and conditions of re-appointment of remuneration payable to Shri. Himanshu Baid and Shri. Rishi Baid is as under: -

(a) Salary, perquisites, and allowances:

Detail	Shri Himanshu Baid, Managing Director
Period	From 01 st August 2024 to 31 st July 2029 (both days inclusive)
Remuneration	
Basic Salary	₹ 3,80,00,000 (Rupees Three Crores Eighty Lakhs) per annum with effect from 01 st August 2024 with Annual Increment of 8% (eight percent) per annum.
Perquisites and allowance	60% (sixty percent) of basic salary
Commission	Up to 5% (five percent) of net profits of the Company computed in accordance with the provisions of section 198 of the Companies Act, 2013. In addition to the salary, perquisite and allowances payable, a commission, at the end of each financial year calculated with reference to the net profit the overall ceiling (includes managerial remuneration paid during the year) stipulated in section 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard)

Detail	Shri Rishi Baid, Joint Managing Director
Period	From 01 st August 2024 to 31 st July 2029 (both days inclusive)
Remuneration	
Basic Salary	₹ 3,70,00,000 (Rupees Three Crores Seventy Lakhs) per annum with effect from 1 st August 2024 with Annual Increment of 8% (eight percent) per annum.
Perquisites and allowance	60% (sixty percent) of basic salary
Commission	Up to 5% (five percent) of net profits of the Company computed in accordance with the provisions of section 198 of the Companies Act, 2013. In addition to the salary, perquisite and allowances payable, a commission, at the end of each financial year calculated with reference to the net profit the overall ceiling (includes managerial remuneration paid during the year) stipulated in section 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard)

The perquisites and allowances shall include accommodation (furnished or otherwise), or house rent allowance @60% (sixty percent) of basic salary in lieu thereof; house maintenance allowance together with expenses incurred on gas, electricity, water, securities, furnishing and repairs, medical expenses and leave travel concession for self and family including dependents. The said perquisites and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated on actual cost.

The Company's contribution to provident fund, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax Act, 1961, shall not be included for the purpose of computation of the overall ceiling of remuneration.

(b) Remuneration based on Net Profit:

The overall remuneration payable every year to the Managing Director and the Joint Managing Director by way of salary and perquisites shall not exceed 10% (ten percent) of the Profits of the Company, as computed in the manner laid down in section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

(c) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members, personal accidental insurance premium, keyman insurance premium, club membership fee; and provision of cars for use on the Company's business and telephone expenses at residence shall be borne by

the Company/reimbursed at actual and not considered as perquisites. Other perquisites / benefits may also be paid, as the Board of Directors (including the committees thereof) may decide from time to time.

(d) General:

- i. The Managing Director and the Joint Managing Director will perform their duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be from time to time be given and made by the Board.
- ii. The Managing Director and the Joint Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Companies Act, 2013 with regard to duties of directors.
- iii. The Managing Director and the Joint Managing Director shall adhere to the Company's code of Business conduct and Ethics for directors and Management Personnel.

In the event of loss or inadequacy of Profits in a financial year during the currency of their tenure, the managerial person shall be paid the above-mentioned salary, allowances and perquisites, which shall not exceed the limits prescribed under the Companies Act, 2013.

Shri Himanshu Baid and Shri Rishi Baid satisfy all conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub section (3) of section 196 of the Companies Act, 2013 in relation to their appointment. They are

not disqualified from being appointed as Directors in terms of section 164 of the Companies Act, 2013.

Brief resume of Shri Himanshu Baid and Shri Rishi Baid and nature of their expertise in specific functional area, names of the Companies in which they hold directorship(s)/ Membership(s)/ Chairmanship of Board Committee(s), shareholding and relationships amongst directors inter-se as stipulated under the provisions of SEBI Listing Regulations including any statutory modification(s) or re-enactment thereof for the time being in force) are provided in the Corporate Governance Report forming part of the Annual Report.

Shri J.K. Baid, Smt. Mukulika Baid, Shri Himanshu Baid, Shri Rishi Baid, and their relatives are interested in the resolutions set out respectively at Item No. 6 and 7 of the Notice to the extent of their shareholding interest, in the Company and therefore, shall not take part in voting in these resolutions.

It is proposed to seek the members' approvals for the reappointment and remuneration payable to Shri Himanshu Baid as Managing Director and Shri Rishi Baid as Joint Managing Director, in terms of the applicable provisions of the Companies Act, 2013.

Item No. 8 Approval for appointment of Vimal Bhandari as a Non-Executive and Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has at the meeting held on 22nd July 2024 appointed Mr. Vimal Bhandari as an Additional Director (Non-Executive and Independent) of the Company to hold office for a period of 5 (five) consecutive years, not liable to retire by rotation, subject to consent by the members of the Company at the ensuing AGM.

As an Additional Director, Mr. Vimal Bhandari holds office till the date of the AGM and is eligible for being appointed as a Non-Executive and Independent Director. The Company has received a notice pursuant to section 160 of the Companies Act, 2013 together with the requisite amount of deposit from a member signifying his intention to propose the appointment of Mr. Vimal Bhandari as a Director of the Company.

The Company has also received a declaration from Mr. Vimal Bhandari confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Vimal Bhandari is also not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Vimal Bhandari fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management.

Accomplished, dedicated, and focused professional with experience of over thirty-five years in a range of businesses in the financial services industry, of which twenty-five years have been at the Board of Directors level.

Presently associated as the Executive Vice Chairman and CEO with Arka Fincap Limited (AFL), a Non-Banking Finance Company. AFL is a wholly owned subsidiary of Kirloskar Oil Engines Limited and was established in 2018. This is part of the Group's business initiative in financial services as a strategic diversification.

For 6 (six) years till 2017, Mr. Vimal Bhandari was the Managing Director and CEO, from inception, of IndoStar Capital Finance Limited (a NBFC established by international investors like Everstone, Goldman Sachs, Ashmore, and others in 2011 with an initial capitalization of ₹ 9,000,000,000 (Rupees Nine Billion) and engaged in corporate, real estate and SME lending and venturing into housing finance), has spearheaded its growth to achieve loans outstanding of about ₹ 52,000,000,000 (Rupees Fifty-Two Billion) and PAT of ₹ 2,100,000,000 (Rupees Two Billion One Hundred Million) in financial year 2017 was listed in current year 2018.

Previously, for 7 (seven) years (2004-11) as the Country Head, from inception of AEGON N.V. the Dutch life insurance and pension player, strategized the global giant's India Strategy entailing the establishment, development and growth of a life insurance company in partnership with Religare, the financial services company of the Ranbaxy Promoter Group, along with Times of India Group as a financial partner.

Before moving to AEGON, gained 16 (sixteen) years (1988-2004) of top management experience at IL&FS Limited of which 9 (nine) years were spent at the Board level as the Executive Director responsible for its financial services business. Additionally, functioned as Non-Executive Director on IL&FS Group entities in diverse financial services businesses of stock broking, private equity, infrastructure project development, and healthcare management services and as Director-In-Charge for the asset management and merchant banking subsidiaries.

Building businesses from inception (startup team of IL&FS, first country head of AEGON, first CEO of IndoStar Capital and Arka Fincap) and managing their growth and scale has honed skills and experience in business strategy, planning, execution with a strong bottom-line focus, meeting the expectations of key stakeholders, recruiting, leading and managing senior management talent and providing an environment of support for performers. A firm believer in building businesses using processes and procedures, and operating in an ethical framework of governance, has an unblemished record of dealing with various stakeholders, including institutional investors, banks, regulators and corporates with fairness and equity.

A relationship builder possessing strong communication and interpersonal skills, with an extensive network of contacts, associates and friends at all levels in the financial services sector, corporates, professional legal and accounting firms, media, and select regulatory bodies. Serves as an independent Director on boards of various companies in diverse business segments including Bharat Forge Limited, HDFC Trustee Company Limited, JK Tyre & Industries Limited, Escorts Kubota Limited, Kirloskar Management Services Private Limited, KEC International Limited,

Is a Commerce graduate from Mumbai University (Sydenham College) and Chartered Accountant from the Institute of Chartered Accountants of India.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the members at the registered office of the Company during business hours on any working day and is available on the website of the Company www.polymedicure.com. Mr. Vimal Bhandari is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Vimal Bhandari and his relatives, are in anyway, concerned or interested in the said resolution. The resolution as set out in item No. 8 of this Notice is accordingly recommended for your approval

Item No. 9 Approve Mrs. Mukulika Baid to continue to hold office as Non-Executive Non-Independent Director who is attaining the age of 75 (seventy-five) years

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 (seventy-five) years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mrs. Mukulika Baid, aged 74 (seventy-four) years, is a Non-Executive Director of the Company. She holds a bachelor's degree in arts from Jodhpur National University. She has 21 (twenty-one) years of experience in management and marketing. She is associated with several non-profit organisations. She is also in the CSR Committee of the Company looking into the CSR Activities of the Company. She has been on the Board since July 30, 2014. The Board of Directors is of the opinion that Mrs. Mukulika Baid is a person of integrity; possesses relevant expertise and vast experience. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with Listing Regulations, your directors recommend their continued association beyond September 27, 2024 and until expiry of her term. The brief resume of Mrs. Mukulika Baid Director, nature of her expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of listed entities and shareholding as required under Regulation 36(3) of the Listing Regulations as amended is set out in this Notice as Annexure. The Board of Directors accordingly recommends the Special Resolution as mentioned in item no. 9.

Shri Himanshu Baid, Shri Rishi Baid and Shri Jugal Kishore Baid, Directors of the Company may be deemed to be interested, financially or otherwise, in the resolutions as set out at item No. 9 of the Notice with regard to continuance of his respective Directorship. None of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the Company.

Item No. 10 Approve adoption of amended and restated Articles of Association of the Company.

The Company has the existing Articles of Association ("AOA") which were framed in terms of the provisions of the Companies Act, 1956 and accordingly, several regulations in the existing AOA contain references to the Companies Act, 1956. In order to align the AOA with the relevant sections/provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, it is proposed to update the existing AOA in line with the Companies Act, 2013 and the rules made thereunder, each as amended.

Accordingly, the following amendment was proposed to the AOA, to bring it in line with the Companies Act, 2013:

Article 74: Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors [excluding Debenture and Alternate Directors (if any)] shall not be less than three nor more than fifteen.

Pursuant to the provision of section 14(1) of the Companies Act, as applicable, any amendment in Article Of Association requires approval of the Member of the Company by way of special resolution.

The Board of Directors approved the amendments to the AOA of the Company at the board meeting held on May 17th, 2024 and

recommends to the members of the Company for their consideration and accord approval thereto by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives may be deemed to be concerned or interested financially or otherwise in this resolution.

Item No. 11. Approval for reappointment of Shri Arham Baid as Senior Manager, Corporate Strategy.

Shri Arham Baid holds a graduate in Industrial Engineering from University of California Berkley USA.

He has interned at dream11 in Artificial Intelligence and deep learning and at Go360 on discreet event stimulation for fleet organization. He has also worked part time at Scan dot AI for Computer vision and natural language processing.

For the last 3 (three) years, Shri Arham Baid has been associated with the Company and is responsible for the development of Cardiology and Critical care Business, which are new verticals in the Company. The Company has launched more than 10 (ten) new products under this category in the last 1 (one) year.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee to the related party transaction and considering his rich experience, the Board of Directors at its meeting held on 22nd July 2024 has considered and approved the appointment of Shri Arham Baid as Senior Manager, Corporate Strategy with effect from 1st October 2024, subject to the approval of the members of the Company.

Since Shri Arham Baid is the relative of Shri Himanshu Baid and Shri Rishi Baid, he shall be considered as holding an office or place of profit in the Company. In accordance with the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014, the Company is required to obtain consent of the board of directors of the Company and prior approval of the members of the Company in case of related party transaction.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, every related party transaction shall be reviewed by the Audit Committee and approved by the Board of Directors.

Pursuant to the first proviso to section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, an appointment of the related party to the office or place of profit in the Company at a monthly remuneration exceeding ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand) shall require prior approval of the members by way of Ordinary Resolution.

Disclosures pertaining to section 188 of the Companies Act, 2013 read with Rule 15(3) (3) of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

- a) Name of the Related Party: Shri Arham Baid, relative of Shri Himanshu Baid, Managing Director and Shri Rishi Baid, Joint Managing Director.
- b) Nature of Transactions: Appointment as Senior Manager, Corporate Strategy with effect from 1st October, 2024.
- c) Name of the director or Key Managerial Personnel who is related, if any: - Shri. Jugal Kishore Baid, Smt. Mukulika Baid, Shri. Himanshu Baid, Shri. Rishi Baid are related to the party being directors of the Company.

- d) Nature of Relationship: The people named in (c) above are directors of the Company and they are relatives of Shri Arham Baid. in relation to the appointment of Shri Arham Baid as Senior Manager of the Company. .
- e) Manner of determining the pricing and other commercial terms both included as a part of contract and not considered as part of contract: The Board has considered various factors with respect to remuneration payable and all commercial terms
- f) Whether factors relevant to the contracts have been considered: Yes
- Memorandum of Interest: Shri Jugal Kishore Baid, Smt. Mukulika Baid, Shri Himanshu Baid and Shri Rishi Baid, are relatives of Shri Arham Baid and concerned and interested in the Resolution. They did not participate in the Board Meeting when this matter was discussed.

Further, please find below the following information for the proposed appointment of Shri Arham Baid as mandated by the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular"):

#	Particulars	Remarks
1	A summary of the information provided by the management of the Company to the audit committee	Please refer to our disclosure regarding the above.
2	Justification for why the proposed transaction is in the interest of the Company	Shri Arham Baid has immense experience and expertise in the Cardiology and Critical care segment. The rich experience and skill set of Shri Arham Baid will benefit the Company to achieve its object as enshrined in the memorandum of association of the Company.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details specified of disclosing source of funds and cost of funds and tenure, applicable covenants, purpose of funds	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
6	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to section 102(1) of the Companies Act, 2013, forming part of this Notice.

The Board recommends the resolution set out in Item no 11 for your approval as an Ordinary Resolution.

Shri Arham Baid, being the appointee, is interested in the resolution set out in Item no 11 of this Notice. Further, Shri Himanshu Baid, Shri Rishi Baid, Shri Jugal Kishore Baid and Smt. Mukulika Baid, Directors of the Company and their relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to their respective shareholding in the Company.

Item No. 12. Approval for re-appointment of Shri Aaryaman Baid as Senior Manager, Corporate Strategy.

Shri Aaryaman Baid holds a graduate in Industrial Engineering with specialization in Economics and Finance from University of Illinois Urbana Champagne USA. He was senior consultant for 2 (two) years in the Illinois Business community as part of the university program.

He was lead project in-charge for optimizing Manufacturing process at Medical device company in Chicago as Senior Designer Projects. He has also interned with E&Y and worked at one of the largest hospitals in Delhi NCR.

Shri Aaryaman Baid will be responsible for USA business development, supply chain, Investments in new business and overall corporate strategy. He is also responsible for the development of key relationships in North and South America and responsible for FDA approvals of the products of the Company, in the USA.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee to the related party transaction and considering his rich experience, the Board of Directors at its meeting held on 22nd July 2024 has considered and approved the appointment of Shri Aaryaman Baid as Senior Manager, Corporate Strategy with effect from 1st October 2024, subject to the approval of the members of the Company.

Since Shri Aaryaman Baid is the relative of Shri Himanshu Baid and Shri Rishi Baid, he shall be considered as holding an office or place of profit in the Company.

Pursuant to provisions of section 188 of the Companies Act read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014, the Company is required to obtain consent of the board of directors of the Company and prior approval of the members of the Company in case of related party transaction.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, every related party transaction shall be reviewed by the Audit Committee and approved by the Board of Directors.

Further, please find below the following information for the proposed appointment of Shri Arham Baid as mandated by the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("**SEBI Circular**"):

#	Particulars	Remarks
1	A summary of the information provided by the management of the Company to the audit committee	Please refer to our disclosure regarding the above.
2	Justification for why the proposed transaction is in the interest of the Company	Shri Aaryaman Baid has rich experience and expertise in manufacturing process are medical device Company. The expertise and skill set of Shri Aaryaman Baid will benefit the Company to achieve its object as enshrined in the memorandum of association of the Company.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary, the details specified of disclosing source of funds and cost of funds and tenure, applicable covenants, purpose of funds	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
6	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to section 102(1) of the Companies Act, 2013, forming part of this Notice.

Disclosures pertaining to section 188 of the Companies Act, 2013 read with Rule 15(3) (3) of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

- Name of the Related Party: Shri Aaryaman Baid, relative of Shri Himanshu Baid, Managing Director of the Company and Shri Rishi Baid, Joint Managing Director of the Company.
- Nature of Transactions: Appointment as Senior Manager, Corporate Strategy 1st October, 2024.
- Name of the director or Key Managerial Personnel who is related, if any: - Shri. Jugal Kishore Baid, Smt. Mukulika Baid, Shri. Himanshu Baid, Shri. Rishi Baid are related to the party being directors of the Company.
- Nature of Relationship: The persons named in (c) above are directors of the Company and they are relatives of Shri Aaryaman Baid.
- Manner of determining the pricing and other commercial terms both included as a part of contract and not considered as part of contract: The Board has considered various factors with respect to remuneration payable and all commercial terms have been considered and included.
- Whether factors relevant to the contracts have been considered: Yes

Memorandum of Interest: Shri Jugal Kishore Baid, Smt. Mukulika Baid, Shri Himanshu Baid and Shri Rishi Baid, are relatives of Shri Aaryaman Baid and concerned and interested in the Resolution.

They did not participate in the Board Meeting when this matter was discussed.

Pursuant to the first proviso to section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, an appointment of the related party to the office or place of profit in the Company at a monthly remuneration exceeding ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand) shall require prior approval of the members by way of Ordinary Resolution.

Shri Aaryaman Baid, being the appointee, is interested in the resolution set out in Item no 12 of this Notice. Further, Shri Himanshu Baid, Shri Rishi Baid, Shri Jugal Kishore Baid and Smt. Mukulika Baid, Directors of the Company and their relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to their respective shareholding in the Company

The Board recommends the resolution set out in Item no 12 for your approval as an Ordinary Resolution.

Item No. 13 Approval for payment of remuneration to Non-Executive Directors

The presence of the Non-Executive Directors on the Board of Directors of your Company has helped your Company to achieve multifold growth. Each Non-Executive Director brings to the Board

vast experience and intellect in multifarious fields relevant to unique requirements of your Company.

In the light of services rendered by the Non-Executive Directors for the business of the Company and in keeping with best corporate principles, it is considered desirable that Non-Executive Directors are remunerated for their contribution.

In terms of the proviso to Section 197(1) of the Companies Act, 2013, a Company can remunerate/ make payment by way of commission to its Non-Executive Directors for a sum not exceeding 1% of the Profits as computed as per provision of the Act, if the Company has a Managing Director or Executive Director. Further pursuant to regulations of SEBI (LODR) Regulations, 2015, all fees/compensation, if any, paid to Non-Executive Directors of the Company, shall be fixed by the Board of Directors and shall require the prior approval of the Shareholders at a General Meeting.

Based on the recommendations of the Nomination & Remuneration Committee in its meeting held on 22nd July, 2024, the Board of Directors in its meeting held on 22nd July, 2024, subject to the approval of the Shareholders, has approved the payment of Annual Commission of ₹ 18,00,000 to each Non-Executive Director of the Company with effect from 1st April, 2024 subject to the ceiling as per Companies Act 2013, in addition to the sitting fees payable to such directors for attending the Board and Committee meetings and reimbursement of expenses, if any. All the Directors of the Company and their relatives may be deemed to be concerned or interested in this Resolution to the extent of commission that may be payable to them from time to time.

Item No. 14 Approve remuneration payable to M/s. Jai Prakash & Company, Cost Accountants, the Cost Auditor of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Jai Prakash & Company, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2025.

In accordance with the provision of section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

The Board recommends the Ordinary Resolution set out in Item No 14 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out in Item No 14 of this Notice.

By order of the Board
Avinash Chandra
 Company Secretary
 M. No. : A32270

Date: 31st August, 2024
 Registered Office:
 232-B, 3rd Floor, Okhla Industrial Estate, Phase III,
 New Delhi -110020.
 CIN: L40300DL1995PLC066923
 E-mail: investorcare@polymedicure.com

Annexure

Details of Directors seeking appointment/re-appointment at the Annual General Meeting
 (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

a) Shri Devendra Raj Mehta and Shri Vimal Bhandari

Name of the Director	Shri Devendra Raj Mehta (DIN:01067895)	Shri Vimal Bhandari (DIN: 00001318)
Date of Birth and Age	25 th June, 1937, 87 Years	23 rd August 1958 years, 66 Years
Date of first appointment on the Board	26 th May, 2005	22 nd July, 2024
Qualifications	Law and Economics Graduate and Retired IAS officer	Commerce graduate and Chartered Accountant.
Expertise in Specific functional areas	He has over 47 years of experience in Administration, Industry & Banking, Foreign Trade Regulations and Corporate.	He has over 35 years of experience in a range of businesses in the financial services industry
No. of Board Meetings attended during the Financial Year 2023-24	5	0
Remuneration last drawn	Not Applicable	Not Applicable
Relationship with any Director(s) and Key Managerial Personnel of the Company	Not related to any other Directors and Key Managerial Personnel of the Company	Not related to any other Directors and Key Managerial Personnel of the Company
Directorship of other Companies	1. Baif Institute For Sustainable Livelihood And Development. 2. Atul Rajasthan Date Palms Limited 3. Gandhi Research Foundation 4. Surefin Advisors Private Limited 5. Agriglow Farmer Producer Company Limited 6. JMC Projects (India) Limited 7. Glenmark Generics Limited 8. Gandhi Research Foundation	1. Escorts Kubota Limited 2. Bharat Forge Limited 3. JK Tyre & Industries Limited 4. KEC International Limited 5. Arka Fincap Limited 6. HDFC Trustee Company Ltd. (Trustee of HDFC Mutual Fund) 7. Kirloskar Management Services Private Limited 8. Arka Financial Holdings Private Limited

Chairmanship(s)/Membership(s) of Committees of other Companies	None	Escorts Kubota Limited <ul style="list-style-type: none"> • Audit Committee-Chairman • Nomination and Remuneration Committee – Chairman • Stakeholder Relationship Committee -Member JK Tyre & Industries Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee – Member Bharat Forge Limited <ul style="list-style-type: none"> • Audit Committee-Member • Nomination and Remuneration Committee – Member • Risk Management Committee – Member
Number of Shares held in the Company	NIL	NIL
Key terms and conditions of reappointment	As per the resolution in Item no. 4 of this Notice read with the explanatory statement thereto.	As per the resolution in Item no. 8 of this Notice read with the explanatory statement thereto
Details of remuneration sought to be paid	Eligibility for sitting fees and Commission paid to non executive Director as approved by the Board	As per the resolution in Item no. 8 of this Notice read with the explanatory statement thereto
Resignation from Listed Entities in past three years	Jain Irrigation Systems Limited Glanmark Pharmaceuticals Limited MM Auto Industries Private Limited	DCM Shriram Limited Kalpataru Projects International Limited RBL Bank Limited

Details of Director seeking appointment/re-appointment at the Annual General Meeting
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

b) Shri Alessandro Balboni and Smt. Mukulika Baid

Name of the Director	Shri Alessandro Balboni (DIN: 08119143)	Smt. Mukulika Baid (DIN: 02900103)
Date of Birth and Age	25 th October, 1961, 62 years	27 th September, 1949, 74 years
Date of first appointment on the Board	10 th May, 2018	30 th July, 2014
Qualifications	BA Engineering Master of Science, degree in Business Administration from University of Bologna	Bachelor's degree in arts (B.A)
Expertise in Specific functional areas	Around 21 years of experience in leading healthcare industry and Sales in Europe.	Around 23 years of experience in Management and Marketing
No. of Board Meetings attended during the Financial Year 2023-24	5	4
Remuneration last drawn	Not Applicable	Not Applicable
Relationship with any Director(s) and Key Managerial Personnel of the Company	Not related to any other Director and Key Managerial Personnel of the Company	Smt. Mukulika Baid, is a director and related to Shri Jugal Kishore Baid, Director, Shri Himanshu Baid, Managing Director, Shri Rishi Baid, Joint Managing Director and Shri Vishal Baid, Sr. President (Corporate Sales and Marketing).
Directorship of other Companies	1.Poly Medicure B.V., Netherland 2.Plan Health S.R.L., Italy	None
Chairmanship(s)/Membership(s) of Committees of other Companies	None	None
Number of Shares held in the Company.	Nil	30,62,400 (3.19 %)

Key terms and conditions of reappointment	As per the resolution in Item no. 3 of this Notice.	As per the resolution in Item no. 9 of this Notice read with the explanatory statement thereto.
Details of remuneration sought to be paid	Eligibility for sitting fees and Commission paid to non executive Director as approved by the Board	Eligibility for sitting fees and Commission paid to non executive Director as approved by the Board
Resignation from Listed Entities in past three years	Nil	Nil

Details of Director seeking appointment/re-appointment at the Annual General Meeting
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meeting)

c) Shri Himanshu Baid and Shri Rishi Baid

Name of the Director	Shri Himanshu Baid (DIN: 00014008)	Shri Rishi Baid (DIN: 00048585)
Date of Birth and Age	8 th June, 1968, 56 years	2 nd June, 1972, 52 years
Date of First Appointment on the Board	30 th March, 1995	30 th March, 1995
Qualifications	Electronics Engineer	BSME, MSME
Expertise in Specific functional areas	Around 26 years of experience in Management and Marketing	Around 26 years of experience in Management and Marketing
No. of Board Meetings attended during the Financial Year 2023-24	5	5
Remuneration last drawn	₹ 1717.81 Lacs	₹ 1668.18 Lacs
Remuneration proposed to be drawn	Refer to the Explanatory Statement	Refer to the Explanatory Statement
Relationship with any Director(s) and Key Managerial Personnel of the Company	Shri Himanshu Baid, is a director and related to Shri Jugal Kishore Baid (Father), Director, Smt. Mukulika Baid (Mother), Director, Shri Rishi Baid, Joint Managing Director (Brother) and Shri Vishal Baid (Brother), Sr. President (Corporate Sales and Marketing).	Shri Rishi Baid, is a director and related to Shri Jugal Kishore Baid (Father), Director, Smt. Mukulika Baid (Mother), Director, Shri Himanshu Baid, Managing Director (Brother) and Shri Vishal Baid (Brother), Sr. President (Corporate Sales and Marketing).
Directorship of other Companies	<ol style="list-style-type: none"> Poly Medicure (Laiyang) Co., Limited, China Polycure Martech Limited Ultra for Medical Products, Egypt Poly Medicure B.V., Netherlands PHD Chamber of Commerce and Industry Plan1 Health India Pvt. Ltd. Exicom Tele-Systems Limited 	<ol style="list-style-type: none"> Poly Medicure (Lai yang) Co., Ltd, China Poly Health Inc., USA Ultra for Medical Products, Egypt Poly Medicure B.V., Netherlands Plan1 Health India Pvt. Ltd. Plan1 Health S.r.l., Italy
Chairmanship(s)/Membership(s) of Committees of other Companies	Exicom Tele-Systems Limited • Nomination & Remuneration Committee – Member	NIL
Number of Shares held in the Company	79,07,642	97,66,356
Listed entities in which the director has resigned in the past three years	Jai Polypan Pvt. Ltd.	Jai Polypan Pvt. Ltd.
Terms and Conditions of appointment / re-appointment	As per the resolution in Item no. 6 of this Notice read with the explanatory statement thereto	As per the resolution in Item no. 7 of this Notice read with the explanatory statement thereto

AMENDED ARTICLES OF ASSOCIATION

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
POLY MEDICURE LIMITED
(INCORPORATED UNDER THE COMPANIES ACT, 1956)**

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the 29TH Annual General Meeting of the Company held on September 26, 2024 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

PRELIMINARY

1. Subject to the regulations hereinafter provided, the regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company, except in so far as they are otherwise expressly incorporated herein below.

INTERPRETATION

2. In these regulations, the following words, and expressions, unless repugnant to the subject, shall mean the following:

- a) **"Act"** means the Companies Act, 2013 and other statutory modifications or re-enactments thereof for the time being in force, including wherever applicable the rules framed thereunder;
- b) **"Applicable Law"** means laws of India, as applicable including, inter alia, all applicable statutes, enactments, acts of legislature, ordinances, rules, by-laws, regulations, notifications, guidelines, policies, directions, directives, circular, and orders of any Governmental, statutory, Authority, regulatory body, tribunal, stock exchange, or rule, order or decree of any court, quasi-judicial authority or any arbitral tribunal, or directive, delegated or subordinate legislation in any applicable jurisdiction inside or outside India;
- c) **"Articles"** means the Articles of Association of the Company;
- d) **"Board of Directors" or "Board"**, in relation to a Company, means the collective body of the Directors of the Company;
- e) **"Board Meeting"** means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles;
- f) **"Beneficial owner"** means a person or persons whose name(s) is/are recorded in the Register maintained by a Depository under the Depositories Act, 1996;
- g) **"Company"** means Poly Medicure Limited;
- h) **"Company Secretary" or "Secretary"** means a Company Secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a Company to perform the functions of a Company Secretary under this Act;
- i) **"Debenture"** includes debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not;
- j) **"Dividend"** includes any interim dividend;

- k) **"Depository"** means a Company formed and registered under the Act and which has been granted a certificate of registration by SEBI under the Securities & Exchange Board of India Act, 1992;
- l) **"Directors"** means the Directors appointed to the Board of the Company;
- m) **"Document"** includes summons, notice, requisition, order, declaration, form and register, whether issued sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on proper or in electronic form;
- n) **"Extra-Ordinary General Meeting"** means an Extra-Ordinary General meeting of the members duly called and constituted and any adjourned holding thereof;
- o) **"Meeting" or "General Meeting"** means a meeting of the Members. "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions of Section 96 of the Act;
- p) **"Member"** means the member of the Company as defined in sub-section (55) of section 2 of the Act or any amendment thereof;
- q) **"Month"** shall mean the calendar month;
- r) **"Office"** means the Registered Office for the time being of the Company;
- s) **"Proxy"** includes Attorney duly constituted under a power of Attorney;
- t) **"Registrar"** means the Registrar of Companies of the State in which the registered office of the Company is, for the time being, situated;
- u) **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961;
- v) **"Rules"** means the applicable rules for the time being in force as prescribed under relevant sections of the Act;
- w) **"Seal"** means the Common Seal of the Company;
- x) **"Securities"** means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956;
- y) **"SEBI"** means Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992;
- z) **"Shares"** means the shares in the share capital of a Company and includes stock;
 - aa) **"Special Resolution"** shall have the meaning assigned thereto by Section 114 of the Act;
 - bb) **"Sweat Equity Shares"** means such equity shares as are issued by a Company to its Directors or employees at a discount or for consideration, other than cash, for providing their know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called;

- cc) **"Tribunal"** means the National Company Law Tribunal constituted under section 408 of the Act;
- dd) **"Voting Right"** means right of a member of a Company to vote in any meeting of the Company or by means of postal ballot;
- ee) **"Video Conferencing or Other Audio-Visual"** means audio- visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting;
- ff) Words importing **"persons"** shall, where the context requires, include bodies corporate and companies as well as individuals;
- gg) **"Whole-time Director"** includes Director in the whole-time employment of the Company;
- hh) **"Working Day"** means all days except national holidays;
- ii) **"Year"** means the **"Financial Year"** as provided under sub section (41) of Section 2 of the Act;
- jj) Words imputing the masculine gender shall also include feminine gender;
- kk) Words imputing the singular number includes plural where the context so requires; and
- ll) **'in writing'** and **'written'** includes printing, lithography and any other mode of representing or reproducing words in a visible form.
3. 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.
4. Notwithstanding anything contained in these Articles, such provisions and regulations as may be prescribed by the legislature, as compulsory, by later enactments relating to Companies, shall have priority of observance under such circumstances.
- SHARE CAPITAL**
5. The authorized share capital of the Company will be as stated in Clause V of the Memorandum of Association of the Company as altered from time to time.
6. The Company may, from time to time, by ordinary resolution, shall have the power to increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
7. Subject to the provisions of section 61, the Company may by ordinary resolution, sub- divide, consolidate, reduce or re-classify the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Act and the Applicable Law and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these regulations.
8. Subject to the provisions of the section 62 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.
9. If the Company shall offer any of its shares to the public for subscription, such offer shall be made in accordance with the provisions of Part I of Chapter III and other relevant provisions of the Act.
10. Subject to the provisions of the Act and these Articles, the Board may allot and issue shares in the capital of the Company as payment or part-payment for any property or assets of any kind whatsoever, sold or to be sold or transferred or to be transferred or for goods or machinery supplied or to be supplied for service rendered or to be rendered for technical assistance or know-how made or to be made available to the Company or the conduct of its business, and shares which may be so allotted may be issued as fully or partly paid-up otherwise than in cash and, if so issued, shall be deemed to be fully or partly paid as the case may be.
11. The Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company.
12. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
- (a) Equity share capital:
- (i) with voting rights; and / or
- (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
- (b) Preference share capital
13. Subject to the provisions of Section 55 of the Act and rules made thereunder, the Company shall have the power to issue preference shares which are or at the option of the Company are liable to be redeemed within such period as provided in the Act from the date of issue and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.
14. On the issue of Redeemable Preference Shares, the following provisions shall take effect:
- (a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares for the purpose of the redemption.
- (b) No such shares shall be redeemed unless they are fully paid.
- (c) The premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's share premium account before the shares are redeemed.
- (d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise be available for dividend, be transferred to a reserve fund, to be called the "Capital

Redemption Reserve Account”, a sum equal to the nominal amount of the share redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid up share capital of the Company.

15. A person subscribing to shares offered by the Company shall hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

VARIATION OF RIGHTS OF MEMBERS

16. (a) 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 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth 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.
- (b) To every such separate meeting, the provisions of these Articles 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.
17. 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.

FURTHER ISSUE OF SHARES

18. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to-
- (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- (b) employees under any scheme of employees’ stock option; or
- (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
19. 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 provisions of Section 42 and Section 62 of the Act and the Rules.
20. 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. Nothing in the Articles 18 and 19 shall

apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company.

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

21. Notwithstanding anything contained in Section 53 of the Act, but subject to the provisions of Section 54 read with Rules made there under with the regulations made by the SEBI, the Company may issue Sweat Equity Shares of a class of shares already issued in accordance with the provisions of the Act and the regulations made by the SEBI.
22. The Company may issue Debentures or other forms of securities, as defined under the Securities Contracts (Regulation) Act, 1956 and Rules issued thereunder in compliance with the provisions of the Act, SEBI Regulations and other laws, as applicable to the Company.

REGISTERS TO BE MAINTAINED BY THE COMPANY

23. The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act:
- (a) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Member residing in or outside India;
- (b) A Register of Debenture holders; and
- (c) A Register of any other security holders.
24. The Statutory Registers shall be kept and maintained in the manner prescribed under the Act.

SHARE CERTIFICATE

25. Issue of Certificate:
- (a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two (2) months after incorporation, in case of subscribers to the memorandum or after allotment or within one (1) month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:
- i. one certificate for all his shares without payment of any charges; or
- ii. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (b) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the Company secretary, wherever the Company has appointed a Company secretary.

Provided that in case the Company has a Seal, it shall be affixed in the presence of the persons required to sign the certificate.

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

- (d) The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- (e) A duplicate certificate of shares may be issued, if such certificate:
- (i) is proved to have been lost or destroyed; or
 - (ii) has been defaced, mutilated or torn; and is surrendered to the Company.
- (f) The Company shall be entitled to dematerialize its existing Shares, rematerialize its Shares held in the depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the regulations framed there under, if any.
- (g) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (a) and (b) shall mutatis mutandis apply to debentures of the Company.
- (h) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other Securities including debentures (except where the Act otherwise requires) of the Company.
- (i) When a new share certificate has been issued in pursuance of sub-article (h) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.
- (j) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.
- (k) The Company Secretary of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-Article (j) of this Article.
- (l) All books referred to in sub-Article (k) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.
- (m) The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- (n) If any Shares stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except

voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of such Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares, and for all incidents thereof according to these Articles.

- (o) Except as ordered by a court of competent jurisdiction or as may be required by Applicable Law, the Company shall be entitled to treat the Member whose name appears on the Register of Members as the holder of such Equity Shares or whose name appears as the beneficial owner of such Equity Shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such Equity Shares on the part of any other Person whether or not such Member shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any Equity Shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them. The Company shall not be bound to register more than 3 (three) persons as the joint holders of any share except in the case of executors or trustees of a deceased member.

COMMISSION FOR PLACING SHARES

26. (a) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (b) 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.
- (c) 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.

COMPANY'S LIEN

27. The Company shall have a first and paramount lien:
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company.

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 Article.

28. 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 for any money owing to the Company.
29. 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.

30. Validity of Sale:

- (a) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (b) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (c) The receipt of the consideration (if any) by the Company on the sale of any shares (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) shall constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- (d) 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.

31. Application of Sale Proceeds:

- (a) 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;
- (b) 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.

32. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

33. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other Securities including debentures of the Company.

CALLS ON SHARES

34. 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.

35. 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.

36. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstance.

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

38. 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.

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

40. (a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.

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

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

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

43. The Board:-

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board, not exceeding, unless the Company in General Meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Nothing contained in this Article, shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

44. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

45. All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

46. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

47. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other Securities including debentures of the Company.

TRANSFER OF SHARES

48. Instrument of Transfer:

- (a) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
- (b) 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.
- (c) In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless:
 - i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of 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.

49. The Board may, subject to the right of appeal conferred by Section 58 of the Act, decline to register:

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the Company has a lien; or
- (c) any transfer of shares where any statutory prohibition or any attachment or prohibitory order of a competent authority restrains the Company from transferring the shares out of the name of the transferor; or
- (d) any transfer of shares where the transferor objects to the transfer provided he serves on the Company within a reasonable time a prohibitory order of a Court of competent jurisdiction.

50. On giving not less than 7 (seven) days' previous notice in accordance with Section 91 of 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 30 (thirty) days at any one time or for more than 45 (forty-five) days in the aggregate in any year.

51. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION OF SHARES

52. Title to Shares of Deceased Members:

- (a) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a

sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.

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

53. Transmission and Rights of Transmission:

- (a) 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:
 - i. to be registered himself as holder of the share; or
 - ii. to make such transfer of the share as the deceased or insolvent member could have made.
- (b) 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.
- (c) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
- (d) 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.
- (e) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (f) All the limitations, restrictions and provisions of these Article relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

54. 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.

55. 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 90 (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.

56. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto in any book of the Company, and the Company shall not be bound or

required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice; and give effect thereto if the Board shall so think fit.

57. 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.

DEMATERIALIZATION OF SECURITIES

58. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, 1996 ("**Depository Act**") and the rules framed thereunder, if any.

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

60. If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

61. All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

62. Rights of Depositories & Beneficial Owners:

- (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.
- (b) Save as otherwise provided in (a) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- (c) Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company.
- (d) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

63. Register and Index of Beneficial Owners:

- (a) The Company shall cause to be kept a register and index of members with details of shares and debentures held in dematerialized forms in any media as may be permitted by Applicable Law including any form of electronic media.

(b) The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

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

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

66. Transfer of Securities:

(a) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(b) In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

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

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

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

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

71. Subject to compliance with Applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfilment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

FORFEITURE OF SHARES

72. 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 and all that may have been incurred by the Company by reason of non-payment.
73. The notice aforesaid shall:
- (a) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
74. 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.
75. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
76. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
77. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
78. A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.
79. At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
80. 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, and shall 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.
81. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
82. 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.
83. 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.
84. The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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.
85. The transferee shall thereupon be registered as the holder of the share.
86. 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, re-allotment or disposal of the share.
87. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
88. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
89. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
90. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
91. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other Securities including debentures of the Company.

ALTERATION OF CAPITAL

92. Subject to these Articles and Section 61 of the Act, the Company may, by an ordinary resolution in General Meeting from time to time, alter the conditions of its memorandum as follows, that is to say, it may:
- (a) increase its Share Capital by such amount as it thinks expedient;
 - (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares:

Provided that no consolidation and division which results in changes in the voting percentage of Members shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

- (c) convert all or any of its fully Paid up shares into stock, and reconvert that stock into fully Paid up shares of any denomination;
- (d) sub-divide its existing Shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- (e) cancel its Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. Cancellation of shares in pursuance of this Article shall not be deemed to be reduction of Share Capital within the meaning of the Act.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

93. Where shares are converted into stock:

- (a) The Company in General Meeting may, by ordinary resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an ordinary resolution, at any time reconvert any stock into Paid-up shares of any denomination.

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

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "Member" in those regulations shall include "stock" and "stock-holder" respectively.

SHARE WARRANTS

- 94. Share warrants may be issued as per the provisions of Applicable Law.
- 95. Power to issue share warrants:

The Company may issue share warrants subject to, and in accordance with the provisions of the Act, and accordingly the

Board may in its discretion, with respect to any share which is fully paid-up on application in writing signed by the persons registered as holder of the share, and authenticated, by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

96. Deposit of share warrant:

- (a) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the register of members as the holder of the share included in the deposited warrant.
- (b) Not more than one person shall be recognised as depositor of the share warrant.
- (c) The Company shall, on 2 (two) days' written notice, return the deposited share warrant to the depositor.

97. Privileges and disabilities of the holders of share warrant:

- (a) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant sign a requisition for calling a meeting of the Company, or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notices from the Company.
- (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the register of members as the holder of the share included in the warrant and shall be a Member of the Company.

98. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruct.

REDUCTION OF CAPITAL

99. The Company may, subject to the applicable provisions of the Act, from time to time by a special resolution, reduce in any manner, and with, and subject to, any incident authorised and consent required by Applicable Law, its Share Capital, any capital redemption reserve account and any securities premium account in any manner for the time being authorized by Applicable Law.

BUY-BACK OF SECURITIES

100. Pursuant to a resolution of the Board or a special resolution of the Members, as required under the Act, the Company may purchase its own Equity Shares or other Securities, as may be specified by the Act read with Rules made there under from time to time, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the Applicable Laws.

JOINT HOLDERS

101. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as

the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

- (a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
- (b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
- (c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
- (d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
- (e)
 - (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
 - (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

102. The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other Securities including debentures of the Company registered in joint names.

CAPITALISATION OF PROFITS

103. (I) The Company in General Meeting may, upon the recommendation of the Board resolve:
- a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b. that such sum be accordingly set free for distribution in the manner specified in clause (II) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (II) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (III) below, 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; and
- 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 Article, be applied in 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 Article.

104. (A) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

- (i) make all appropriations and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares, if any; and
- (ii) generally do all acts and things required to give effect thereto.

(B) The Board shall have power:

- (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and
- (ii) to authorize any person, on behalf of all the Members entitled thereto, to enter into an agreement with the Company providing for the allotment to such Members, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.
- (iii) Any agreement made under such authority shall be effective and binding on all such Members.

GENERAL MEETINGS

105. Annual General Meeting:

- (a) In accordance with the provisions of Section 96 of the Act, the Company shall in each year hold in addition to any other meetings, a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings.
- (b) Subject to the provisions of the Act, an Annual General Meeting of the Members of the Company shall be held every year within 6 (six) months after the expiry of each financial year, provided that not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting and that of the next.

- (c) Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 (1) of the Act to extend the time within which any Annual General Meeting may be held.
- (d) Every Annual General Meeting shall be called during business hours, that is, between 9 a.m to 6 p.m or such time as prescribed in the Act, on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated.

106. Extra Ordinary General Meetings:

- (a) All general meetings other than Annual General Meeting shall be called Extra-ordinary General Meeting.
- (b) The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting.
- (c) 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 Extra-ordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETING

107. Quorum for General Meeting:

- (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.

108. Chairperson of General Meeting:

The chairperson, if any, of the Board shall preside as chairperson at every General Meeting of the Company.

109. Election of Chairperson:

- (a) If there is no such Chairperson, or if he is not present within 15 (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.
- (b) If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 (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.
- (c) On any business at any General Meeting, in case of an equality of votes on any resolution, the Chairperson shall have a second or casting vote.

110. Adjournment of Meeting;

- (a) The Chairperson may, suo moto, adjourn the meeting from time to time and from place to place and shall adjourn the meeting, if required, in accordance with the Act.

- (b) 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.

- (c) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (d) When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (e) Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

111. Voting Rights of Members:

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

- (a) On a show of hands, every member present in person shall have one vote; and

- (b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

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

- (d) 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.

- (e) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

112. Voting by Joint-Holders:

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

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

113. Voting by Member of Unsound Mind:

- (a) 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.

- (b) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

114. No Right to Vote Unless Calls are paid:

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.

115. Instrument of Proxy:

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

116. Appointment of Proxy:

An instrument appointing a proxy shall be in the form as prescribed in the Rules made under Section 105 of the Act.

117. Validity of Proxy:

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 meetings at which the proxy is used.

118. Minutes of Meetings:

- (a) The Company shall cause minutes of the proceedings of every General Meeting of any class of Members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the rules and kept by making within 30 (thirty) days of the conclusion of every such Meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
- (b) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –
 - i. is, or could reasonably be regarded, as defamatory of any person; or
 - ii. is irrelevant or immaterial to the proceedings; or
 - iii. is detrimental to the interests of the Company.
- (c) 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.
- (d) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

119. Minutes Book:

- (a) The books containing the minutes of the proceedings of any General Meeting of the Company or a resolution passed by postal ballot shall:
 - i) be kept at the registered office of the Company or decided by the Board of Director; and
 - ii) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all Working Days other than Saturdays.
- (b) Any Member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (a) above:

Provided that a Member who has made a request for provision of a soft copy of the minutes of any previous General Meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

120. The Board, and also any person(s) authorised by it, may take any action before the commencement of any General Meeting, or any meeting of a class of Members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

BOARD OF DIRECTORS

121. Number of Directors:

- (a) The following were the first Directors of the Company:
 - (i) Mr. Himanshu Baid;
 - (ii) Mr. Rishi Baid
 - (iii) Mr. Vishal Baid
 - (iv) Mr. Bhupendra Raj Mehta
- (b) Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors as per the provisions of the Act.
- (c) Subject to Article 122(b), Sections 149, 152 and 164 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors.
- (d) The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.
- (e) 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.

- (f) 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.
- (g) The regulation of quorum of meeting of Board shall apply mutatis mutandis to the meeting of Committee unless otherwise decided by the Board.
122. Chairperson of the Board of Directors:
- (a) The members of the Board shall elect any one of them as the Chairperson of the Board. The Chairperson shall preside at all meetings of the Board and the General Meeting of the Company. The Chairperson shall have a casting vote in the event of a tie.
- (b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the Directors present may choose one of them to be Chairperson of the meeting.
123. Appointment of Alternate Directors:
- (a) Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate director to act for a director of the Company during such director's absence for a period of not less than 3 (three) months from India.
- (b) The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairperson) during the Original Director's absence.
- (c) An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India.
- (d) If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.
124. Casual Vacancy and Additional Directors:
- (a) Subject to the provisions of Section 149 of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person as an Additional Director or to fill a casual vacancy provided that the total number of Directors shall not at any time exceed the maximum strength fixed under Article 122.
- (b) Any Person so appointed as an Additional Director shall hold office only up to the date of the next Annual General Meeting but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.
125. Independent Directors: The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Applicable Law.
126. Nominee Directors:
- (a) The Board may appoint any person as a director nominated by any Public Financial Institution/Corporation/Institution/body corporate in pursuance of the provisions of any Applicable Law for the time being in force or of any agreement by virtue of its shareholding in the Company.
- (b) At the option of the Public Financial Institution/ Corporation/Institution/body corporate such Nominee Director shall not be liable to retirement by rotation.
- (c) Subject as aforesaid, Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.
- (d) The Nominee Director so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Public Financial Institution/Corporation/Institution/body corporate or so long as the Public Financial Institution/ Corporation/ Institution/ body corporate holds or continues to hold Debentures/Shares in the Company.
127. No Qualification Shares for Directors: A Director shall not be required to hold any qualification shares of the Company.
128. Remuneration of Directors:
- (a) Subject to the applicable provisions of the Act, the rules including the provisions of the SEBI Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
- (b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee, such sum as may be decided by the Board thereof which shall not exceed Rs 1,00,000 (Rupees One Lakh) for each meeting of the Board or any Committee thereof attended by him.
- (c) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.
- (d) If any Director shall be called upon to perform extra services or to make any special exertion or efforts for any of the purposes of the Company or to give special attention to the business of the Company, which expression, shall include work done as a member of a Committee of the Board, the Board may, subject to the provisions of Sections 197 and 188 of the Act, remunerate the Director so doing, either by a fixed sum or otherwise; and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.
- (e) 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:
- (i) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

- (ii) in connection with the business of the Company. The rules in this regard may be framed by the Board of Directors from time to time.

129. Disqualification and Vacation of Office by a Director:

- (a) A person shall not be eligible for appointment as a Director of the Company if he incurs any of the disqualifications as set out in Section 164 and other relevant provisions of the Act.
- (b) Further, on and after being appointed as a Director, the office of a Director shall ipso facto be vacated on the occurrence of any of the circumstances under Section 167 and other relevant provisions of the Act.
- (c) Subject to the applicable provisions of the Act, the resignation of a director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the director in the notice, whichever is later.

130. Related Party Transactions and Disclosure of Interest: The Company shall comply with the applicable provisions of the Act, Rules framed thereunder and other relevant provisions of Applicable Law in respect of related party transactions and the Directors shall comply with the disclosure of interest provisions under the Act.

131. Retirement of Directors by Rotation:

- (a) At every Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation in accordance with Section 152 of the Act (excluding Independent Directors), or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re- election.
- (b) 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.
- (c) Neither an ex-officio Director nor an additional Director appointed by the Board under Articles hereof shall be liable to retire by rotation within the meaning of this Article.
- (d) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot

132. Continuing Director: 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.

POWERS OF BOARD

133. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum of Association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and other Applicable Laws and of the memorandum of

association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in General Meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

134. Power to be exercised by the Board only by Meeting:

Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:

- (a) to make calls on Members in respect of money unpaid on their shares;
- (b) to authorise buy-back of Securities under Section 68 of the Act;
- (c) to issue Securities, including debentures, whether in or outside India;
- (d) to borrow money(ies);
- (e) to invest the funds of the Company;
- (f) to grant loans or give guarantee or provide security in respect of loans; and
- (g) any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 to be exercised by the Board only by resolutions passed at the meeting of the Board.

135. The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Applicable Law, the powers specified in sub clauses (d) to (f) above. In respect of dealings between the Company and its bankers the exercise by the Company of the powers specified in clause (d) shall mean the arrangement made by the Company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day to day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of. The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under Section 180 of the Act.

136. Borrowing Powers:

- (a) Subject to the provisions of the Act and the Rules, the Board of directors may, from time to time at its discretion by a resolution passed at a Meeting of the Board, accept deposits from Members, either in advance or calls or otherwise, and generally raise or borrow or secure the payment of any sum or sum of moneys for the purpose of the Company not exceeding the aggregate of the Paid-up capital of the Company and its reserves.
- (b) Power of the Board to borrow Provided, however, where the moneys to be borrowed together with moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of paid-up capital and free reserves as defined under the Act, the Directors shall not borrow such monies without the consent of the Company in General Meeting by way of resolution prescribed under the Act.

PROCEEDING OF THE BOARD

137. (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (b) Any Director of a Company may, at any time, summon a Meeting of the Board, and the Company Secretary or where there is no Company Secretary, any person authorised by the Board in this behalf, on the requisition of a Director, shall convene a Meeting of the Board, in consultation with the Chairperson or in his absence, the Managing Director or in his absence, the Whole-time Director, where there is any.
- (c) The quorum for a Board meeting shall be as provided in the Act.
- (d) 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 Rules or permitted under Applicable Law.
138. (a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
139. (a) 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.
- (b) 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.
- (c) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under Applicable Law.
140. (a) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- (b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (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.
141. (a) A Committee may meet and adjourn as it thinks fit.
- (b) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
- (c) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
142. 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 or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
143. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.
144. Validity of acts Done by Board or a Committee:
- 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.
145. Resolution by Circulation:
- Save as otherwise expressly provided in the Act, a resolution in writing, approved by the Members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
- CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER**
146. Subject to the provisions of the Act:
- (a) 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.
- (b) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- (c) Unless permitted under the Act, the Company however, shall not appoint or employ at the same time more than one of the following categories of key managerial personnel namely, a managing director and manager.
- (d) The remuneration of Manager shall (subject to Sections 196, 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles and of any contract between him and the Company) be paid in the manner permitted under the Act.
- (e) Subject to the provisions of the Act, the Board of Directors, may from time to time entrust and confer upon a Manager for the time being such of the powers exercisable upon such terms and conditions and with such restrictions as they may think fit either collaterally with or to the exclusion of and in substitution for all or any of their own powers and from time to time revoke, withdraw, alter or vary all or any of such powers.
147. Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may also at any time appoint some individual (who

need not be the Secretary), to maintain the Registers required to be kept by the Company.

REGISTERS

148. (a) The Company shall keep and maintain at its registered office all statutory registers as may be prescribed for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.
- (b) The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all Working Days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
149. (a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

THE SEAL

150. The Board may provide for the Seal of the Company to be affixed on such document as may be decided by Board or as required under any law. The Seal shall be kept in the safe custody of such officer of the Company as the Board may decide.
151. 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 the secretary or such other person as the Board may appoint for the purpose; 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

152. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. However, the Company in General Meeting may declare a lesser dividend.
153. Subject to the provisions of Section 123 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.
154. (a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

155. Right to Dividend:

- (a) 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.
- (b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
- (c) 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.
- (d) 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.

156. (a) 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.

- (b) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

157. Dividend how Remitted:

- (a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (c) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

158. Receipt of Joint Holder: 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.

159. Dividends not to bear Interest: No dividend shall bear interest against the Company.

160. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the Member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

ACCOUNTS AND AUDIT

161. Financials Statements to be laid in Annual General Meeting: The Directors shall, as required by the Act, cause to be prepared and laid before the Company in Annual General Meeting to be held as provided in these Articles hereof such Profit and Loss Account, Balance Sheet and Directors' and Auditors' Reports as are referred to in those provisions.
162. Accounts to be Audited: The financial statements, books of accounts and other relevant books and papers of the Company shall be examined and audited in accordance with the provisions of the Act and the Rules.
163. Inspection:
- 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.
 - No member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by Applicable Law or authorised by the Board or by the Company in General Meeting.

SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

164. If a Member does not have registered address in India and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

NOTICE BY ADVERTISEMENT

165. Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

WINDING UP

166. Subject to the provisions of Chapter XX of the Act and Rules made thereunder:
- 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.
 - 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.
 - The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND INSURANCE

167. Director's and Others' Right to Indemnity and Insurance:
- Subject to the provisions of the Act, every director, managing director, whole-time director, manager,
 - chief executive officer, chief financial officer, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, chief executive officer, chief financial officer, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
 - Subject as aforesaid, every officer, director, managing director, manager, chief executive officer, chief financial officer, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
 - The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

168. The Company may amend its Memorandum of Association and Articles of Association subject to Sections 13, 14 and 15 of the Act and such other provisions of the Act as may be applicable from time-to-time.

GENERAL POWER

169. Wherever in the Act it has been provided that the Company or the Board shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company or the Board is so authorized by its Articles, then and in that case these Articles hereby authorize and empower the Company and/ or the Board (as the case may be) to have all such rights, privileges, authorities and to carry out all such transactions as have been permitted by the Act without there being any specific regulation to that effect in these Articles save and except to the extent that any particular right, privilege, authority or transaction has been expressly negated or prohibited by any other Article herein.
170. If pursuant to the approval of these Articles, if the Act requires any matter previously requiring a special resolution is, pursuant to such amendment, required to be approved by an ordinary resolution, then in such a case these Articles hereby authorize and empower the Company and its Members to approve such matter by an ordinary resolution without having to give effect to the specific provision in these Articles requiring a special resolution to be passed for such matter.

The Articles shall be signed by each subscriber of the Memorandum of Association who shall add his address, description, and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified below:

S. No	Names, address, description and occupation of each Subscriber	Signature of Subscriber	Signature, name, address, description and occupation of witness
1	Himanshu Baid S/o Shri Jugal Kishore Baid 2365, Bansal Bhawan, Rajguru Road, Paharganj, New Delhi-110055 Occupation- Business	Sd/-	<p style="text-align: center;">I witness the Signatures of the Subscribers</p> <p style="text-align: center;">Sd/- (Vineet Gupta) 2365, Bansal Bhawan, Rajguru Road, Paharganj, New Delhi-110055 Chartered Accountant M. No. 89823</p>
2	Rishi Baid S/o Shri Jugal Kishore Baid K-15, Malviya Marg, Jaipur-301001 Occupation- Engineer	Sd/-	
3	Jugal Kishore Baid S/o Late Jaichand Lal Baid K-15, Malviya Marg, C-Scheme, Jaipur Occupation- Business	Sd/-	
4	Bhupendera Raj Mehta S/o Shri M. R. Mehta Four Flats, Hira Bargh Ram Bagh Road, Jaipur Occupation - Business	Sd/-	
5	Shireen Baid W/o Himanshu Baid K-15, Malviya Marg, C-Scheme, Jaipur Occupation- Business	Sd/-	
6	Vishal Baid S/o Shri Jugal Kishore Baid K-15, Malviya Marg, C-Scheme, Jaipur Occupation- Business	Sd/-	
7	Mukulika Baid W/o Shri Jugal Kishore Baid K-15, Malviya Marg, C-Scheme Jaipur-301001 Occupation- Business	Sd/-	