

UNDER THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TGV SRAAC LIMITED

(CIN : L20119AP1981PLC003077)

Certified True Copy

For TGV SRAAC LIMITED

V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

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

Corporate Identity Number: L24110AP1981PLC003077 / L20119AP1981PLC003077

SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The shareholders of M/s TGV SRAAC LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 26/09/2026 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

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

Given under my hand at ROC, CPC this TWENTY SEVENTH day of OCTOBER TWO THOUSAND TWENTY SIX

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

Digitally signed by
DS CENTRAL PROCESSING
CENTRE, MANESAR 1
Date: 2026.10.27 11:36:36 IST

Vadithya Naik

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

Central Processing Centre

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

TGV SRAAC LIMITED

Gondiparla Kurnool, Gondiparla, kurnool, kurnool- 518004, Andhra Pradesh, India

Certified True Copy

For TGV SRAAC LIMITED

V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary

सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

2nd Floor, CPWD Building Kendriya Sadan, Hyderabad, Telangana, India, 500195

Certificate of Incorporation pursuant to change of name

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

Corporate Identification Number (CIN): L24110AP1981PLC003077

I hereby certify that the name of the company has been changed from SREE RAYALASEEMA ALKALIES AND ALLIED CHEMICALS LTD to TGV SRAAC LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name SREE RAYALASEEMA ALKALIES AND ALLIED CHEMICALS LIMITED.

Given under my hand at Hyderabad this Fourteenth day of October two thousand seventeen.

DS MINISTRY OF CORPORATE AFFAIRS 24

RAMESH CHANDRA MISHRA

Registrar of Companies

RoC - Hyderabad

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

TGV SRAAC LIMITED

Gondiparla, Kurnool, kurnool, Andhra Pradesh, India, 518004

Certified True Copy

For TGV SRAAC LIMITED

V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary

Form I. R.

CERTIFICATE OF INCORPORATION

No. 3077 of 19 81-82

I hereby certify that SREE RAYALASEEMA ALKALIES AND ALLIED CHEMICALS LIMITED.

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

Given under my hand at HYDERABAD

this TWENTY FOURTH day of JUNE

One thousand nine hundred and EIGHTY ONE.

(3rd Asadha, 1903 Saka)

24/6/81

(V. S. RAJU)
Registrar of Companies,
[redacted].
ANDHRA PRADESH.

Certified True Copy

J.S.C.I.

For TGV SRAAC LIMITED

V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary

For Sree Rayalaseema Alkalies And Allied Chemicals Ltd.,

(V. RADHAKRISHNA MURTHY)
C.G.M. And Company Secretary

Co.No.3077

सत्यमेव जयते

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र

Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसरण में
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्द्वारा प्रमाणित करता हूँ कि.....

.....

.....

जो कम्पनी अधिनियम, 1956 के अधीन तारीख.....को निगमित की गई थी और जिसने आज विहित प्ररूप में सम्यक् रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149(1) (क) से लेकर (घ) तक/149(2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारंभ करने की हकदार है।

I hereby certify that the SREE RAYALASEEMA ALKALIES AND ALLIED CHEMICALS LIMITED.

.....

which was incorporated under the Companies Act, 1956, on the TWENTY FOURTH day of JUNE 1981, and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149(1) (a) to (d)/149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख.....को.....
में दिया गया।

Given under my hand at HYDERABAD
this EIGHTH day of JULY One thousand nine hundred and EIGHTY ONE.

(V.S.RAJU)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
ANDHRA PRADESH.

जे० एस० सी०-10
I. S. C-10.
प्रभासमुटेक—269-19 जनरल एडमिन/76-77—मासमुटेक—(सि-275)—29-7-76—7,000.
MGIPTC—269-19 Genl Admn/76-77—GIPTC—(C-275)—29-7-76—7,000.

Certified True Copy
For TGV SRAAC LIMITED
V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary

For Sree Rayalaseema Alkalies
And Allied Chemicals Ltd.,
(V. RADHAKRISHNA MURTHY)
C.G.M. And Company Secretary

UNDER THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

Memorandum of Association

of

TGV SRAAC LIMITED

I. The name of the Company is TGV SRAAC LIMITED.

II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.

III. The objects for which the Company is established are.

(A) The main objects to be pursued by the company on its incorporation are:

1. To Carry on the business of Manufacture of and dealers in Caustic Soda, Caustic Potash (KOH), Chlorine (Liquid/Gas), Potassium Carbonate, Calcium Hypochlorite, Sodium Hypochlorite, Bleach Liquor, Hydrochloric Acid, Hydrogen (Gas), Barium Sulphate, Calcium Sulphate and Other Substances used in the manufacture of which the above products in any form and to account, render marketable and deal in any of the associated and by-products of the manufacturing process which the Company may undertake.

2. To take on lease or otherwise acquire any lands, estates of any description and any rights in, or connected with the land to develop the resources of the Company, in particular by clearing, draining, fencing, planting, cultivating, building, improving, farming, irrigating, grazing, and by promoting immigration and the establishment of villages and settlements etc. **(*)**

(*) In the AGM held on 26/09/2026 shareholders has given approval for alteration of Memorandum of Association.

Certified True Copy

For TGV SRAAC LIMITED

V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary

3. To purchase, sell, import and export, or carry on the business of manufacture of all kinds of chemicals and compounds and preparation thereform, salt, crushed burnt lime, soda ash, mercury, graphite, and sulphuric acid.

4. To carry on the business of manufacturing, assembling, designing, constructing, servicing and dealing in plant and machinery required for the manufacture of Caustic Soda, Caustic Potash, Chlorine, Calcium Hypochlorite, Sodium Hypochlorite, Bleach Liquor, Hydrochloric Acid, Hydrogen, Calcium and Barium Sulphate and Power Plant equipments.

5. To carry on the business of rendering consultancy services in all branches and aspects of the manufacture convertion and sale of Caustic and other Chemicals of all description.

6. To carry on the business of manufacturing and marketing of Bulk Drugs and its formulations and rendering Consultancy services in all branches and aspects of manufacture, conversions and sale of bulk drugs and formulations of all description.

7. To carry on the business of manufacturing and marketing of paper, pulp, paper products, boards and other connected items of all descriptions and varieties.

8. To carry on the generation of Power, transmission and distribution of the same by conventional and non-conventional methods and generation, transmission and distribution of power and selling the power generated.

9. To carry on the business of manufacturing and dealing in all kinds of "edible" and "non-edible" Oils, their hydrogenation and their by-products like "Risinolic Acid, Methyl 12 Hydroxy Stearate, Dehydrated Castor Oil, 12 Hydroxy Stearic Acid, Glycerine, Stearic Acid, Hydrogenated Castor Oil, Glycerine (Crude and refined made chemically pure), Vegetable Fats and Oils and their fractions. Fatty Acids (Crude and Distilled), Castor Oil and its fractions, Di-sodium sulphate, Para Bisamide, Heptal Dehyde, undecylanic Acid, N-N-Bis Amide, Mineral Fiber and their associated and by-products of all varieties.

10. To carry on the manufacturing and dealing in Soaps both in liquid and solid forms, Bathing and Toilet Soaps and Detergents, Organic surface-active products and preparations for use as Soap, in Bars, Cakes, Moulded pieces, Paper Wadding, felt and non- ovens impregnated or Covered with Soap or detergent. The above include Perfumes, Cosmetics, Lotions, Hair Dressings, Tooth Pastes, Shampoos, Shaving Products, Washing, Cleaning and other Toilet Preparations. Soap includes Soap noodles in other forms thus, Bar, Block, Flakes, Chips, Powder, Tablets and Cakes and all associated Products of Soap of all varieties and Agarbathis.

11. To Carry on the manufacturing and dealing in Chloromethanes (Methyl Chloride, Methylene Chloride, Chloroform and Carbon Tetrachloride) and its associated products of all varieties.

12. To carry on the business as dealers, manufacturers, contractors and loan licence manufacturers, agents, distributors of Drugs and Pharmaceuticals of every description and application with indigenous and/or imported technology, pharmaceutical formulations like liquids, capsules, tablets, powders, mixtures, antibiotics enzymes and fluids of every description and other related products, all intermediates and by products of any of the above, surgical and health aids of varied nature like syringes, gloves, surgical & sanitary towels, napkins, Pharma based cosmetics.

13. To carry on business of contractors, Builders, Town planners, Infrastructure developers, Estate developers and Engineers land developers, Land Scapers, estate agents, immovable property dealers and to acquire, buy, purchase, sell, lease, exchange, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, hospitals, or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve, property of the Company or any other Immovable property in India or abroad. **(*)**

(*) In the AGM held on 26/09/2026 shareholders has given approval for alteration of Memorandum of Association.

Certified True Copy

For TGV SRAAC LIMITED

V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary

(B) The Objects incidental or ancillary to the attainment of the main objects are :

1. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or possessed o fproperty suitable for the purposes of this Company.

2. To enter into partnership or any other arrangements for sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person, firm or company carrying on or engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to, guarantee the contracts of, or otherwise assist any such person, firm or company, and to undertake or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

3. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

4. To acquire by purchase or otherwise, building, construction, sites maintain, develop, improve, enlarge, pull down, remove or replace, and to work, manage, and control any building, offices, works, factories, mills, shops, plant, machinery, roads, ways, railway sidings, reservoirs, water courses, electrical works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company and to join with any other person or company in doing any of these things.

5. To purchase plant, engines, machinery, tools and implements from time to time and to undertake the selling or disposing of the same.

6. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with any connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the businesses carried on by the Company.

7. To purchase and sell in India or elsewhere any material of any description on commission or otherwise, and to undertake or execute any work on commission or by contract or otherwise.

8. To employ or otherwise acquire technical experts, engineers, mechanics, foremen, and skilled and unskilled labour for any of the purposes or business of the Company.

9. To sell exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options, and other rights over and in any other manner, deal with or dispose of the whole or any part as maybe of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular, for stocks, shares, whether fully or partly paid-up, or securities of any other company.

10. To apply for, purchase or otherwise acquire any patents, brevets, "d" invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights of information so acquired.

11. To pay for any properties, rights or privileges acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.

12. To enter into arrangements with any Government or authorities, supreme, municipal, local, or otherwise, that may seem conductive 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 it desirable to obtain, and to carry out, exercise with any such arrangements, rights, privileges and concessions.

13. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.

14. To apply for tender, purchase or otherwise acquire contracts, sub-contracts, licences and concessions for all or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same and to sublet all or any contracts from time to time and upon such terms and considerations as may be thought expedient.

15. To pay for any business, property or rights acquired or agreed to be acquired by this Company and generally to satisfy any obligation of this Company, by the issue or transfer of shares of this Company, or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other securities of any other company.

16. To accept payment for any property or rights sold or otherwise disposed of or dealt with by this company, in either case, by instalments or otherwise, or in shares of any company with or without preferred rights in respect of dividends or payment of capital or otherwise, or in debenture or debenture-stock or other securities of any company or corporation, or by mortgage, or partly in one mode and partly in another and generally on such terms as the Company may determine, and to hold, deal with or dispose of any consideration so received.

17. To lend and advance money either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Directors may deem expedient.

18. To pay, satisfy or compromise any claims made against the Company, which may deem expedient to pay, satisfy or compromise.

19. To acquire from any person, firm or body corporate or un-incorporate, whether in India or elsewhere, technical, information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blueprints, useful for the design, erection and operation of plants required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.

20. To receive money on deposit with or without allowances of interest, to advance and lend moneys upon such securities or without securities therefor as may be thought proper and to invest such of the Company's money not immediately required, in such manner as may from time to time be determined by the Directors of the Company.

21. To engage in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

22. To establish, provide, maintain, conduct laboratories for purposes of research and development and to acquire all the necessary scientific and other equipment, or otherwise subsidise research and development in other laboratories, training colleges, schools and other institutions for the training, education and instruction of apprentices, trainees, students and others and to provide or arrange for the delivery of lectures, demonstrations, exhibitions or classes, meetings and conferences in connection therewith, and generally associate directly or indirectly with one or more bodies engaged in any of the activities mentioned in this clause.

23. To borrow and secure the payment of money in such manner and on such terms as the Directors may deem expedient and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or future, including its uncalled capital. The Company shall not, however, carry on business of banking within the meaning of Banking Regulation Act, 1941.

24. To invest any moneys of the Company not immediately required for the main business of the Company, in such investment (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.

25. To open an account or accounts with any person or company, or with any bank or bankers or shroffs and to pay into and withdraw moneys from such account or accounts whether they be in credit or otherwise.

26. To draw, make, accept endorse, discount, execute and issue, negotiable instruments including cheques, drafts, bills of exchange letters of credit, promissory notes and other negotiable and transferable mortgage instruments including bills of lading, challan orders, railway receipts, warrants like connected with the business of the Company.

27. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing or any of the shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company, or the conduct of its business.

28. To form, incorporate, or promote any company or companies, whether in India or elsewhere, having amongst its or other objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which, in the opinion of the Company, could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered obtaining subscription for or for placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any stock, shares, bonds, debentures, obligations or securities of any other company held or owned by the Company or in which the Company may have an interest in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or, formation of any other company in which the Company may have an interest.

29. To adopt such means for making known the business and or products of this Company or any company in which this Company is interested as its agent, representatives or in any other way, by advertisements in papers, periodicals magazines, through cine slides and films by issue of circulars, posters, Calenders showcards, playing cards, hoardings, by radio programmes, exhibiting, by publication of books, periodicals and by granting prizes, rewards and donations.

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

31. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise vest any real or personal, property, rights or interest acquired or belonging to the Company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.

32. To establish and support funds institutions calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions, allowances.

33. To provide for the welfare of the directors, officers, employees, and ex-directors, ex-officers and ex-employees, of the Company and the wives, widows and families of the dependents or connections of such persons, by building or contributing to the building of houses, dwellings, or chawls, or by grants of money, pensions, allowances, bonus, or other payments, or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe contribute or otherwise to assist or to guarantee money to charitable benevolent religious, scientific, national, public or other institution and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation of public and general utility or otherwise, subject to the provisions of the Companies Act, 1956 or incur directly for Rural Development programmes that are in consance with Sec.35 CC of the Income Tax Act, 1961 and improvement of such things that improve environment in the area.

34. To train or pay for the training in India or abroad of any apprentice, technical or professional hand, skilled or unskilled labour or any other person, either in the present or likely to be in employment of, or engaged or likely to be engaged in rendering any service to the Company, its customers or associates, which training in the opinion of the Company is likely to benefit the Company in its day to-day working knowledge, management, administration, including research either in the field or in the laboratories.

35. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities supreme, national, local, municipal, or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purposes of directly or indirectly carrying out on any negotiations or operations for the purposes of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to obtain from any such Government authority or any company and charters, contracts, decrees, rights grants, loans, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.

36. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities or any other company having objects altogether or in part similar to those of this Company.

37. To create any depreciation fund, reserve fund, or any other special fund whether for repairing, improving, extending or maintaining any property of the Company or for any other purpose conductive to the interest of the Company.

38. To procure the registration or other recognition of this Company in any Country, State or place and to establish and regulate agencies for the purpose of the Company's business.

39. To apply or join in applying to and obtaining from any Parliament or Legislative authority, or Government, or any supreme, public, local municipal or other authority or body or with any landholders or other persons, for any Acts of Parliament, or other Acts of Legislature, Laws, Decrees, concessions, orders, rights or privileges or authorities that may seem conductive to the Company's objects or any of them as may seem expedient, to obtain any provisional order or Act of Parliament for enabling the Company to carry any of its objects into effect and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interests of the Company or its members and to promote and lawfully to assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company.

40. To distribute any of the property of the Company amongst members in specie or in kind in the event of winding up, subject to the provisions of the Act.

41. To establish such competitions as may be lawful for any of the Company's business, and to offer and grant prizes, awards and premiums on such terms as may seem expedient, which would further the interests of the Company directly or indirectly.

42. Subject to the provisions of the Act, to place to reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company and moneys arising from the sale by the Company of forfeited shares.

43. To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others and either by or through agents, subcontractors, trustees or otherwise.

44. To do all such other things as are incidental or conducive in the opinion of the Board of Directors to the above objects or any of them.

45. To enter into business of financial services, leasing, hire purchasing of all types and as investment Company.

46. To take over units, dealing in any of the items mentioned above in this objects Clause of Memorandum of Association.

47. To carry on the work connected with Research & Development of the items mentioned above.

(C) OTHER OBJECTS:

1. To deal in, manipulate, convert, process, and turn to account chemicals and other kind of description.

2. To carry on all or any business of chemicals, structural construction, industrial and production engineers and to produce, manufacture, sell and in all ways to deal in all things related thereto.

3. To act trustees for the holders of, or otherwise in relation, to any debentures, bonds or debentures stocks issue or to be issued by any Company and to become and to undertake the office of promoters, executors, receivers, or agents of any person, firm, company or corporation.

IV. The Liability of the members of the Company is limited.

V. The Authorised Share Capital of the Company is Rs.130,00,00,000 (Rupees One Hundred and Thirty Crores only) comprising of:

(*) Equity Share Capital of the Company is Rs.130,00,00,000 (Rupees One Hundred Thirty Crores only) divided into 13,00,00,000 (Thirteen Crores) Equity shares of Rs.10/- (Rupees Ten only) each.

with the power of the Company to increase or reduce the said Capital in accordance with the applicable provisions of the Companies Act, 1956 and to issue any part of its Capital, original or issued with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether expressed to be preference or otherwise, shall be subject to the power, herein before contained by the regulations of the Company.

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

Sl.No.	Names, Description, Occupation and address of subscribers with their Signatures	No. of Equity Shares taken by each Subscriber	Signature, Names, Address, occupation and description of witness
1.	Tumbalam Gooty Vasanta Gupta S/o.T.G.Krishna Moorthy, Gosha Hospital Road, ADONI Sd/- (T.G. Vasanta Gupta)	11 (Eleven)	Merchant,
2.	Vitta Kristappa, S/o.V.D.Hanumantappa Merchant, Alur Road, ADONI Sd/- (Vitta Kristappa)	11 (Eleven)	
3.	Tumbalam Gooty Krishna Murthy, S/o.Lakshmayya Setty, Merchant, Gosha Hospital Road, ADONI Sd/- (T.G. Krishna Murthy)	11 (Eleven)	
4.	Tumbalam Gooty Venkatesh S/o.T.G.Gopal Setty Merchant, Ward No.XV Door No. 167 ADONI Sd/- (T.G. Venkatesh)	11 (Eleven)	K.Sathyanna S/o.K.Eranna 25/822, Shroff Bazaar, ADONI Service Sd/- (K.Sathyanna)
5.	Vasantlal S.Jain S/o.Sakalchand, Merchant, Ward No.XIII/108, ADONI Sd/- (Vasantlal S. Jain)	11 (Eleven)	
6.	Prakash Chand Singal S/o.Shri Amritlal Gupta, Merchant, 5-5-89/34. Ranigunj, SECUNDERABAD - 500 003. Sd/- (Prakash Chand Singal)	11 (Eleven)	
7.	Ramanand Agarwal S/o. Prabhudayal Agarwal, Business, 5-5-57/15, Darusalam Dal Mill, HYDERABAD Sd/- (Ramanand Agarwal)	11 (Eleven)	
	Total No. of Shares taken	77	(Seventy Seven)

Dated the 18th day of June, 1981 at Hyderabad.

Certified True Copy

For TGV SRAAC LIMITED

V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary

UNDER THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

Articles of Association (*)

of

TGV SRAAC LIMITED

Preliminary

1. Application of Table F

The regulations contained in Table F of the first Schedule and the applicable provisions of Companies Act, 2013 as applicable to a Public Limited Company, shall apply to this Company save unless they are expressly or by implication excluded or modified by the following Articles.

INTERPRETATIONS

2. In these regulations —
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.

I. "**Act**" means the Companies Act, 1956 (to the extent that such enactment is in force) and the Companies Act, 2013 (to the extent notified).

II. **"Articles"** means Articles of Association of TGV SRAAC Limited (formerly Sree Rayalaseema Alkalies and Allied Chemicals Limited).

(*) Shareholders approval for replacement of Articles of Association (AOA) obtained in the AGM held on 28/09/2020 in pursuance to Companies Act, 2013.

Certified True Copy

For TGV SRAAC LIMITED

V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary

III. **"Annual General Meeting"** means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act and any adjourned holding thereof.

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

V. **"Beneficial Owner"** means a person whose name is recorded as such with a Depository.

VI. "**Board**" means the duly constituted Board of Directors of the Company.

VII. **"Capital"** means the Share capital for the time being raised or authorized to be raised, for the purpose of the Company.

VIII. "**Chairman**" means the Chairman of the Board of Directors of the Company.

IX. "**Company**" or "**this Company**" means **"TGV SRAAC LIMITED (formerly Sree Rayalaseema Alkalies and Allied Chemicals Limited)**".

X. **"Debenture"** includes Debenture-stock.

XI. **"Depositories Act"** means the Depositories Act, 2018, including any statutory modifications or re-enactment thereof for the time being inforce.

XII. **"Depository"** means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

XIII. "**Directors**" mean the Directors for the time being of the Company or as the case may be the Directors assembled at a Board Meeting.

XIV. **"Dividend"** includes bonus and interim dividend.

XV. **"Extraordinary General Meeting"** means an extraordinary general meeting of the Members duly called and convened and any adjourned holding thereof.

XVI. **"Key Managerial Personal"** means an individual as defined under Section 2(51) of the Act.

XVII. **"Manager"** means an individual as defined under Section 2(53) of the Act.

XVIII. **"Managing Director"** means an individual as defined under Section 2(54) of the Act.

XIX. **"Member"** means the duly registered holder, from time to time, of the shares of the Company and includes every person whose name is entered as a Beneficial Owner as defined in clause (a) of Sub-section (1) of Section 2 of the Depositories Act, 2018.

XX. **"Meeting" or "General Meeting"** means a meeting of Directors or Members or creditors as the case may be.

XXI. **"Non-retiring Director"** means a director not subject to retirement by rotation includes an Independent Director appointed pursuant to the provisions of Section 149(4) of the Act.

XXII. "**Office**" means the registered office of the Company.

XXIII. **"Paid up"** includes capital credited as paid up.

XXIV. **"Person"** means any natural person, firm, company, governmental authority, joint venture, partnership, association or any other entity (whether or not having a separate legal personality).

XXV. **"Register of Members"** means the Register of Members to be kept pursuant to Section 88 of the Act.

XXVI. **"The Registrar"** means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

XXVII. "**Record"** includes the records maintained in the form of books or stored in Computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act, 2018.

XXVIII. **"Regulations"** means the regulations made by the SEBI.

XXIX. **"Seal"** means the Common Seal for the time being of the Company.

XXX. **"Share"** means a share in the share capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.

XXXI. **"SEBI"** means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

XXXII. **"Security"** means such security as may be specified by the SEBI.

XXXIII. **"Ordinary Resolution" and "Special Resolution"** shall have the meanings assigned thereto by Section 114 of the Act.

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

OFFICE

3. The office of the Company shall be in the State of Andhra Pradesh or such other place as the Board may, subject to the provisions of the Act, from time to time, determine, and the business of the Company shall be carried on at such place or places as the Board may, from time to time determine.

SHARE CAPITAL

4. The Authorized Share Capital of the Company is Rs.130,00,00,000 (Rupees One Hundred Thirty Crores Only) divided into 13,00,00,000 (Thirteen Crores only) Equity Shares of Rs.10 (Rupees Ten Only) each with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being with power to increase or reduce the Capital for the time being into several classes as attached thereto respectively subject to the laws for the time being inforce, such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify, abrogate any such right, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

5. The Company may, subject to the provisions of Section 55 of the said Act , issue preference shares which are liable to be redeemed and may redeem such shares in any manner provided in the said section and may issue shares up to the nominal amount of the shares redeemed or to be redeemed . Where the Company has issued redeemable preference shares, the provisions of the said section shall be complied with.

6. If at any time share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class)may, subject to the provisions of Section 48 of the Companies Act, 2013, and whether or not the Company is being wound-up , be varied with the consent in writing of the holders of three-forth 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.

7. To every such separate meeting, the provisions of these regulations relating to General meeting shall apply.

8. Except as provided by the Act, the Company shall not, except by reduction of capital under the provisions of Sections 66 or Section 242 of the said Act, buy its own shares nor give whether directly or indirectly and whether by way of loan, guarantee, provisions of security or otherwise any financial assistance for the purpose of or in connection with a purchase of or subscription made or to be made by any person of or for any shares in the Company or in its holding Company.

   Provided that nothing in this Article shall be taken to prohibit:

   (a) The provision of money in accordance with any scheme approved by the Company through special resolution and in accordance with the requirements specified in the relevant Rules, for the purchase of, or subscription for, fully paid up shares in the Company, if the purchase of or the subscription for the shares held by trustees for the benefit of the employees or such shares held by the employee of the Company;

   (b) The giving of loans by the Company to persons in the employment of the Company other than its Directors or Key Managerial Personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid up shares in the Company to be held by them by way of beneficial ownership. Nothing in this clause shall affect the right of the Company to redeem any shares issued under Section 55.

9. The rights conferred upon the holders of shares of any class 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.

10. Subject to the provisions of the Act and these Articles the shares shall be under the control of the Directors, who may allot or otherwise dispose off the same to such persons on such terms and conditions and at such times as the Directors think fit. Provided that option or right to call of shares shall not be given to any person without the sanction of the Company in general meeting and where at any time it is proposed to increase the subscribed capital of the Company by the issue of new shares then, subject to the provisions of the Act, the Board shall issue such shares in the manner provided therein.

11. Except as required by law, no person shall be recognized by the Company as holding any shares upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof), any equitable, contingent, future or partial interest in any shares, or any interest in any fractional part of a share or (except only as by these regulation or by law

otherwise provided) any other rights in respect of any share except an absolute rights to the entirety thereof in the register of shareholders.

12.

(a) Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any benami trust or equity or 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.

(b) Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 2018 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

13. i. Where at the time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier it is proposed to increase the subscribed capital of the Company by allotment of further shares whether out of the unissued capital or out of the increased share capital then:

a. Such further shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the Company, in proportion, as near as circumstances admit to the capital paid up on those shares at the date.

b. Such offer shall be made by a notice specifying the number of shares offered and limiting a time not less than thirty days from the date of the offer and the offer if not accepted, will be deemed to have been declined.

c. The offer aforesaid shall bee deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub clause (b) hereof shall contain a statement of this right. Provided that the Directors may decline, without assigning any reason to allot any shares to any person in whose favour any member may renounce the shares offered to him.

d. After expiry of the time specified in the aforesaid notice or on receipt of intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose off them in such manner and to such person(s) as they may think, in their sole discretion, fit.

ii. Not withstanding anything contained in Sub clause (i) thereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred in clause (a) of Sub clause (i) hereof) in any manner whatsoever.

a. If a special resolution to that effect is passed by the Company in General Meeting, or

b. Where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in the general meeting (including casting vote, if any, of the Chairman) by the members who, being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central

Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company.

iii. Nothing in Sub-clause (c) of (i) hereof shall be deemed.

a. To extend the time within which the offer should be accepted or
b. To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

iv. Noting in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debenture issued or loans raised by the Company.

i. To convert such debenture or loans into shares in the Company or

ii. To subscribe for shares in the Company (whether such option is conferred in these Articles or other wise)

PROVIDED that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term.

a. Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf and

b. to or loans obtained from Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or raising of the loans.

14. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being 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 and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

15. The joint holders of a share shall be severally as well as jointly liable for payment of all installments and calls and interest on installments and calls due in respect of such shares.

16. Every share holder shall name to the Company a place in India to be registered as his address, and such address shall for all purposes be deemed his place of residence.

17. Shares may be registered in the name of any person, the joint holders or any limited Company, but shall not more than three persons be registered as joint holders of any share.

18. The Directors may allot and issue shares in the capital of the Company in payment or part payment for any property sold or transferred goods or machinery supplied or for services rendered to the Company in or about the formation or promotion of the Company, or the conduct of its business and any shares, which may be so allotted, may be issued as fully paid -up shares and if so issued shall be deemed to be fully paid-up shares.

19. The Company may buy back its own shares or other securities subject to the provisions of Sections 68, 69 and 70 of the Act and any amendment there to from time to time."

20. If share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding Rs. 50/- (fifty Rupees), and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Directors think fit.

BROKERAGE AND COMMISSION

21. The Company may on any issue of shares or debentures pay brokerage as may be reasonable and lawful.

22. Subject to the provisions of Section 40(6) of the Act, the Company may , at any time , pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any securities in the Company, or procuring , or agreeing to procure subscriptions (whether absolute or conditional) for any securities in the Company, but so that the commission shall not exceed, in the case of shares, five percent of the price at which the shares are issued and in the case of debentures and other securities, two and half percent of the price at which the debentures are issued, or such higher rate or rates as may be permissible under any statutory provision for the time being in force. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid securities or partly in one way and partly in the other. The Company may also pay such brokerage as may be lawful.

CERTIFICATES

23. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or one month after the application for the registration of the transfer of any share (or within such other period as the conditions of issue shall provide.)

    a. One certificate for all his shares of each class without payment, or

    b. Several Certificates, each for one or more such shares, upon payment of one rupee for every certificate after the first, or such less sum as the Directors may determine, the expression 'transfer' for the purpose of this article means a transfer duly stamped and otherwise valid and does not include any transfer which the Company is for any reason entitled to refuse to register and does not register.

24. Every share certificate shall be issued under the Common Seal of the Company and shall be signed by (a) two Directors, (b) or a Secretary or any other person authorized for the purpose by the Board of Directors. Every certificate shall specify the shares to which it relates and the amount paid up thereon.

25. 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 share to one of several joint holders shall be sufficient to all such holders.

26. If any certificate be worn out or defaced, or if there is no vacant cages on the back thereof for the endorsement of transfer, then upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate is proved to have been lost or destroyed then upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof may be given to the party entitled to such lost destroyed certificate.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act, or the rules made under Securities Contracts (Regulation)Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

27. If share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding Rs. 50/- (fifty Rupees), and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Directors think fit.

DEMATERIALISATION OF SECURITIES

28. (a) Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares, debentures and other securities pursuant to the Depositories Act, 2018 and to offer its shares, debentures and other securities for subscription in a dematerialised form.

(b) Notwithstanding anything contained in these Articles, an issue of security by the Company also be in the dematerialized form and the Company shall intimate the details of allotment to the depository immediately on allotment of such securities. Investors in a new issue and the beneficial owners shall have the option to rematerialize the securities subsequent to the allotment or dematerialization, as the case may be, in such event the Company shall issue to the investor/beneficiary the required certificates of securities subject to the provisions of applicable laws, rules, regulations or guidelines. The shares so rematerialized shall bear new distinctive numbers so as to identify them from the shares not dematerialized.

(c) All securities held in a depository mode with a depository shall be dematerialized and be in tangible form. To such securities held by a depository on behalf of a beneficial owner nothing contained in Sections 89 of the Act shall apply.

(d) i. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of securities on behalf of the beneficial owner.

ii. Save as otherwise provided in (i) above, the depository as the registered owner of the securities shall not have other membership rights in respect of the securities held by it.

iii. Every person holding securities of the Company and whose name is entered as the beneficial owner in the Register maintained by a depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall alone be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities held in the depository mode of which he is the beneficial owner.

iv. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in a depository mode the records of the beneficial owner may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs, pendrives.

(e) Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the Register maintained by a depository under the Depositories Act, 2018.

(f) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

(g) The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and holders of securities for the purpose of these Articles and the Act.

CALLS ON SHARES

29. The Board of Directors may by a resolution passed at a meeting of the Board from time to time subject to any terms on which any share may have been issued make such calls as they think fit upon the shareholders in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Board. A call may be made payable by installments.

A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing such call was passed.

30. At least fourteen days notice of any call shall be given by the Company (either by letter to the member or by advertisement) specifying the time and place of payment, and to whom such shall be paid.

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

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

33. i. If by the terms of issue of any share or otherwise any amount is made payable on allotment or at any fixed time or by installment at fixed times, whether on account of the nominal amount in the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice had been given and all the provisions herein contained in respect of calls shall relate to such amount or installment, accordingly.

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

34. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for the payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due shall pay interest for the same at the rate of 12 percent per annum or at rate as the Directors may determine from time to time, from the day appointed for the payment thereof to the time of actual payment. The directors shall be authorized to waive payment of any such interest, wholly or in part.

35. The Directors may, subject to provisions of the Act, receive from any member willing to advance the same, all or any part of money unpaid upon the shares held by him beyond the sums actually called for and upon the money so paid in advance or so much thereof as from time to time exceeds the amount of calls than made upon the shares in respect of which advance and the Directors agree upon. Money so paid in excess of the amount of calls shall not rank for dividend or participate in profits until it is appropriated towards satisfaction for any call. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

36. No call shall exceed one half of the nominal value of a share or be payable at less than one month from the date fixed for the payment of the last proceeding call.

37. On the trial of hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member used is entered in the register as the holder, or one of the holders of the shares in respect of which such debt accrued, that the resolution making the call recorded in the Minute Book and that notice of such call was duly given to the member, in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call not any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

FORFEITURE, SURRENDER AND LIEN

38. If any member fails to pay any call, or installment on or before the day appointed for payment thereof, the Directors may at any time thereafter during such time as the call or installment remains unpaid , serve notice on him to pay the same together with any interest that may have occurred/accrued by the Company by reason of such non-payment and stating that in the event of non-payment on or before some day to be named in the notice (such day not being less than fourteen days from the date of service of such notice) and at some place (either the office or a Bank) named in such notice, the shares in respect of which the calls were made or installment is payable will be liable to be forfeited.

39. If the requirements of such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, instalments, interest may be forfeited by a resolution of the Board of Directors and the forfeiture shall be recorded in the Directors Minute Book, and the holder of such share thereupon cease to have any interest therein and his name shall be removed from the register as such holder and thereupon notice shall be given to him of such removal and an entry of the forfeiture with the date thereof shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice to or to make such entry as aforesaid.

i. The forfeiture of a share involves the extinction of all interest in and also of all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

40. Any person whose shares shall be so forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture, be liable to pay to the Company all calls or instalment, interest or in respect of such shares at the time of forfeiture until payment at the rate of 12 percent per annum or at such rate as the Directors may determine. The liability of such person shall cease if and when the Company shall have received payment in full of all such in respect of the shares.

41. Any shares so forfeited shall be deemed to be the property of the Company and the Board of Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.

42. The Directors may at any time before a sale or disposal as aforesaid, may cancel the forfeiture on such conditions as they think fit.

43. A duly verified declaration in writing that the declarant is a Director 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.

44. Shares, which are fully paid up shall be free from any lien and in the case of partly paid shares the Company shall have a lien which shall be restricted to moneys called or payable at a fixed time in respect of such shares.

45. The Directors shall be entitled to give effect to such lien by sale or forfeiture and reissue of the shares subject thereto by retaining all dividends and profits in respect thereof or by any combination of the said means but no sale or forfeiture shall be made until such period as aforesaid shall have arrived, and unless a sum in respect of which the exists is presently payable and until notice in writing of intention to sell or forfeit shall have served on such member, his executors or administrators and default shall have been made by him or by them in the payment fulfillment or discharge of such debts, liabilities or engagements for fourteen days after such notice.

46. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof all monies (whether presently payable or not) called or payable at fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

47. Upon any sale after forfeiture for enforcing a lien purported exercise of the powers herein before given, the Director may cause the purchaser's name to be entered in the register in respect of the share sold and the purchaser shall not be bound to see the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person 'unless otherwise agreed to transfer of shares will act as waiver of Companies' lien on the Shares'.

48. i. The net 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 is presently payable.

ii. The residue, if any, subject to a like lien for sums and presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of sale or to his executors, administrators, committee curator or other representative.

49. Where any shares under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered to the Company by the former holder of the said shares the Directors may issue a new certificate for such shares distinguishing it in such manner as they think it from the certificate not so delivered up.

50. Subject to the provisions of the Act, the Board may accept from any member the surrender on such terms and conditions as shall be agreed of all or any of his shares.

SHARE WARRANTS

51. The Company may issue Share Warrants subject to and 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 person 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.

52. i. 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 date of deposit, as if his name were inserted in the register of member as the holder of shares included in the deposited warrant.

ii. Not more than one person shall be recognized as depositor of the share warrant.

iii. The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

53. i. Subject as herein otherwise expressly provided, no person shall, as bear of share warrant sign a requisition for calling a meeting of the Company, or attend, or vote to exercise any other privilege of member at a meeting of the Company, or be entitled to receive any notices from the Company.

ii. The bearer of a share warrant shall be entitled in other respects to the same privileges and advantages as if he were named in the register of members as the holder of a share included in the warrant, and he shall be a member of the Company.

54. 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 destruction.

TRANSFER AND TRANSMISSION OF SHARES

55. The transfer of shares and debentures shall be effected by an instrument in writing duly stamped, in the prescribed form and all the provisions of Section 56 of the Companies Act, 2013 and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof and shall be executed both by the transferor and the transferee whose executions shall be attested by at least, one witness, who shall add his address and the transferor shall be deemed to remain the holder of such shares until the name of the transferee shall have been entered in the register in respect thereof.

56. Every instrument of transfer shall be deposited with the Company, and no transfer shall be registered until such instrument shall be deposited together with the certificate of the shares or debentures to be transferred, and together with any other evidence the Director may require to prove the title of the transferor, or his right to transfer the shares or debentures. The instrument of transfer shall after registration be kept by the Company, but all instruments of transfer, which the Directors may decline to register, shall be returned to the person depositing the same. One instrument of transfer should be in respect of only one class of shares. The Directors may waive the production of the instrument of transfer or any certificate upon evidence satisfactory to them of its loss or destruction, on such terms as the indemnity as the Board of Directors may think fit.

57. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of Death or Marriage, power of attorney or similar other document.

58. The Board may, without assigning any reasons but subject to the right of appeal conferred may decline to register any transfer of shares or debentures upon which the Company has a lien, and also in the case of shares which are not fully paid up . No transfer shall be made to an infant or person of unsound mind.

Provided the registration of transfer shall not be refused on the ground the transferor being either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except a lien on shares.

59. Subject to the provisions of Section 91 of the Act, and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases, the Directors shall within one month from the date on

which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the shares. Transfer of shares/debentures in whatsoever lot shall not be refused.

60. Subject to the provision of Section 91 of the Companies Act, 2013, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregated in any year.

61. The executors or administrators or the holder of succession certificate in respect of shares of a deceased member (not being one of several joint holders) shall be the only person, whom the Company shall recognize as having any title to the shares registered in the name of the such member and in case of the death of any one or more of the joint holders of any registered shares, the survivors shall be the only persons recognized by the Company as having any title to or interest in shares, but nothing herein contained shall be taken to release the estate of deceased joint holder from any liability on shares held by him jointly with any other person. Before recognizing any executor or administrator or legal heir, the Directors may require him to obtain a grant of probate or letters of administration or succession certificate or other legal representation, as the case may be, from some competent court provided nevertheless that in any case where the Directors in their absolute discretion think fit, it shall be lawful for the Directors in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of probate or letters of administration upon such terms as indemnity or otherwise as the Directors may consider desirable. Provided, also that, if the member was a member of a joint Hindu mitakshra family, the Directors on being satisfied to that effect, and being satisfied that the shares standing to his name in fact belonged to the joint family, may recognize the survivors thereof as having title to shares registered in the name of such member but this provision shall in no way be deemed to modify or nullify the provisions contained hereof.

62. Any committee or guardian of a lunatic or infant member, or any person becoming entitled to or to transfer shares or debentures in consequence of the death, bankruptcy or insolvency of any member, or otherwise than by transfer may, with consent of the Directors (which they shall not be under any obligation to give) be registered as a member upon such evidence of his title being produced, as may, from time to time, be required by the Directors, or such person, instead of being registered himself, may, subject to the regulations as to transfer herein before contained, transfer such shares. The Board shall, in either case, have the same right to decline or suspend registrations as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

63. i. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

ii. 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 be so elect.

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

64. A person becoming entitled to shares by the reason of death, 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 shares.

Provided that the Board may at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses, or other money payable in respect of the share, until the requirements of the notice have been complied with.

65. In case of transfer or transmission of shares or other marketable securities where the company has not issued any certificate and where such shares or securities are being held in electronic and fungible form in a depository, the provisions of Depositories Act shall apply.

ALTERATION OF CAPITAL

66. The Company in General Meeting may, from time to time increase the capital by creating and/ or issuing new shares. The new capital may be divided into preference shares or equity shares and may be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creating and /or issuing thereof shall direct, and if no direction be given, as the Board of Directors shall determine, and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.

Any capital raised by the creation and/or issue of new shares be considered as part of the original capital in all respects, so far as may be subject to the foregoing provisions, with reference to the payment of calls and installment, transfer and transmission, forfeiture, lien and surrender, unless it may be otherwise resolved by the General Meeting sanctioning the increase.

67. The Company may, subject to confirmation by Court from time to time, by Special Resolution reduce its capital in any way, and in particular and without prejudice to the generality of the foregoing powers by exercising powers as mentioned in the Companies Act, 2013.

68. The Company, may by Special Resolution, reduce in any manner and subject to any approval authorized and consent required by law.

a. its share capital
b. any capital redemption reserve fund or
c. any share premium account.
d. Buy back its own shares.

69. The Company may consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

70. The Company may convert all or any of its fully paid up shares into stock, and re-convert that stock into fully paid up shares of any denomination.

71. The holders of stock may transfer the same or any part thereof in the same manner, as and subject to the same regulation under which, the shares from which the stock arose might before the conversion have been transferred or as near there to as circumstance admit. Provided that the Board, may from time to time fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of shares from which the stock arose.

72. The holder of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividend, 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.

Such of the regulations of the Company (other than those relating to share warrants) as are applicable to paid-up share shall apply to stock and the words 'Shares' and 'Shareholders' in those regulations shall include 'Stock' and 'Stockholder' respectively.

73. The Company may sub-divide its shares or any of them into shares of smaller amount 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.

74. The Company may cancel shares which, at the date of the passing of the resolution in that behalf, have not been or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

75. The resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such division one or more of such class of shares shall have some preference or special advantage as regards dividend, capital, or otherwise over or as compared with the other or others.

76. Whenever the capital by reason of the issue of equity or preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class in the capital for the time being of the Company may be modified, commuted, affected, abrogated or dealt with by agreement between the Company and any person purporting to construction on behalf of that class, provided that such agreement is ratified in writing by the holders of atleast 75% in nominal value of the issued shares of the class, or is confirmed by a special resolution, passed at a separate General Meeting of the holders of shares of that class. The powers conferred upon the Company by this Article are subject to provisions of the Act.

BORROWING POWERS

77. a. Subject to the provisions of the Act, and without prejudice to the powers conferred by any other article or articles, and the Directors may, from time to time, at their discretion, borrow or secure the payment of any sum or sums of money for the purpose of the Company either from any Director or elsewhere on security or otherwise and may secure the repayment or payment of any sum or sums in such manner, and upon such terms and conditions in all respects as they think fit, and in particular by the creation of any mortgage or charge on the undertaking or the whole, or any part of the property present or future or the uncalled capital of the Company or by the issue of debentures or debenture stock of the Company, perpetual or redeemable, charged upon the undertaking or all or any part of the property of the Company, both present and future, including its uncalled for the time being and the Directors or any of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon, and shall be entitled to receive such payment as consideration for the giving of any such guarantee as may be determined by the Directors with power to them to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property or assets or otherwise.

Provided that any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

The Directors may at any time by a Resolution passed at a Board Meeting delegate to any category of managerial personnel or any Committee of Directors or any other principal officer of the Branch office of the Company, the powers, specified in sub-clause (a) above provided the Resolution delegating powers to such managerial personnel or committee to borrow moneys shall specify the total amount up to which the money's may be borrowed by him or them.

78. The Directors may subject to the provisions of the Act, borrow any sum of money and where the moneys to be borrowed together with the moneys already borrowed by the Company apart from temporary loans obtained from the Company's Bankers in the ordinary course of business exceeds the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, the sanction of the General Meeting should be obtained and every resolution passed by the Company in relation to the exercise of the power referred to in the Article shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

79. If any uncalled capital of the Company be included in or charged by any mortgage or other security, the Directors may by an instrument under Company's seal authorize the person in whose favour such mortgage or security is executed, or any other person in trust for him, it makes calls on the members in respect of such uncalled capital, and the provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either to the exclusion of the Directors power or otherwise and shall be assignable if expressed so to be.

GENERAL MEETINGS

80. a. The Board of Directors shall hold annual General Meetings of the Company in accordance with the provisions of the Act.

b. The Board of Directors may, suo, moto, may call any other General Meeting, besides the Annual General Meeting.

81. The meeting referred to in Article 80 (a) shall be called Annual General Meetings and all other meetings of share holders shall be called Extraordinary General Meetings.

The Board of Directors of the Company, shall on the requisition of such number of members of the Company as is specified in the Act, forthwith proceed duly to call an Extraordinary General Meeting of the Company and the applicable provisions of the Act shall apply thereto.

82. No business shall be transacted at any general meeting unless a quorum of members is present as provided in Section 103 of the Act.

83. The Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting and if there be no such Chairman of any meeting and he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to Act, the members present shall chose another Director as Chairman and if no Director be present or if all the Directors present decline to take the Chair, then the members present shall choose one of their member, being a member entitled to vote, to be the Chairman.

84. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon such requisition as aforesaid shall be dissolved, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and such time and place, as the Board may by notice appoint and if at such adjourned meting a quorum be not present, those members who are present shall be a quorum and to transact the business for which the meeting was called.

85. The Chairman with the consent of the Meeting may adjourn any General Meeting from time to time and place to place, but no business shall be transacted at any adjourned General Meeting other than the Business left unfinished at the Meeting from which the adjournment took place and which might have been transacted at the meeting. It shall be necessary to give a notice of any adjournment or of the business to be transacted at an adjourned meeting.

86. In case of an equality of votes, whether on a show of hands or on poll, the Chairman of the meeting at which the show of hands takes place, or any which the poll is demanded, shall be entitled to a second or casting vote .

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

(a) On a show of hands, every member present in person shall have one vote; and
(b) On a poll, voting rights of members shall be as laid down in Section 147 of the Companies Act,2013.

A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Companies Act, 2013 and shall vote only once.

88. The Company shall cause minutes of all proceedings of every General Meeting and of its Board of Directors or every Committee of the Board, to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered. Each page of every such books shall be initialed or signed and the last page of the record of the proceedings of each meeting in such books shall be dated and signed.

a. in the case of minutes of proceedings of a meeting of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

b. In the case of minutes of proceedings of a General Meeting by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of the Chairman within that period by a Director duly authorized by the Board for the purpose.

In no case the minutes of proceedings of a meeting shall be attached to any such books as aforesaid by pasting or otherwise.

89. If two or more persons are jointly registered as holders of any one share, any of such persons may vote at any meeting, either personally or by proxy or attorney, 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 attorney, one of such persons so present whose name stands first in the register in respect of such share, shall alone be entitled to vote in respect of the same. Several executors or administrators of a deceased member in whose names any share stands shall, for the purpose of this clause be deemed joint-holders.

90. Any guardian, or other person entitled under the transmission clause to transfer any share, may vote at any General Meeting in respect thereof, as if he were the registered holder of such share provided that at least 24 hours before the holding of the meeting he shall satisfy the Directors of his right to act in that capacity, unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

91. No member shall be entitled to be present, or to vote at any General Meeting, either personally, or by attorney whilst any call or other sums presently is due , or payable to the Company, or in regard to which the Company has and exercised any right of lien.

92. 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.

93. i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote disallowed at such meeting shall be valid for all purposes.

ii. Any such objection made in due time shall be referred to the Chairman of the meeting and whose decision shall be final and conclusive.

94. Subject to provisions of the Companies Act, 2013, votes may be given either personally or by proxy or by agent acting under a duly executed power of attorney.

95. The instrument appointing a proxy and every power of attorney or other authority (if any), under which it is signed or notarially certified copy of that power or authority shall be deposited at the registered office of the Company, in not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

96. An instrument appointing a proxy shall be in either of the forms in the Act, or a form as near thereto as circumstances admit.

97. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (whether a member of not) as his proxy to attend and vote instead of himself, but a proxy so appointed shall not have any right to speak at the meeting.

98. A vote given in accordance with the terms of an instrument of proxy or a power of attorney, shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or power of attorney, or transfer of share in respect of which the vote is given, unless an intimation in writing of the death, revocation, or transfer shall have been received at the office of the Company before the meeting.

MANAGEMENT

99. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the Act or any statutory modifications thereof for the time being in force, or these articles required to be exercised by the Company in General Meeting, subject nevertheless to such regulations, not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General meeting, but no such regulations shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

100. Unless otherwise determined by a General Meeting of the Company and subject to provisions of Section 149 of the Act, the number of Directors shall be not less than 3 and no more than 15 (fifteen) including Technical, Additional, Alternate, Independent , Nominated, Special, Corporation Directors, if any.

101. The following persons to be the first Directors of the Company.

1. **SRI T.G. VASANTA GUPTA**
2. **SRI T.G.VENKATESH**
3. **SRI VITTA KRISHTAPPA**

102. The Directors shall have power from time to time, and at any time, to appoint any other persons to be Directors, but so that the total number of Directors, shall not at any time exceed the maximum number fixed as above but any Directors so appointed shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible for reelection.

103. Subject to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors of the Company may appoint an Alternate Director to Act, for a Director (hereinafter called the 'Original Director') During his absence for the period of not less than 3 months from the State in which the meetings of the Board are ordinarily held and appointment shall have effect, and such appointee whilst he holds office as a Alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. An Alternate Director appointed under this Article shall not hold Office as such for 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 the said State. If the term of office of original Directors is determined before he so returns to the said State any Provisions in the Act, or in these Articles for the Automatic re-appointment of the retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

104. A Director shall not be required to hold any qualification shares.

105. Until otherwise determined by a General Meeting each Director shall receive out of the funds of the Company by way of sitting fee, such as may be determined by the Board of Directors from time to time subject to the provisions of the Companies Act, 2013. The Board of Directors may allow and pay to any Directors who having his residence at a place outside the place at which any meeting of the Directors may be held and who shall come to the place for the purpose of attending such meeting such sum as the Directors may consider fair and reasonable for his expenses in connection with his attending at the meeting in addition to his remuneration as above specified.

106. The Directors may subject to the provisions of Act, also receive remuneration or commission, or participation in profits or partly in one way or partly in another, and such remuneration shall be divided among the Directors, equally or in such other proportion as they may determine from time to time.

107. If any Director, being willing shall be called upon to perform extra services or to make any special exertion in going or, residing away from the place of the registered office of the Company, for any of the purposes of the Company, or giving attendance to the business of the Company, the Company may pay to the Directors in so doing either by a fixed sum, or by a percentage of profits or otherwise, as may be determined by the Directors, subject to obtaining the sanction of the Central Government.

108. Any Trust Deed for securing debentures or debenture-stock may if so arranged provide for the appointment from time to time by the Trustee thereof by the holders of debentures or debenture-stock of some person to be a Director of the Company and may empower such trustee or holders of debentures or debenture-stock from time to time to remove any Director so appointed. A Director appointed under this Article is herein referred to as a "Debenture Director" and the Debenture Director means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

109. In the event of the Company entering into an agreement for the purchase of machinery and/or for promoting technical collaboration and/or assistance for the purchase of machinery, installation etc., or for any mining rights lease or concessions or other contract or agreement for assistance in any form like power, water supply with any State Government or Central Government and if the terms of agreement or contracts or arrangement provide for the appointment of a person or persons as Director or Directors, such person or persons including any State Government or Central Government with whom the said agreements are entered into shall be entitled to appoint such number of Directors hereinafter referred to as special Directors as may be agreed upon from time to time to remove any such Director or Directors so appointed and to appoint others in his or their place and to fill in vacancy caused by death or resignation of such Director of Directors or otherwise ceasing to hold office and

that such special Directors shall not be required to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company in General Meeting.

110. If at any time the Company obtains any loan from any Financial Institution (herein after referred to as "the corporation") and it is a term of such loan that the Corporation shall have the right to appoint from time to time its nominee/s as Directors. Then subject to the terms and conditions of such loan, the Corporation shall be entitled to appoint one or more Directors of the Company and to remove from office any Director so appointed and to appoint another in his place or in the place of a Director so appointed who resigns or otherwise vacates his office.

The Director or Directors so appointed shall not be liable to retire by rotation of Directors in accordance with the provision of these Articles.

111. i. Subject to the provisions of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers and to do all such deeds and things, as the Company is authorized to exercise and do:

Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other Act, or by the Memorandum or Articles of the Company otherwise to be exercised or done by the Company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to Provisions contained in that behalf in the Companies Act, 2013, or any other Act, or in the Memorandum or Articles of the Company, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting.

ii. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

112. Subject to the provisions of the Companies Act, 2013, the Directors may appoint Additional Director.

113. Subject to the provisions of Section 149 of the Companies Act, 2013, independent Directors be appointed.

114. The Company may, by ordinary resolution, remove an ordinary Director subject to the provisions of Section 169 of the Companies Act, 2013.

115. Any casual vacancy occurring among the directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Director should have retained the same if not had occurred provided that the Directors may not fill a casual vacancy by appointing any person who has been removed from the Office of Director of the Company under the preceding Article.

116. The continuing Directors may act, notwithstanding any vacancy in their Body, but so that if the number falls below the minimum fixed, the Directors shall not, except for the purpose of filling vacancies, act so long as the number is below the minimum.

117. At the Annual General Meeting of the Company to be held in every year, one-third of such of the Directors as are liable to retire by rotation for the time being 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. No person not being a retiring Director shall be eligible for appointment to the office of Director at any General Meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting, left at the office of the Company a notice in writing signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office as the case may be along with a deposit of amount as may be prescribed in the

Rules which shall be refunded to such person or, as the case may be to such member, if the person succeeds in getting elected as a Director provided nevertheless that the Managing Director or a Director appointed under Article 125 or the Directors appointed as a Debenture Director, special Director or ex-officio Director or an Additional Director shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one-third shall retire from office under this Article.

118. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of his or their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with such Director or with any Company or partnership in which he shall be a member or otherwise interested be avoided nor shall any Directors so contracting or being such member or so interested be liable to account to the Company for any profit realized by such contract or agreement or arrangement by reason only of such Director holding that office or of fiduciary relation thereby established but the nature of the interest must be disclosed by him or them at the meeting of Directors at which the Contract or arrangement is determined if the interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest.

119. A Director of this Company may be or become a Director of any company promoted by this Company in which he may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such Company.

120. The Director shall meet together atleast once in every three months and atleast four such meetings shall be held in every year. Two Directors or one third of the total strength of Directors, whichever is higher as provided in the Companies Act, 2013, shall be a quorum. Where at any time the number of interested Directors exceeds or is equal to be two third of the total strength, the number of remaining Directors not so interested present at the meeting being not les than two shall be the quorum during such time. Any Director or Managing Director may at an time convene a meeting of Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

121. Subject to the provisions of the Act, the Director may delegate any of their powers to a committee consisting of such member or members of their body as they think fit or to any category of managerial personnel or to any principal officer of the Company or to principal officer of the Branch Office of the Company. Any such Committee or delegate shall, in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Directors.

122. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions hereinbefore contained for regulating the meeting and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding clause.

123. All minutes shall be signed by the Chairman of the meeting at which the same are recorded or by the person who shall preside as Chairman at the next ensuing meeting, all minutes purporting to be so signed shall for all purposes whatever be prima facie evidence of the actual passing of the resolution recorded, and of the meeting at which the same shall appear to have taken place.

124. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or all the members of the Committee, then in India (not being less in number than quorum fixed for the meeting of the Board or a committee, as the case may be) and to all other Directors, or members of the Committee at their usual address in India and has been approved by such of them as are then in India, or by a majority of such of them as are entitled to vote on the resolution, subject to the provisions of the Act.

MANAGING DIRECTOR

125. Subject to the provision of the Act, the Board shall have power to appoint from time to time one or more of their body to the office of the Managing Directors or whole-time Director or whole time Directors for such period and on such terms as they think fit, such period not exceeding five years at a time. A Director so appointed whilst holding that office be subject to retirement by rotation. Subject to the control and supervision of the Board of Directors, the said Managing Director shall conduct the Management of the Company and also perform such other duties and services and exercise such powers as shall from time to time be entrusted to him by the Board, except such matters as may be specifically to be done by the Board, either by the Act, or by these Articles. The remuneration of the Managing Director/Whole time Director may be by way of monthly payment, participating in profits or by either or both of these modes or any mode not expressly prohibited by the Act.

126. An Individual shall be appointed or re-appointed as Chairperson of the Company who may also be Managing Director or Chief Executive Officer of the Company at the same time.

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

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

THE SEAL

127. The Directors shall provide a common seal for the purpose of the Company, and shall have power from time to time change the same and substitute a new seal in lieu thereof. The Directors shall provide for the safe custody of the Seal for the time being and the Seal shall never be used, except by the authority of the Directors or a committee of the Directors previously given and one Director atleast shall sign every instrument to which the Seal is affixed and countersigned by the Company Secretary or such other person as may be from time to time be authorized by the Board provided, nevertheless, that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same.

128. The Company may have for use in any territory, district or place not situated in India an official Seal which shall be a facsimile of its Common Seal with the addition on the face of it the name of the territory, district or place.

FOREIGN REGISTER

129. The Company may keep in any State or Country outside India, a branch register of members or debentures holders resident in that State or Country (hereinafter called as Foreign Register) and shall within month from the date of the opening of any foreign register, file with the Registrar, notice of the situation of the Office where such register is kept and in the event of any change of situation of such office or of its discontinuance shall within one month from the date of such change or discontinuance, as the case may be file notice with the Registrar within one month from the date of such change or discontinuance. As regards the provisions relating to Foreign Register, the Company shall have regard to Section 88 of the Act.

ACCOUNTS, AUDIT AND DIVIDENDS

(a) Accounts

130. Books of account shall be kept at the Registered Office of the Company, or at such other place in India as the Directors may think fit in accordance with section 128 of the Act.

131. Where the Board decides to keep all or any of the Books of Accounts at any place other than the office of the Company , the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.

132. The Directors shall from time to time determine whether and to what extent and at what times and place and under what condition or regulation the accounts and books of the Company or any of them shall be open to inspection of members not being Directors. No member (not being a Director) shall have any right to inspect the same except as conferred by the Act or authorized by the Board of Directors, or by any resolution of the Company in General Meeting.

133. Subject to the provisions of Section 131 of the Act, with the prior approval of Tribunal, the Directors shall, if they consider it to be necessary and in the interest of the Company be entitled to amend the Audited Accounts of the Company and their Report of any financial year which have been laid before the Company in General Meeting. The amendments to the Accounts and Such Report effected by the Directors in pursuance to this Article shall be placed before the Members in General Meeting for their consideration and approval.

(b) Audit

134. Once atleast every year the accounts of the Company shall be examined, and the correctness thereof and of the balance sheet and profit and loss account be ascertained by one or more auditor or auditors.

135. The Auditors, whether statutory or internal shall be appointed and their rights and duties shall be regulated in accordance with the provisions of the Act and the Rules made thereunder.

136. Every account of the Company when audited and approved by a General Meeting shall be conclusive excepts so far as regards and error discovered therein before or at the audit of the then next account, and whenever such error is discovered within that period account shall be forthwith corrected and the thenceforth shall be conclusive.

(c) Capitalization of Profits

137. 1. The Company in General Meeting may, upon the recommendation of the Board of Directors resolve:

a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of the Company's reserve account, 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 (2) amongst the members who would 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 clause (3) either in or towards:

i. paying up any amount for the time being unpaid on any shares held by such member respectively.

ii. 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, or

iii. partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii)

3. A Securities premium account and a capital redemption reserve account may, for the purpose of this article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid-up bonus shares. Or

The Board of Directors shall give effect to the resolution passed by the Company in pursuance of this Article.

138. 1. Whenever such a resolution as aforesaid shall have been passed, the Board of Directors shall:

a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issue of fully paid-up shares, if any and

b. generally to do all acts and things required to give effect thereto.

2. The Board of Directors shall have full power:

a. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions and also

b. to authorize any person to enter on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalized of the accounts or any part of the amounts remaining unpaid on their existing shares.

3. Any agreement made under such authority shall be effective and binding on all such members.

RESERVE AND DEPRECIATION FUNDS

139. The Directors may from time to time set apart any and such portion of the profits of the Company as they think fit, as reserve fund applicable at their discretion for the liquidation of any debentures, debts or other liabilities of the Company, for equalization of dividends, or for any other purposes as the Company, with full power to employ the assets constituting the Reserve Fund in the Business of the Company and without being bound to keep the same separate from the other assets.

140. The Directors may also carry forward any profit which they may think prudent not to divide, without setting them aside as a reserve.

141. The Directors may from time to time set apart any and such portion of the profits of the Company as they think fit, as a Depreciation fund applicable at the discretion of the Directors, for rebuilding, restoring, replacing or altering, any part of the building, works, plants and machinery or other property of the Company destroyed or damaged by fire, flood, storms, tempest, accident, riot, wear and tear, or other means or for repairing, altering and keeping in good condition the property of the Company, with full power to employ the assets constituting such depreciation fund in the business of the Company, and that without being bound to keep the same separate from the other assets.

142. All moneys carried to the Reserve Fund and depreciation Fund respectively shall nevertheless remain and be profits of the Company applicable, subject to the provision being made for actual loss, depreciation, for the payment of dividends, and such moneys and all the other moneys of the Company, not immediately required for the purpose of the Company, may be invested by the Board of Directors in or upon such investments or securities as they may select or may be used as working capital or may be kept at any bank in deposits or otherwise as they from time to time think proper.

DIVIDENDS

143. The Company in Annual General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and for the purpose of the equalization of dividends and sums from time to time in accordance with these presents carried to the reserve, depreciation, or other special funds may be applied in payment thereof. The dividends so declared by the General Body shall not exceed the amount so recommended by the directors.

144. The Board may from time to time pay to the members such interim dividend as appear to it to be justified by the profits of the Company.

145. Subject to the rights of person, 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.

146. If and whenever any bonus on shares is declared out of the profits, and whether alone or in addition to any dividend thereon, the bonus on shares is declared out of the profits and a dividend on the shares.

147. When any shareholder is indebted to the Company for call or otherwise, all dividends payable to him or a sufficient part thereof, may be retained and applied by the Directors in or towards satisfaction of the debt, liabilities or engagements.

148. No dividend shall be payable except out of the profits of the year or any other undistributed profits, and no larger dividend shall be declared than is recommended by the Directors, but the Company, in General Meeting may declare a smaller dividend, before declaring any dividend, the Company shall have regard to the provisions of the Act.

149. Subject to the provisions of the Act, the Company may pay interest on so much of the share capital as is for the time being paid up, for the period and subject to the conditions and restrictions and restrictions mentioned in the Act, and charge the sum so paid by way of interest or capital as part of the cost of construction of the work or building or the provision of the plant.

150. No dividend shall be payable except in cash provided that nothing shall be deemed to prohibit the capitalization of profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for time being unpaid on any shares held by the members of the Company.

151. In case two or more persons are registered as the joint-holders of any share, any of such persons may give effectual receipt for all dividends and payments on account of dividends in respect of such share.

152. Any Annual General Meeting declaring dividend may make a call on the members of such amount as the meeting fixes but so that the 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 of against the call. The making of a call under the Article shall be deemed ordinary business.

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

154. Unless otherwise directed by the Company in General Meeting, any dividend may be paid in cash or by cheque or warrant or Money Order sent through the Post within thirty days of date of such declaration to the Registered Address of the member entitled, or in the case of joint-holders to the registered address of that one whose name stands first on the register in respect of the joint holding and every cheque so sent shall be made payable to the order of the person to whom it is sent.

155. Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank called "Unpaid Dividend of "TGV SRAAC LIMITED (formerly Sree Rayalaseema Alkalies and Allied Chemicals Limited)" and transfer to the said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund.

No unclaimed or unpaid dividend shall be forfeited by the Board.

156. No dividends shall bear interest against the Company.

SERVICE OF DOCUMENTS AND NOTICES

157. A document or notice may be served or given by the Company to any member either personally or by sending it by post or by courier to his registered address or by such electronic or other mode as may be prescribed and if he has no registered address in India, then to the address, if any, within India supplied by him to the Company for the giving of notice to him.

158. Where a document is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the documents provided that where a member has intimated to the Company in advance that the documents should be sent to him under Certificate of posting or by Registered Post with or without Acknowledgement Due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effect unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected.

a. In the case of a notice of a meeting at the expiration of forty eight hours after the letter entering the same is posted and

b. In any other case at the time at which the letter would be delivered in ordinary course of post.

159. If a member has no registered address in India and has not supplied to the Company any address within India for the giving of notice to him a document or notice of meeting, the notice published in a Newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly given to him on the day on which the advertisement appears.

160. A document or notice may be served or given by the Company on or to the joint holders of a share by serving or giving the document or notice on or to the joint-holder named first in the Register of Members in respect of the share.

161. A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title or representatives of the deceased or assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or(until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

162. Documents or notice of every General Meeting shall be served or given in same manner hereinbefore authorized on or to (a) every member (b) every person entitled to a share in consequence of the death or insolvency of a member (c) the Auditor or Auditors for the time being of the company, and (d) Directors of the Company.

163. Any notice required to be given by the Company to the members or any of them and not expressly provided for the Act, or by these presents shall be sufficiently given if given by advertisement.

164. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register of Members, shall be duly served on or given to the person from whom he derives his title to such share.

165. Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding such member be then deceased and whether or not the Company have notice of his decease be deemed be have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall, for the purpose of these presents, be deemed a sufficient service of such notice or document on his or her heirs, executors, or administrators and all persons, if any jointly interest with him or her in any such shares.

166. A document may be served on a Company or an officer thereof by sending it to the Company or the officer at the registered office of the Company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic or other mode.

167. The accidental omission to give notice or non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

168. The signature in any notice to be given by the Company may be written or printed.

WINDING UP

169. If the Company shall be wound up and the surplus assets shall be more than sufficient to repay the whole of the paid up capital, the excess shall be distributed among the members in proportion of the capital paid-up or which ought to have been paid up on the equity shares held by them respectively at the commencement of the winding up, but the clause is to be without prejudice to the rights of the holders of shares issued upon special conditions.

170. In the winding up, the Liquidator may, irrespective of the powers conferred on him by the Act and as an additional power, with the authority of a Special Resolution, sell the undertaking of the Company or the whole or any part of its assets, for shares fully or partly paid-up or the obligations of or other interest in any other Company and may by the contract of sale agree for the allotment to the members

direct of the proceeds of sale in proportion to their respective interest in the Company. Any such sale or arrangement or the Special Resolution confirming the same may, subject to the provisions of Article 12 hereof provide for the distribution or appropriation of the shares or other benefits to be received in compensation otherwise than in accordance with legal rights of the contributories of the Company, and in particular, any class may be given preferential or special rights, or may be excluded altogether or in part, and further by the contract a time may be limited at the expiration of which shares, obligations or other interest not accepted or required to be sold shall be deemed to have been refused, and be at the disposal of the liquidator or the purchasing Company.

171. 1. If the Company shall be wound up the Liquidator may, with the sanction of a Special Resolution 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 or not they shall consist of property of the same kind.

2. For the purpose aforesaid, the Liquidator may set such value as he deem 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.

3. The Liquidator may, with the like sanction vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

SECRECY

172. Every Director, Manager, Auditor, Treasurer, Trustee, Member of Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company, shall if so required by the Directors sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and matters relating thereto and through such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the charge of his duties except when required so to do by the Directors or by meeting or by any Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

173. No member or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of Company without the permission of the Directors of the Company for the time being or subject to these Articles to require discovery of any information respecting any detail of the Company's trading of any matter which is or may be in the nature of a trade secret, mystery of trades or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of Directors it will be inexpedient of the Company to Communicate to the public.

INDEMNITY

174. Every Director, auditor, Officer and agent for the time being of the Company and every trustee for the time being acting in relation to any affairs of the Company shall be indemnified out of its funds for all costs, charges, traveling or other expenses, losses and liabilities incurred by them or him in the conduct of the Company's business or in the discharge of their or his duties and neither any Director nor Officer or Servant of the Company shall be held liable for joining in any receipt or other act for conformity's sake or for any loss or expenses happening to Company by insufficiency or deficiency of any security upon which any of the moneys of the Company shall be invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act, of any person with whom any moneys, securities or effects, shall be deposited, or for any other loss, or damage or misfortune whatsoever, which shall happen in the execution of their or his office or in relation thereto, unless the same shall happen through their or his own dishonesty.

175. Subject to the provisions of the Act, every Director, Agent and Officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he acquitted or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court.

176. The heirs, executors and administrators of every one of the aforesaid officer, auditor, agents and trustees shall be entitled to the benefits of the indemnities set forth in clause (a) and (b) of this Article.

177. **Overriding effect of Companies Act 2013:**

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made thereunder shall override the provisions of these Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013 if any.

Sl.No.	Names, Description, Occupation and address of subscribers with their Signatures	No. of Equity Shares taken by each Subscriber	Signature, Names, Address, occupation and description of witness
1.	Tumbalam Gooty Vasanta Gupta S/o.T.G.Krishna Moorthy, Merchant, Gosha Hospital Road, ADONI Sd/- (T.G. Vasanta Gupta)		
2.	Vitta Kristappa, S/o.V.D. Hanumantappa Merchant, Alur Road, ADONI Sd/- (Vitta Kristappa)		
3.	Tumbalam Gooty Krishna Murthy, S/o.Lakshmayya Setty, Merchant, Gosha Hospital Road, ADONI Sd/- (T.G. Krishna Murthy)		K.Sathyanna S/o.K.Eranna 25/822, Shroff Bazaar, ADONI Service Sd/- (K.Sathyanna)
4.	Tumbalam Gooty Venkatesh S/o.T.G.Gopal Setty Merchant, Ward No.XV Door No. 167 ADONI Sd/- (T.G. Venkatesh)		
5.	Vasantlal S.Jain S/o.Sakalchand, Merchant, Ward No.XIII/108, ADONI Sd/- (Vasantlal S. Jain)		
6.	Prakash Chand Singal S/o.Shri Amritlal Gupta, Merchant, 5-5-89/34. Ranigunj, SECUNDERABAD - 500 003. Sd/- (Prakash Chand Singal)		
7.	Ramanand Agarwal S/o.Prabhudayal Agarwal, Business, 5-5-57/15, Darusalam Dal Mill, HYDERABAD Sd/- (Ramanand Agarwal)		

Dated the 18th day of June, 1981 at Hyderabad.

Certified True Copy

For TGV SRAAC LIMITED

V. RADHAKRISHNA MURTHY
C.G.M. And Company Secretary