
MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

UMIYA BUILDCON LIMITED

(Formerly known as MRO-TEK REALTY LIMITED)



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Office of the Central Processing Centre

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

Certificate of Incorporation pursuant to change of name

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

Corporate Identification Number (CIN): **L28112KA1984PLC005873**

I hereby certify that the name of the company has been changed from MRO-TEK REALTY LIMITED to UMIYA BUILDCON LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name MRO-TEK REALTY LIMITED

Given under my hand at ROC, CPC this EIGHTEENTH day of FEBRUARY TWO THOUSAND TWENTY FIVE

Signature **Not Verified**

Digitally signed by
*.mca.gov.in

Date: 2025.02.20 15:07:06 IST

Brijesh Kain

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

Central Processing Centre

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

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

UMIYA BUILDCON LIMITED

No.6, New BEL Road Chikkamaranahalli, NA, Bangalore, Bangalore- 560054, Karnataka, India

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





सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
E' Wing, 2nd Floor Kendriya Sadana, Bangalore, Karnataka, India, 560034

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

Corporate Identification Number (CIN): L28112KA1984PLC005873

I hereby certify that the name of the company has been changed from MRO-TEK LIMITED to MRO-TEK REALTY LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name MRO-TEK LIMITED.

Given under my hand at Bangalore this Eleventh day of May two thousand sixteen.



M JAYAKUMAR
Registrar of Companies
Registrar of Companies
RoC - Bangalore

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

MRO-TEK REALTY LIMITED

BELLARY ROAD,,HEBBAL,, BANGALORE, Karnataka, India, 560024



Co. No. 5073



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन
In the Office of the Registrar of Companies, Karnataka, Bangalore.
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF MRO. - TEK PRIVATE LIMITED के विषय में

मैं पृथक्द्वारा प्रमाणित करता हूँ कि परिसीमित जिसका निगमन मूलतः 19 के दिनांक 10 दिनांक 1984 अधिनियम के अधीन और परिसीमित नाम द्वारा किया गया कम्पनी अधिनियम, 1956 की धारा 21/22 (1) (क)/22 (1)(ख) के निर्देशों के अनुसार आवश्यक संकल्प पारित कर चुकी है और इसको बाबत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that MRO - TEK PRIVATE LIMITED Limited, which was originally incorporated on 10th day of Feb. 1984 under the Companies Act, and under the name MRO - TEK PRIVATE LIMITED Limited having duly Passed the necessary resolution in terms of section 21/22(1)(a) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निर्देशक के तारीख 19 के पत्र से द्वारा प्राप्त की जाने पर उक्त कम्पनी का नाम इस दिन परिसीमित में तब्दील कर दिया गया है और यह प्रमाण-पत्र उक्त अधिनियम की धारा 23(1) के अनुसार जारी किया जाता है।

Registrar of Companies, Karnataka, Bangalore letter No. dated 19 the name of the said company is this day changed to MRO. - TEK LIMITED Limited and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख को दिया गया।

Given under my hand at Bangalore this Seventeenth day of June 1984 (One thousand nine hundred Ninety Eight)



Handwritten signature of D.K. Bansal

(D.K. BANSAL)

Registrar of Companies Karnataka, Bangalore

यहाँ पर कम्पनी का यह नाम लिखिए जो कि तब्दीली से पूर्व था।
Here give the name of the Company as existing prior to the change.
यहाँ पर कम्पनी (अधिनियम) का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रीकरण और निगमन किया गया था।
Here give the name of the Act (s) under which the Company was originally registered and incorporated.



प्रारूप ० आई ० आर ०

Form. I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता०.....का से०.....
No. **5873** of 198**4**

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that..... **MRO-TEK PRIVATE LIMITED**

.....
.....
.....

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

मेरे हस्ताक्षर से आज ता०.....को दिया गया।

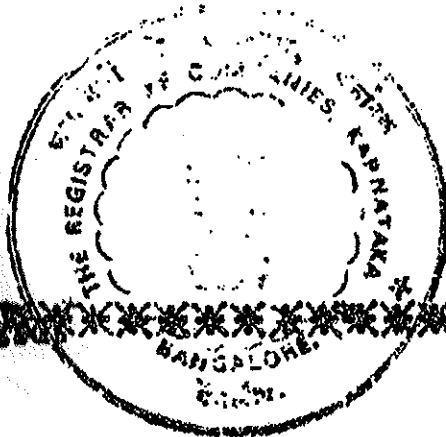
Given under my hand at **BANGALORE** this **TENTH**

day of **FEBRUARY**.....one thousand nine hundred and **EIGHTY**
FOUR.

(Y. SATTANARAYANA)

कम्पनियों का रजिस्ट्रार
कर्नाटक बंगलूर

Registrar of Companies.
KARNATAKA, BANGALORE



(Incorporated under the Companies Act, 1956 as amended under the Companies Act, 2013)
(Public Company Limited by Shares)

***MEMORANDUM OF ASSOCIATION**

OF

UMIYA BUILDCON LIMITED

(Formerly known as MRO-TEK REALTY LIMITED)

1st The Name of the Company is " UMIYA BUILDCON Limited".

2nd The Registered Office of the Company will be situated in the State of KARNATAKA.

3rd The objects for which the Company is established are :

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

1. To manufacture assemble, fabricate, produce, repair, use, buy, sell, hire, import, export, install, consult, deal in for consideration or otherwise in India or abroad all types of instruments such as Electronic, Electrical, Medical, Laborator, Test and Measuring, Scientific, Process Control, Computers and Computer Peripherals : Nautical, Aeronautical, Survey, Optical Photographic, Chemical, Engineering, Surgical, Agriculture, Defence & Educational, Instruments equipments, apparatus, appliances, devices, contrivances, components and their accessories individually and complete systems.
2. To carry on the business of developing, maintaining and operating the construction and development of housing projects, road, highway project, bridge, express ways, fly-overs, bus and truck terminals, subways, port, inland waterways and inland ports, irrigation project, solid waste management system, and to develop, maintain, and operate Special Economic Zones (SEZ) or other Export Promotion Parks (EPP), Software Technology Parks (STP), Electronic Hardware Parks, Bio-Technology Parks and other industrial parks, rail system, mass rapid transit system, light rain transit system, either individually or as joint venture with any company/firm/individual/consultant whether local or foreign and to do concept planning, detailed master planning, detailed design and engineering and all such activities that together provide the basis for the implementation of the project and any other public facility of similar nature.

* Altered vide Special Resolution passed through Postal Ballot by the members of the Company on 14th January, 2025.

3. To buy, purchase, lease, take on lease, exchange or otherwise, land, buildings and hereditaments of any tenure of any description situated at any place in India or elsewhere for residential or business or other purpose and any right over or connected with land so situated and to turn the same to account as may seem expedient and in particular in preparing buildings sites and by constructing, reconstructing, decorating, improving, altering, furnishing and maintaining offices, houses, resorts, residential schools, hospitals, cinema theatres, opera houses, auditorium, warehouses, shops, wharves, buildings, works and conveniences of all kinds and by consolidating or connecting or subdividing properties and by leasing and disposing of the same and to demolish old buildings and re-construction thereof.

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

1. To enter into any partnership or into any arrangement with any person or firm or Company whose objects are similar to the objects of this company.
2. To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation carrying on any business which this Company is authorized to carry on, or possessed of any property or rights suitable for the purposes of the Company.
3. To carry on the business of engineers, such as Electrical and Electronic Engineers, Consultants, Installation and Project Engineers, and Contractors and Dealers in all types of instruments, e.g., process control, electrical and electronic, medical surgical, and scientific instruments, process control systems, apparatus, devices, contrivances and their accessories and components.
4. To carry on business as mechanical engineers, ferrous, non-ferrous, founders, metal workers, tool makers.
5. To devise, work out, prepare and provide ways and means and plans and to obtain, purchase, sell and make available or provide technical assistance and know-how and opinion to industrial concerns and establishments.
6. To undertake and carryout scientific, industrial, commercial economic, statistical and technical surveys and investigators and to draw up, prepare reports, publish technical journals surveys for purpose of providing the same to industries and industrial and commercial concerns, establishments and Government and semi-Government authorities.

7. To undertake, for consideration or otherwise, on behalf of any client, work of examining, inspecting and carrying out tests on any products and issue certificates in respect of such products.
8. To manufacture, import, export, buy, sell, let on hire exchange, alter, improve, manipulate, repair, market and/or otherwise deal in or distribute all kinds of plants, machinery and machine parts, tools, apparatus, utensils, chemicals, raw materials and other substances.
9. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, experimental stations, workshops and libraries for scientific, technical, industrial, commercial research and experiments and to undertake and carry on all scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lecturer, exhibitions and conferences and by providing the remuneration for scientific or technical professors or teachers and by providing for award of scholarships, prizes and grants to the students, independent research workers and inventors or otherwise and generally to encourage, promote and invention of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
10. To take part in the formation, of the business or operations of any company or undertaking having objects altogether or in part similar to those of the Company and for that purpose to appoint and remunerate any Directors, Accountants or other experts or agents and to investigate and examine into condition, prospects, value, character and circumstances of the concerns and undertakings and generally of any assets property or rights.
11. To aid, pecuniarily or otherwise, any association, body or movement having for an object, solution, settlement or surmounting of industrial or labour problems or troubles or promotion of industry or trade.
12. To subscribe for, purchase or otherwise acquire and hold, sell, dispose of and deal in shares, stocks, debentures, debenture stocks, or securities of any authority, supreme, municipal, local or otherwise.
13. To act as Share registers of Public Limited Companies on such remuneration, terms and conditions as may be agreed upon from time to time between the Company and such Public Company.
14. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions objects or purposes or of any exhibition.

15. To provide for the welfare of directors, ex-directors employees or ex-employees of the company and the wives, widows, families or dependants of such persons any building or contributing to the building or bungalows, houses, dwellings or chawls or by grants or money, pensions, allowances, gratuities, bonus, or other payment or by creating and from time to time subscribing or contributing or to provident and other funds, institutions and trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and other attendance and assistance as the company shall think fit.
16. To establish and maintain or procure the establishment and maintenance of any contributory, or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the company, or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or fund calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid & to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
17. To enter into partnership or into any arrangement for sharing of profits, union of interest, reciprocal concession or co-operation with any person, partnership or company and to promote, constitute, from all the purposes of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly, the objects thereof or for any other purposes which this company may think expedient. As also to pay for any property, rights or privileges acquired by this Company either in shares of the Company or partly in shares and partly in cash or otherwise and to give shares or stock of this company in exchange for shares or stock of any other company.
18. To acquire by concession, grant, purchase amalgamation, barter, lease, licenses, or otherwise, either absolutely or conditionally and either solely or jointly with others, any tract or tracts of country, lands houses, farms quarries, water rights, way leaves and other works, privileges, rights and hereditaments and machinery, plant, utensils, trademarks and other movable and immovable property of any description whatsoever any place or places in India or any foreign country and together with such rights as may be agreed upon and granted by Government of the Rulers or owners thereof and to spend such sums of money as may be deemed requisite and advisable in the exploration, survey, cultivation and development thereof.

19. To develop the resources of and turn to account any lands and any rights over to or connect with land belonging to or in which the Company is interested in particular by clearing, draining, fencing, irrigating, grazing and promoting irrigation and establishment of colonies and settlements
20. To carry on any other business (Whether Industrial, agricultural, trading, manufacturing or otherwise) anywhere in the world, which may seem to the company capable of being conveniently carried on in connection with any of the business or the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights and also to acquire, promote, and foster, subsidise or acquire interests in any industry or undertaking.
21. To Purchase, take on lease or in exchange or otherwise acquire either absolutely or by lease, license, concession, grant or otherwise howsoever and for any interest or estate, any lands, mines, mineral rights, easements, rights and privileges and to search for ores and minerals and mines and grant licenses for mining in or over many lands which may be acquired by the Company and to lease out any such lands for building or agricultural use and to sell, exchange, let or otherwise dispose of the lands, mines or other property of the Company, movable or immovable.
22. To search for and to purchase or otherwise acquire from any Government or State or Authority, any licenses, concessions, grants, decrees, rights, power and privileges whatsoever which may seem to the Company capable of being turned to account and in particular any water rights or concessions either for the purpose of obtaining motive power or otherwise and to work, develop, carryout, exercise and turn to account the same.
23. To sell or let out on hire all or any of the property of the Company, whether movable or immovable, including all and every description of apparatus or appliances, and to hold, use cultivate, work, manage, improve, carry on and develop the undertaking land and immovable and movable properties and assets of any kind of the Company or any part thereof.
24. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights (brevets d'inventions), licenses, protections, concessions, and Registered Trademarks which may appear likely to be advantageous or useful to the Company and to use and turn to account and manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.

25. To take interest in promote and undertake the formation and establishment of such institutions, business or companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interests of the Company and for that purpose to appoint and remunerate any Directors Accountants or other experts or agents to investigate and examine into the condition, prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights.
26. To amalgamate with any company or companies having objects altogether or in part similar to those of the company.
27. To pay for any properties, rights or privileges acquired by the company either in shares of the company of partly in shares and partly in cash or otherwise.
28. To work, construct, and maintain buildings, works and conveniences of all kinds suitable for any of the purposes of the Company.
29. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, acquire or hire and deal in all kind of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
30. To give guarantee in relation to the payment of any debenture, debenture-stock, bonds, obligations, or securities and to guarantee the payment of interest thereon or of dividends on any stock or shares of any company.
31. To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based specifically appropriated for the purpose of any such trust and to settle and regulate and if through fit, to undertake and execute any such trusts, and to issue, dispose of or hold any such preferred, deferred or other special stocks or securities.
32. To borrow or raise or secure the payment of money, or to receive money on deposits at interest from time to time for any of the purposes of the company by promissory notes or by taking credits from financial institutions or by opening current accounts with any person, firm, bank or bankers and whether with or without giving any security of goods or other articles, or by mortgaging, hypothecating, creating charge, or selling, or receiving advances on the sale of any lands, buildings, machinery goods or other property of the company or any part or by such other means as the company may in its absolute discretion deem expedient, and in particular by the issue of debentures, or debenture-stocks. Perpetual or otherwise charged upon all or any of the company's property and assets, (both present and future) including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely

or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.

33. To take all necessary or proper steps in any legislature (Central or Provincial or State) or with the authorities, Government, Local Municipal or otherwise of any place in which the company may have interests, and to carry on any negotiations and operations for the purpose of directly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interest of its members and to oppose any steps taken by any person or company, which may be considered likely directly or indirectly to prejudice the interests of the company or its members.
34. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company, and to remunerate any person or firm or Company for services rendered or to be rendered in introducing any property or business to the company or in or about the formation or promotion of the Company or for any other reason which the Company may think proper.
35. To enter into an agreement for consideration with any industrial or manufacturing concern for the purpose of introducing and working scientific statistical quality control methods in such concern and also for the purpose of getting the products of that concern properly inspected for ensuring the required standard of quality of the products on behalf of the concern.
36. To enter into an agreement with any Government or authority, Municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority, any rights, privileges and concessions which the Company may think fit desirable to obtain and to carry out, execute and comply with any such arrangements, rights, privileges and concessions.
37. To draw, make, accept, endorse, discount, execute, issue and negotiate, deal with promissory notes, hundies, bills of exchange, bills of lading, railway receipts, warrants & other negotiable or transferable instruments of every description.
38. To accumulate funds, and to lend, invest, or otherwise employ moneys belonging to or entrusted to the company, upon any shares, securities or investments, upon such terms as may be thought proper, and from time to time vary such transactions in such manner as the Company may think fit.
39. (a) To invest and to deal with the surplus moneys of the Company in any investments, movable or immovable, in such manner as may from time to time seem expedient.

- (b) To lend money and to make advances, to make deposits with such persons, firms, companies and on such terms as may seem expedient and to particular to or with customers and other having dealings with the company and in guarantee the performance of contracts by any persons, firms or companies.
40. To sell and in other manner deal with or dispose of the undertaking of the Company or any part thereof for such consideration and generally upon such terms and conditions as the Company may think fit and in particular for shares, debentures and other securities of any other Company having objects altogether or in part similar to those of the Company.
 41. To promote any company for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purpose that may seem directly or indirectly calculated to benefit this company.
 42. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, rehabilitating, improving, extending or maintaining any of the property of the Company or for redemption of debentures, or redeemable preference shares, or for any other purpose whatsoever, conducive to the interest of the company.
 43. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part or the world and as principals, agents, contractors, trustees, agents or otherwise and either alone or in conjunction, with others.
 44. To sell, improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with or dispose off all or any part of the property rights and concessions of the company for such consideration as the Company thinks fit.
 45. To distribute among the Members of the Company in kind any property of the Company, and in particular and shares, debentures, or securities of other companies belonging to this Company or of which this company may have the power of disposing.
 46. To establish, maintain, conduct, provide, procure, or make available services of every kind including organization methods, systems and procedures, control system, information system, cost control, personnel, selection, project planning, budgetary control, establishment of systems of mechanical accounting, interpretation of financial statements, industrial business, legal, management, secretarial, computers, specialised technical and non-technical expertise advice, medical services, telex, telephone, telegram, wireless message, transmission service, estate, land-lord, power generation, road, gutter, canteen, hotel, common estate management, etc., staff- quarters, construction, expenses, contractors, engineers, registrars, issue and invest, investment,

brokers, suppliers, estate, freight insurance-brokers, catering contractors commercial, statistical, accountancy, social or other services and take such steps as may be necessary for the purpose.

- 4th The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5th The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 5/- (Rupees Five only) each.

The Company has power from time to time to increase or reduce the capital and to issue any shares in the original or new capital as equity, or preferred and to attach to any clause or clauses of such shares any preference rights, privileges, or properties in payment of dividend subject to the same to any restrictions, limitations or conditions and to vary the regulations of the company as far as necessary to apportion the right to participate in profits in any manner.

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

Sl No.	Names, addresses, Descriptions and occupations of Subscribers	Number of Shares taken by each Subscriber	Signature of the Subscribers	Names, Addresses and descriptions and occupations of Witnesses
1.	H NANDI S/o G M Nandi 13, 10 th Cross Jayamahar Extension, BANGALORE 560 046 BUSINESS	10 (Ten Equity Shares)	Sd/-	Sd/- M S RAJAGOPAL S/o Late M R Srinivasa Iyengar No.61, 2 nd Cross Gandhinagar BANGALORE 560 009 CHARTERED ACCOUNTANT
2.	N K RAJASEKAR S/o Late N Kannan 88/1, Coles Road Fraser Town BANGALORE 560 005 ENGINEER	10 (Ten Equity Shares)	Sd/-	
	Total No. of Equity shares taken	20 (Twenty)		

Dated at Bangalore on 4th February 1984.

(Incorporated under the Companies Act, 1956 as amended under the Companies Act, 2013)
(Public Company Limited by Shares)

*ARTICLES OF ASSOCIATION

OF

UMIYA BUILDCON LIMITED

(Formerly known as MRO-TEK REALTY LIMITED)

PRELIMINARY

In these Articles :

"The Act" and reference to any Section or provision thereof respectively means and includes the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and reference to the Section or provisions of the Act or such statutory modification.

"Affiliate" in respect of any Company, means any legal entity which, controls or is controlled by that Company, or is controlled by the same individual or entity which controls that Company. For the purposes of this definition, any entity is controlled by another entity or individual where that entity or individual owns, directly or indirectly, more than fifty percent of the shares entitled to a vote at general meetings of shareholders or has the power to cause the election of a majority of the Board of Directors of the first entity.

"Article" or "these Articles" means the Articles set out herein.

"Auditors" means and includes those persons appointed as such for the time being by the Company.

"Board" or "Board of Directors" means the Board of Directors and the Directors collectively or a meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at the Board or the Directors of the Company collectively.

"Capital" means the share capital for the time being raised or authorised to be raised for the purpose of the Company.

"Chairman" means the Chairman of the General Meetings and Board as referred to, in these Articles.

"the Company" or "the Corporation" means " UMIYA BUILDCON LIMITED".

* Altered vide Special Resolution passed through Postal Ballot by the members of the Company on 14th January, 2025.

"Director" means a Director appointed to the Board of the Company.

"Managing Director" means the Managing Director or Managing Directors of the Company for the time being.

"Dividend" includes any interim dividend.

"General Meeting" means the Annual General Meeting and Extraordinary General Meeting of the Company, as the case may be, as defined by the relevant provisions of the Act.

"Member" means a duly registered holder of Shares from time to time and includes the subscribers to the memorandum of the Company and beneficial owners as defined in the Depositories Act, 1996.

"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto respectively under the Act.

"Month" means Calendar Month.

"Office" means the registered office for the time being of the Company.

"Paid up" includes credited as paid-up.

"Person" includes corporations as well as individuals.

"Proxy" includes Attorney duly constituted under a Power of Attorney.

"The Registrar" means the Registrar of Companies of the state in which the registered office of the Company is situated for the time being.

The word "Debenture" includes Debenture-Stock.

"Seal" means the common seal for the time being of the Company.

"Shareholder" means any person(s) who is a holder of any class of Shares.

"Shares" and "Shares in the Company" mean all classes of shares in the Capital of the Company or any class thereof, as the case may be and includes any and all the rights conferred on a person by the ownership of such shares.

"Year" means the calendar year, and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

"In writing" and "written" include printing or lithography or any other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these Articles of Association shall bear the same meaning as in the Act, or any statutory modification thereof in force on the date on which these Articles become binding on the Company.

1. APPLICATION OF TABLE 'F'

For the matters not provided herein, the provisions contained in Table 'F' shall apply to the Company.

2. PUBLIC COMPANY

The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013, with a minimum Paid up Capital of Rupees Five lakhs or such higher paid up capital as may be prescribed and accordingly :

- (i) Does not restrict the right to transfer its shares;
- (ii) Does not limit the number of its members to be two hundred :

Provided further that-

- (A) persons who are in the employment of the company; and
- (B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and
- (iii) Does not prohibit any invitation to the public to subscribe for any securities of the Company;

3. SHARE CAPITAL

- (1) The Authorised Share Capital of the Company shall be such amount as stated in the Company's Memorandum from time to time, with such rights, privileges and conditions attaching thereto as may be determined by the Company in General Meeting, and if no direction be given, as the Directors may determine.

- (2) The Shares of the Company shall be under the Control of the Board, subject to the provisions of the Act and Articles contained herein. The Board may issue, allot, or otherwise dispose off Shares in such manner as it may deem proper.

4. TRANSFER OF SHARES

- (1) The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. Nothing contained in these Articles shall apply to transfer of securities held in Depository.

5. TRANSMISSION OF SHARES

- (1) On the death of sole member, his nominee(s), if any, shall be the only person(s) recognised by the Company as having any title to his interest in the shares to the exclusion of succession laws applicable to the deceased member.
- (2) Every member shall deliver to the Company a nomination in accordance with and subject to the Rules made by the Board.
- (3) In case, the nomination is not made as provided above, it shall be deemed that a nomination has been made by the deceased member himself, in the following order of precedence :
 - a. a spouse, if any;
 - b. child or children, if any, jointly;

EXPLANATION : This includes both unmarried and married children of both sexes.

6. NOMINATION

Equity holders of Shares/Debentures may nominate a person to whom its Shares in, or the debentures of the Company, shall vest, in accordance with the provisions contained in Companies Act, 2013.

7. SHARES IN ELECTRONIC FORM

(A)
Definition:

'Depository' shall mean a Depository as defined under clause (e) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Shareholder' or 'Member' means the duly registered holder of the shares from time to time and includes the subscribers to the Memorandum of Association of the Company and the beneficial owner(s) as defined in clause (a) of sub section (1) of section 2 of the Depositories Act, 1996.

'SEBI Board' means the Securities and Exchange Board of India;

'Bye-laws' means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996 :

'Depositories Act' means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force :

'Record' includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the Regulations :

'Regulations' means the regulations made by the SEBI Board;

'Security' means shares, debentures and such other security as may be specified by the SEBI Board from time to time.

(B) Dematerialisation of securities

Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialize its securities in a dematerialised form, pursuant to the Depositories Act and the rules framed there under.

5(e) 'The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the shares of the Company which are dematerialised in future or issued in future in dematerialised form'.

5(f) 'The Company shall be entitled to dematerialize its existing shares, rematerialise its shares held in the Depositories and/or to offer its fresh shares, debentures and other securities, in a in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.'

(C) Option to receive security certificates or hold securities with Depository

(1) Every person subscribing to the securities offered by the Company shall have the option to receive the security certificates or hold securities with a depository.

- (2) Where a person opts to hold a security with a Depository, the company shall intimate such depository the details of allotment of the security, and on receipt of such information the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(D) Securities in depositories to be in fungible form

- (1) All securities held by a Depository shall be dematerialised and shall be in fungible form.
- (2) Nothing contained in Section 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.
- (3) In case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply".

(E) Rights of Depositors and Beneficial Owners

- (1) Notwithstanding anything to the contrary contained in the Articles or in any other law for the time being in force, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of a beneficial owner.
- (2) Save as otherwise provided in clause (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it.
- (3) Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the Depository shall be deemed to be the member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his securities held by a Depository.
- (4) Nothing contained in the foregoing Article shall apply to transfer of security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of Depository.

(F) Depository to furnish information

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owners at such intervals and in such manner as may be specified by the bye-laws and the Company in this behalf.

(G) Option to opt out in respect of any such security

- (1) If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly.
- (2) The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company.
- (3) The Company shall, within (30) days of the receipt of intimation from a Depository and 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.

(H) Section 56 of the Act not to apply

Notwithstanding anything to the contrary contained in the Articles :

- (1) Nothing contained in Section 56 of the Act shall apply to a transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository.

(I) Registers and Index of beneficial owners

- (1) The Register and index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be the Register and index of members for the purposes of the Act and these Articles.
- (2) Except as ordered by a court of competent jurisdiction or by Law required, the Company shall be entitled to treat the person whose name appears on the Register of members as the holder of any share or whose name appears as the beneficial owner of 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 and equitable contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.
- (3) The Company shall keep a Register and index of Members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in material and dematerialised forms in any media as may be permitted by Law including in any form of electronic media. The Company shall be entitled to keep in any State or Country outside India, a branch Register of members resident in that State or Country.

- (4) The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered on the Register of Members in respect thereof.

8. DIVIDEND

DIVISION OF PROFITS

- 8.1. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid-up on the shares held by them respectively.

THE COMPANY IN GENERAL MEETING MAY DECLARE A DIVIDEND

- 8.2. The Company in General Meeting may declare dividends to be paid to members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

8.3. DIVIDENDS TO BE PAID OUT OF PROFITS/ RESERVES

No dividend shall be declared or paid for the financial year except- out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Companies Act, 2013 and remaining undistributed, or out of both.

- i) If the Company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;
- ii) If the company has incurred any loss in any previous financial year or years, the amounts of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both case after providing for depreciation in accordance with the provisions of Section 123 of the Act or against both.

- iii) In the event of adequacy or absence of profits in any year, the Company may declare dividend out of surplus subject to the fulfillment of the conditions as per the Rule 3 of the Companies (Declaration and Payment of Dividend) Rules 2014.

INTERIM DIVIDEND

- 8.4. The Board may subject to provisions of the Act, from time to time, pay to the members, such interim dividend as in its judgement the position of the Company justifies.

CAPITAL PAID UP IN ADVANCE AT INTEREST NOT TO EARN DIVIDEND

- 8.5. Where capital is paid in advance of call, such capital may carry interest but shall not in respect thereof confer a right to dividend or participate in profits or voting rights.

DIVIDEND IN PROPORTION TO AMOUNT PAID-UP

- 8.6. 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 accordingly.

RETENTION OF DIVIDENDS UNTIL COMPLETION OF TRANSFER

- 8.7. The Board may retain the dividends payable upon shares in respect of which any person is entitled to transfer, until such person shall become a member, in respect of such shares or shall duly transfer the same.

DIVIDEND ETC., TO JOINT HOLDERS

- 8.8. Any one of several persons who are registered as the Joint-Holders of any share may give effectual receipts for all dividends or bonus or other moneys payable in respect of such shares.

NO MEMBER TO RECEIVE DIVIDEND WHILE INDEBTED TO THE COMPANY AND COMPANY'S RIGHT OF REIMBURSEMENT THEREOF

- 8.9. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares, or otherwise, however, either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any member all sums of the money so due from him to the Company.

TRANSFER OF SHARES MUST BE REGISTERED

- 8.10. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

DIVIDEND HOW REMITTED

- 8.11. Unless otherwise directed, any dividend may be paid by Cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in Register in respect of the joint holders. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission; or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

UNCLAIMED DIVIDEND

- 8.12. Any amount remains unpaid in the Dividend Account as mentioned in the Article '8.14 and 8.15' below, may be treated in the manner prescribed under the Act.

NO INTEREST ON DIVIDENDS

- 8.13. No unpaid dividend shall bear interest as against the Company.

TRANSFER TO SPECIAL BANK ACCOUNT

- 8.14. The Company after having declared the dividend must transfer the unpaid or unclaimed dividend, if any, to special account in a scheduled Bank to be named suitably to represent the "Unpaid Dividend Account of "UMIYA BUILDCON LIMITED A/C" within 7 days after the expiry of 30 days commencing from the date of declaration of dividend.

TRANSFER TO GENERAL REVENUE ACCOUNT

- 8.15. If any dividend remains unpaid or unclaimed for a period of seven years after the amount is transferred to the special bank Account, the amount remaining in the special bank Account will have to be transferred to the General Revenue Account of the Central Government, containing the details of the share-holders who have not been paid the dividend and the amount of dividend unclaimed.

DIVIDEND AND CALL TOGETHER

- 8.16 Any General Meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting fixes, but so that call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged, between the company and the member, be set off against the calls.

9. CAPITALIZATION OF RESERVE

- (1) 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 the distribution in the manner specified in Section (2) amongst the members who have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Section (3), 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 proportion aforesaid or
 - c. Partly in the way specified in sub Section (a) and partly in that specified in sub Section
- (3) A share premium account and a capital redemption reserve account may for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the company in pursuance of this article.

10. NUMBER OF DIRECTORS

There shall be a minimum of 3 and maximum of 15 Directors including all kinds of Directors but excluding nominee Directors of the financial institutions.

11. APPOINTMENT AND TENURE OF DIRECTORS

- (1) The subscribers to the Memorandum and Articles of Association shall be the First Directors of the Company :
 1. Shri N. K. RAJASHEKHAR
 2. Shri S. NARAYANAN
 3. Shri H. NANDI
 4. Shri UPAL KUMARNANDI

- (2) The Directors shall cease to be Directors in case of death, resignation or removal as per the Act or disqualification or withdrawal of nomination by the nominating authority.
- (3) The Board may appoint additional Directors in accordance with the provisions of Section 161 (1) of the Companies Act, 2013 for the benefit of the Company in general, and in particular, when there is no quorum at the Board Meeting, and such meeting has to be conducted without adjournment.
- (4) The Board may appoint Alternate Directors as and when required subject to the provisions of Section 161 (2) of the Companies Act, 2013.
- (5) Nominee Director
 - (a) Notwithstanding anything contained in sub-article (1) and (2) hereof, financial institutions or banks who have granted long term loans to the Company may appoint Nominee Directors, during the period of their loans remaining unpaid, subject to the provisions of Section 25 of the Industrial Finance Corporation Act, 1948 and Section 27 of the Finance Corporation Act, 1951, as the case may be, or such agreement or arrangement, as has been mutually agreed upon.
 - (b) The Nominee Directors so appointed shall not retire by rotation.
 - (c) The Nominee Directors shall have the same rights and privileges in respect of voting rights at the Board Meetings, payment of sitting fee and reimbursement of travelling expenses in the same manner as admissible to other directors.

12. QUALIFICATION OF DIRECTORS

No Director shall be required to hold qualification shares.

13. SITTING FEE & COMMISSION

- (1) The Company may pay sitting fees to any Director for attending the Board, Committee or General Meetings of the Company as may be decided by the Board of Directors from time to time. Subject to the requisite approvals, the Directors may be paid commission on profits also.
- (2) The Directors may however be paid all travelling, hotel and other expenses properly incurred by them :
 - a. In attending and returning from meetings of the Board or any committee thereof or General Meeting of the Company; or

b. In connection with the activities of the Company.

14. APPOINTMENT OF MANAGING/WHOLE TIME DIRECTOR

- (1) The Board may appoint one or more of its body to the office of the Managing Director or Whole Time Director by whatsoever designation on such terms and conditions, including remuneration and privileges, as may be thought proper.
- (2) The Board may vest in such appointee(s) such powers and discretion as may be deemed necessary and expedient.
- (3) Notwithstanding anything contained herein, the Board shall have power to revoke such appointments before expiry of their tenure in the best interest of the Company and such revocation shall not be deemed to be removal within the meaning of Section 169 of the Act.

15. POWERS OF THE BOARD

Without prejudice to the general powers conferred on the Board by the Act and the Articles of Association of the Company, the Board shall have the following powers :

- (a) to borrow, with or without security, from any source, without any restrictions as to ceiling, however, subject to the provisions of the Act;
- (b) to make loans or lend money to anyone with security and interest as may be deemed appropriate to achieve the objectives of the Company;
- (c) to invest the funds of the Company in any manner as may be deemed appropriate to achieve the objectives of the Company;
- (d) to give guarantee or provide any security for any amount, with or without consideration;
- (e) to draw, make, accept, negotiate, endorse, discount, assign, execute, issue, buy or sell, promissory notes, bills of exchange, bills of lading and other negotiable instruments;
- (f) to make donations in any form, statutorily required or otherwise for the purpose of contribution to :
 - (1) financial health of the Company; or
 - (2) welfare of the members and the employees of the Company (and their families) present or past;

- (g) to remit or give time for the payment, any debt due by a Director, customer or buyer or an employee;
- (h) to write off any bad debts;
- (i) to pay preliminary expenses, including those of any Company promoted by the Company;
- (j) to adopt, execute any or all the pre-incorporation contracts;
- (k) to delegate any or all the powers contained herein to any functional Directors, with an authority for further sub-delegation;
- (l) to purchase any property movable or immovable in India,
- (m) to appoint an attorney(ies) of the Company, with such powers, authorities and discretions(not exceeding those vested in or exercisable by the Board) as may be deemed proper and to revoke such appointments;
- (n) to frame rules where required by the provisions of these Articles; and
- (o) Generally to do all deeds and things as the expedience of the business warrants.

16. POWERS OF THE CHAIRMAN

- (1) The Chairman shall preside over every Board Meeting and General Meeting.
- (2) In the event of equality of votes, the Chairman shall have a casting vote, in addition to his own vote as a Director or a member as the case may be.
- (3) The Chairman may adjourn Board Meeting or a General Meeting or a Meeting of any Committee, as he may deem proper, if and when;
 - (a) a quorum is not present within 15 minutes from the time appointed for holding the meeting;
 - (b) a poll is demanded;
 - (c) a member raises a point of order (strictly confined to incorrect procedure, irrelevancy and unparliamentarily language or transgressing the provisions of Articles of Association of the Company);
 - (d) the meeting is turned into a mock show.

- (4) The Chairman may at his discretion close a debate of motion by the member if he is satisfied that such debate serves no useful and constructive purpose.

17. AUTHORITY TO CALL BOARD MEETINGS

- (1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (2) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

18. MEETINGS

The Board and General Meetings of the Company can be convened through video conference as per the Act.

19. QUORUM

- (1) Five members present in person at the General Meeting shall be the quorum for such a meeting of the Company.
- (2) Two Directors or one third of the total number of Directors as on the date whichever is higher shall be the quorum for the meetings of the Board/Committee.
- (3) If at the adjourned General Meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting, the members present shall be a quorum.

20. PERIOD OF NOTICE FOR CALLING GENERAL MEETING

- (1) A written notice of not less than 21 (Twenty one) days shall, for every General Meeting, be given to the members to their addresses recorded in the Register of Members or through electronic mode. However the General Meeting may be convened by giving shorter notice with the consent of the Shareholders as per the provisions of the Act.
- (2) The period of notice, provided in the foregoing sub-article, shall include the day of posting and delivery of a notice and the day of holding the meeting, and the 48 hours time of postal transit.
- (3) A notice, in pursuance of sub-article (i) shall be required to be given for every adjourned meeting of the Company.

21. CONTENTS OF NOTICE AND PERSONS TO WHOM IT IS TO BE SERVED

- (1) Every notice of a General Meeting shall specify the place, the day, and the time of the meeting and the agenda of business to be transacted thereat.

- (2) Notice of every General Meeting shall be served on the members of the Company, who are entitled to vote thereat, and the Auditors of the Company, in case of the Annual General Meeting.

22. ACCOUNTS

- 1) 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 account and books of the Company or any of them shall be open to the inspection of members (not being Directors).
- 2) No member (not being a Director) shall have any rights of inspection any accounts or books of accounts of the Company except as conferred by the law or authorised by the Board or by the Company in General Meeting.

23. BUY BACK OF SHARES

The Company may purchase its own securities in accordance with the provisions contained in Sections 68 to 70 of the Act and the rules made there under in pursuance of the guidelines issued by the Central Government.

24. ISSUE OF SWEAT EQUITY SHARES

The Company may authorize the Board of Directors by a Special Resolution to issue Sweat equity shares in accordance with the provisions contained in the Act.

25. AUDIT

The Auditors of the Company shall be appointed as per the Act.

26. WINDING UP

If the Company shall be wound up and the assets available for distribution among the members as such shall Distribution of assets be insufficient to repay whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding-up on the shares held by them respectively, And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up, paid-up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of members registered in respect of shares issued upon special terms and conditions.

27. INDEMNITY

Every Officer, Manager, Director or Agent of the Company, be and is hereby indemnified out of the assets of the Company against any liability incurred by him in discharging his acts bonafide.

28. COMMON SEAL

The Common Seal of the Company shall be affixed to any instrument (if such affixing has been authorised by a resolution of the Board or of a Committee of the Board) in the presence of one Director or the Company Secretary of the Company or such other person duly authorised by the Board, if any, and such Director or the Secretary or the said authorised person shall sign every instrument to which the Common Seal of the Company is so affixed in his presence.

Sl No.	Names, addresses, Descriptions and occupations of Subscribers	Signature of the Subscribers	Names, Addresses and descriptions and occupations of Witnesses
1.	<p>H NANDI</p> <p>S/o G M Nandi</p> <p>13, 10th Cross</p> <p>Jayamahal Extension,</p> <p>BANGALORE 560 046</p> <p>BUSINESS</p>	Sd/-	<p>Sd/-</p> <p>M S RAJAGOPAL</p> <p>S/o Late M R Srinivasa Iyengar</p> <p>No.61, 2nd Cross</p> <p>Gandhinagar</p> <p>BANGALORE 560 009</p> <p>CHARTERED ACCOUNTANT</p>
2.	<p>N K RAJASEKAR</p> <p>S/o Late N Kannan</p> <p>88/1, Coles Road</p> <p>Fraser Town</p> <p>BANGALORE 560 005</p> <p>ENGINEER</p>	Sd/-	

Dated at Bangalore on 4th February 1984.