

**VIKALP
SECURITIES LIMITED**

Date : 29/01/2024

To,
The Asst. General Manager,
Department of Corporate Services
The Bombay Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001

Ref:- Scrip Code:- 531334

Sub: Outcome of Postal Ballot as per Regulation 30, 44 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), 2015

Dear Sirs,

This has reference to our Letter dated December 22, 2023, wherein we intimated about the initiation of the Postal Ballot process seeking approval of the Members to 1) Alteration in the Object Clause of the Memorandum of Association of the Company and 2) to adopt new set of articles of association of the company in accordance with companies act, 2013. The E-voting period for Postal Ballot commenced on December 28, 2023 at 9:00 a.m. IST and concluded on January 26, 2024 at 05:00 p.m. IST. The Board of Directors of the Company had appointed Mr. Adesh Tandon, Practicing Company Secretary (Membership No. 2253/ CP No. 1121) as the Scrutinizer for conducting the Postal Ballot and to submit the Report. In accordance with the report of Scrutinizer, the members of the Company have approved the aforesaid two proposals with requisite majority (99.99% and 99.99% respectively). The approvals are deemed to have been received on the last date of e-voting i.e. on Friday, January 26, 2024.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015, please find enclosed the Scrutinizer's Report on e-voting results of the Postal Ballot along with Brief of Alteration in Memorandum of association and adoption of Article of association in term of Regulation 30.

Please take the above on the record.
Thanking you,

Your Faithfully
Vikalp Securities limited

Arun Kejriwal
Designation : Managing Director
DIN : 00687890

PLACE : KANPUR

Regd. Office : 25/38, Karachi Khana, Kanpur - 208 001 Uttar Pradesh
CIN : L65993UP1986PLC007727; Contact No. : 0512-2372665
E-mail Id : vikalpsecuritieslimited@gmail.com • Website : www.vikalpsecurities.com



General information about company	
Scrip code	531334
NSE Symbol	
MSEI Symbol	
ISIN	INE186E01011
Name of the company	VIKALP SECURITIES LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-01-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Adesh Tandon
Firms Name	ADESH TANDON & ASSOCIATES
Qualification	CS
Membership Number	2253
Date of Board Meeting in which appointed	06-11-2023
Date of Issuance of Report to the company	29-01-2024

Voting results	
Record date	21-12-2023
Total number of shareholders on record date	2110
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To alter the object clause of Memorandum of Association of the company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1456200	1456200	100	1456200	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1456200	1456200	100	1456200	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	8650	8650	100	8649	1	99.9884	0.0116
	Poll							
	Postal Ballot (if applicable)							
	Total	8650	8650	100	8649	1	99.9884	0.0116

Total	1464850	1464850	100	1464849	1	99.9999	0.0001
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To adopt a new set of Articles of Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1456200	1456200	100	1456200	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1456200	1456200	100	1456200	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	8650	8650	100	8649	1	99.9884	0.0116
	Poll							
	Postal Ballot (if applicable)							
	Total	8650	8650	100	8649	1	99.9884	0.0116

Total	1464850	1464850	100	1464849	1	99.9999	0.0001
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, Kanpur - 208 001 (U.P.)
Tel. : 0512-2332397 • Mobile : +91-9839100709
E-mail : adesh.tandon1@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman and Managing Director,
VIKALP SECURITIES LIMITED.
25/38 Karachi Khana,
Kanpur,
Uttar Pradesh- 208001

Sub: Scrutinizer's Report on Postal Ballot Voting by way of electronic means in respect of passing of the Resolutions set-out in the notice dated November 06, 2023 through Postal Ballot.

Dear Sir,

I, Adesh Tandon, Company Secretary in Practice, Proprietor of Adesh Tandon & Associates, having its office at Office No. 811, 8th Floor, KAN Chambers, 14/113, Civil Lines, Kanpur-208001 have been appointed by the Board of Directors of **VIKALP SECURITIES LIMITED (the "Company")** as Scrutinizer for the purpose of scrutinizing the Postal Ballot voting conducted by way of E-Voting Process ("**e-voting**") in a fair and transparent manner on the special resolution contained in the postal ballot notice dated November 06, 2023 ("**Notice**") of the company issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (**the "Management Rules"**), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("**MCA**") vide its circulars 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated May 5, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 8th December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th



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December, 2021 and 3/2022 dated 5th May, 2022 and 11/2020 dated December 28, 2022 (collectively referred to as "MCA Circulars").

The said appointment as Scrutinizer is under the provisions of Section 110 of the Act read with the Management Rules. As the Scrutinizer, I have to scrutinize the process of e-voting conducted for postal ballot, using an electronic voting system on the dates referred to in the Notice.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to voting through Postal Ballot conducted by way of e-Voting Process on the resolutions contained in the Notice of Postal Ballot. My responsibility as a Scrutinizer for the Postal Ballot voting process conducted by way of e-Voting Process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast 'in favor' or 'against' the resolution as stated in the Notice, based on the E-votes from the members and reports generated from E-Voting system provided by National Securities Depository Limited ("NSDL") the authorized agency engaged by the Company to provide remote e-voting facility to its members.

The Notice along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.

The members of the Company holding shares as on the "cut-off" date i.e. **Thursday, December 21, 2023** were entitled to vote on the Resolution proposed as set out in the Notice.

In this regard, I hereby submit my report as under:

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting conducted by way of e-Voting only.
2. The Company had followed the process as required under the Management Rules as amended, in respect of providing voting through postal ballot conducted by way of e-Voting only.



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3. The E-Voting period remained open from **Thursday, December 28, 2023 at 09:00 A.M. (IST)** onwards to **Friday, January 26, 2024 at 05:00 P.M. (IST)** and the e-voting module was disabled thereafter.
4. At the end of the e-voting period, I have unblocked the electronic votes at 05:15 P.M. in the presence of two witnesses not in the employment of the Company i.e. Mr. Awashesh Dixit, R/o 30/6, Vishnupuri, Kanpur-208002 and Ms. Aarzo Singh, R/o 124/651, "B" Block, Govind Nagar, Kanpur-208006. They have signed below in confirmation of the E-Votes being unblocked in their presence.



(Awashesh Dixit)



(Aarzo Singh)

5. The details containing list of shareholders who voted 'for' or 'against' the resolutions put to vote were downloaded from the e-voting website of **NSDL**.
6. The particulars of all the electronic votes casted by the members through postal ballot conducted by way of e-voting Process have been recorded in a register separately maintained for that purpose.
7. I have scrutinized the electronic votes casted through postal ballot for the purpose of this report and the summary of the e-voting is as under:



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(A) Resolution No. 1: Special Resolution

Alteration of Object Clause of the Memorandum of Association of the Company:

(i) Voting **in favor** of the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	9	14,64,849	99.99%
Total	9	14,64,849	99.99%

(ii) Voting **against** the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	1	1	0.00*%
Total	1	1	0.00*%



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(iii) **Invalid Votes-** Nil

Since the votes cast in favor of the resolution are more than thrice of the votes cast against the resolution, the said Special Resolution is deemed to be passed with requisite majority.

(B) Resolution No. 2: Special Resolution

To adopt new set of Articles of Association of the Company in accordance with Companies Act, 2013:

(iv) Voting **in favor** of the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	9	14,64,849	99.99%
Total	9	14,64,849	99.99%

(v) Voting **against** the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot(E-voting)	1	1	0.00*
Total	1	1	0.00*



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(vi) **Invalid Votes-** Nil

Since the votes cast in favor of the resolution are more than thrice of the votes cast against the resolution, the said Special Resolution is deemed to be passed with requisite majority.

8. All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

*Note: The percentage of total number of valid votes cast against the resolution is very minuscule and hence the percentage is shown as 0.

Thanking You,
For ADESH TANDON & ASSOCIATES

Peer Reviewed Unit: 741/2020

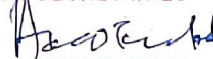
UDIN: F002253E003325573

Date: January 29, 2024

Place: Kanpur

Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES


PROPRIETOR
C.P. No. 1121

Adesh Tandon

Proprietor
FCS No.2253
C.P. No.1121

BRIEF OF ALTERATION IN MEMORANDUM OF ASSOCIATION AND ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION IN TERM OF REGULATION 30

Following is the brief note on Changes to the Memorandum of Association of the Company and adoption of new set of articles as approved by the members of the Company through postal ballot on January 26, 2024.

Earlier, The Business was dealing in assistance and consultancy service but it proposes to diversify its business in the real estate sector and trading of FMCG goods which seems to be profitable prospect for the company in near future. The Company is now proposed to pursue the activities of real estate business, which no longer reflect in the existing name of the Company.

Therefore, the approval of the Members is being sought by way of a special resolution in terms of section 13 and other applicable provisions of the Act, if any, read with the rules made there under, to enable the Company to alter the main object of the Memorandum of Association of the Company by Substituting the Clause 3(A) and Clause 3(B) of the memorandum of Association. Moreover, the existing "other clause" has been deleted in order to maintain the parity with the companies Act, 2013.

Upon enactment of the Companies Act, 2013, the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors in its meeting held on 06TH of November 2023 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company, subject to the approval of members of the Company and the same has been approved by the members of the Company on Friday January 26, 2024 by way of special resolutions. As per Scrutinizer's report following are the resolutions:-

TO APPROVE THE ALTERATION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and 15 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and SEBI Regulations (including any statutory modifications thereto or re-enactment thereof for the time being in force), and subject to necessary approval(s) if any, from the competent authorities the existing clause 3(A) 1 to 6 of Main Object Clause of Memorandum of Association of the company be

substituted by the following new clauses:-
 Clause 3(A)

1. To undertake consulting work regarding financial, legal secretarial, industrial, management business and taxation matters, technical and engineering services, techno economic surveys and market research within and outside India.
2. To undertake project supervision and render technical, legal and administrative assistance for improving the working of industrial and business concerns, corporations, institutions, governments and other bodies of persons within and outside India.
3. To act generally as industrial, and management and financial consultant within and outside India and in particular to render services to industrial and business concerns, corporations, institutions and governments and other bodies of persons on the following matters inter alia:-

(i) Management and organizational matters, production, cost control, quality control, operation research, accounting, internal audit, taxation, planning and valuation of properties, business shares and securities.

(ii) Construction and erection of factories and manufacturing units, procurement of raw material, planning and administrative of costing, pricing, marketing accounting system and labor relation and similar problems.

(iii) Diversification, modernization and expansion programmers', mergers, reconstruction and planning.

(iv) Law relating to companies' factories labor, taxation, excise, customs, cess, duties sales and other taxes and connected matters.

4. To carry on the business in India or abroad to purchase agricultural or non-agricultural, land and give on lease, rent, hire and to construct, plotting, build, establish, erect, promote, undertake, develop, acquire, sell, own, operate, equip, manage, renovate, recondition, turn to account, maintain and to run Industrial Park, Logistics Parks, Warehouses, go down, residential and commercial shops, schemes, flats, hotels, land open platforms, refrigeration houses, cold storages, goods, articles and things, and for the purpose to act as C & F agent, custodian, Hotel, Restaurant, warehouseman, transportation & distribution agent / or any such Lawful business as may be agreed between the partners mutually here to as may be decided from time to time.

5. To carry out the business of manufacturing, buying, selling, reselling, Importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods, services & merchandise on retail as well as on wholesale basis in India or elsewhere.

"RESOLVED FURTHER THAT in accordance with the provision of the Companies Act, 2013, the existing Clause 3 (B) containing "the Objects Incidental or Ancillary to the attainment of Main Objects" be and is hereby substituted by the New Clause 3 (B) ; the "Matters which are necessary for furtherance of the Objects" specified in Clause 3 (A) .

The existing clause 3(B) is substitute by the following new clause:

Clause 3(B)

1. to draw, make, accept, take and endorse, discount and issue bills of exchange, bills of lading, hundies, promissory notes , warrants, debentures and such other negotiable or transferable instruments of all types of securities and to open bank accounts of any type and to operate the same in the ordinary business of the Company .

2. To take over the assets and liabilities of any exiting business concern carrying on with similar objects as that of the company either on its dissolution or by absorption of in amalgamation with or otherwise.

3. To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or any company carrying on any business which the company is authorized to carry on or possessed of property suitable for the purpose of the company.

4. To obtain license, approvals and authorization from Government, Statutory and Regulatory Authorities, as may be necessary to carry out and achieve the objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.

5. To enter into any arrangement with the Government of India or with any State Government or with other authorities / commissions, local bodies or public sector or private sector undertakings, Financial Institutions, Banks, International Funding Agencies and obtain such charters, subsidies, loans, advances or other money, grants, contracts, rights, sanctions, privileges, licenses or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its

activities in furthering the interests of the Company or its members.

6. To own, possess, acquire by purchase, lease other rights and interest, exchange or hire real estate, equipment, Generating Stations and Transmission /distribution lines, lands, buildings, apartments, plants, machinery and hereditaments of any tenure or descriptions situated in India or abroad or any state or interest therein and any right over or connected with land so situated and turn the same to account in any manner as may seem necessary or convenient for the purpose of business of the Company and to hold, improve, exploit, reorganize, manage, lease, sell, exchange or otherwise dispose of the whole or any part thereof.

7. Subject to applicable provisions of law, to subscribe for, underwrite, or otherwise acquire, hold, dispose of and deal with the shares, stocks, debentures or other securities and titles of indebtedness or the right to participate in profits or other similar documents issued by any Government authority, Corporation or body or by any company or body of persons and any option or right in respect thereof

8. To create any depreciation fund, reserve fund, sinking fund, insurance fund, gratuity, provident fund or any other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes whatsoever conducive to the interests of the Company.

9. To enter into partnership or into any arrangement for joint working, sharing profits, union of interests, co-operation, joint venture reciprocal concessions or otherwise or amalgamate with persons or companies carrying on or engaged in or about to carry on or engaged in any main business or trade through physical or electronic pooling arrangements, ability to hedge its exposure through financial derivatives, transaction in India or abroad which the Company is authorised to carry on or engage in any business undertaking having objects identical or same, as are being carried on by this Company.

10. Subject to the provisions of the Act, amalgamate, with any other company of which has any of their objects similar to or otherwise any of the objects of the Company with or without modification in any manner with or without the liquidation.

11. To improve ; buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company and to process, purchase, buy, sell, import, or export or otherwise deal with the goods or materials either as raw materials or finished goods in connection with the attainment of main objects of the company.

12. To acquire shares, stocks, debentures or securities of any company carrying on any business which this Company is entitled to carry on or acquisition of undertaking itself which may seem likely or calculated to promote or advance the interests of Company and to sell or dispose of or transfer any such shares, stocks or securities and the acquired undertaking.

13. Subject to provisions of the Act, 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 to dispose of shares, debentures or securities of any other corporation or organisation.

14. To negotiate and enter into agreements and contracts with domestic and foreign companies, persons or other organizations for purchase/sale of equipments, technical, financial or any other assistance, for carrying out all or any of the objects of the Company and for technical know-how and with national/international financial institutions, Banks etc. for financial assistance and for carrying out all or any of the objects of the Company and To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in foreign country for the business or procession of the company.

15. To train or to pay for the training in India or abroad of the company's employees. or any



apprentice, technical or professional hand, skilled or unskilled labor or any other person, either in the present or likely to be in employment of or likely to be engaged in rendering any service to the company, its customers or associates, which training 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 or to recruit and employ experts, advisors, consultants etc. in the interest of achieving the Company's objects.

16. To raise or receive money in deposits at interest or otherwise borrow or overdraw from banks, firms, companies, corporations, Government or Private parties or form any securities, municipal or local in such manner as the company may think fit and in particular by issue of shares, debentures or other securities including those convertible into shares of this or any other company and as securities for any such money so borrowed, raised or received to mortgage, pledge, hypothecate or charge the whole or any part of the property, assets or revenue of the company present or future including its uncalled capital by special assignment or otherwise to convey or transfer the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, reduce to pay off any securities.

17. Upon and for the purpose of any issue of shares, debentures or any other securities of the Company, to enter into agreement with intermediaries including brokers, managers of Issue /commission agents and underwriters and to provide for the remuneration of such persons for their services by way of payment in cash or issue of shares, debentures or other securities of the Company or by granting options to take the same or in any other manner as permissible under the law.

18. To enter into contracts of indemnity and get guarantee and allocations for the business of the Company.

19. To ensure any of the rights, properties, undertakings, contracts, guarantees or obligations or profits of the Company of every nature and kind in any manner with any person, firm, association or company for the business of the Company.

20. To apply for, obtain, purchase or otherwise acquire and prolong and renew and patents, patent rights, brevets, inventions, processes, scientific, technical or other assistance, manufacturing processes, know-how and other information, designs, patterns, copyrights, trademark, licenses, concessions and the like rights or benefits, conferring any exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit of the Company or payment of any fee, royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon, testing or improving any such patents, inventions, rights or concessions.

21. To pay for any property or right acquired by or for any services rendered to the company and in particular to remunerate any person, firm or company introducing business of the company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms, as the company may determine, subject to the provisions of the Act.

22. To pay out of the funds of the Company all costs, charges, expenses and preliminary and incidental to the promotion, formation, establishment and registration of the Company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.

23. To agree to refer to arbitration any dispute present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

24. Subject to the provisions of the Companies Act, 2013, to subscribe, contribute, gift or donate any money, rights or assets for any national, educational religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research, associations, funds, universities, college or any individual, body of individuals or bodies corporate and to make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient, subject to the provisions of the Act.

25. To advance money either with or without security and to such persons and upon such terms and conditions, as the company may deem fit and also to invest and deal with the money of the company not immediately required in or upon such investments and in such manner, as from time to time may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulation Act, 1949.

26. To raise money, resources, properties by issue and allotment of shares, debentures and other securities whether for consideration in cash or otherwise, on such terms and conditions as the company may think fit and proper.

27. To borrow or raise money or secure the payment of money or to receive money on deposits, whether as secured loans and / or unsecured loans from companies, firms, banks, financial institutions, trusts, individuals, group of individuals bodies corporate, societies and organizations with or without interest, with or without rights to convert such borrowed monies in to shares of this or any other company or otherwise in such manner as the company may think fit and proper and by the issue of debentures, debenture stock, bonds either convertible into share of this or any other company or otherwise, or perpetual debenture annuities, and in security of any such money so borrowed or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenues of the company, present or future, including its uncalled capital, by special assignment or otherwise or to transfer or to convey the same, absolutely or conditionally or to create interest and to give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay off any such loans, debentures, debenture stock, bonds, deposits.

28. To lend money on property or on mortgage of immovable property or against bank guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or deal with the same, but the Company shall not carry on the business of Banking as defined in the Banking Regulations Act, 1949.

29. To improve, manage, develop, exchange, loan, lease, let, sub-let, mortgage, sell, dispose of, turn to account or otherwise deal with, any rights or property of the Company or the undertaking of the Company or any part thereof and, in respect of any disposal of whatever nature, for such consideration as the Company may think fit and, in particular, for shares, debentures or securities of any other association, partnership, corporation or company and to promote or aid in the promotion of any other association, partnership, corporation or company for the purpose of the acquisition of all or any of the properties, rights or liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

30. To receive grants, subsidies, contributions, donations, loans, advances or other monies or deposits of whatsoever nature from State Government, Central Government, Foreign Government and bodies, banks, companies, trusts or individuals with or without conditions for the purpose of fulfillment of objects of the Company subject to the provisions of the Act.

31. To apply for and obtain any order under any act or legislature, charter, privileges, concessions, license or authorization of any Government, State or any authority for enabling the Company to carry on any of



its main objects into effect or for extending any of the powers of the company or for effecting and modification of the constitution of the Company or for any other such purpose, which may seem expedient or calculated direct or indirectly to prejudice the interest of the company..

32. To guarantee for the performance or discharge of any contracts or obligations, liabilities, duties or the payment or repayment of any money by any person, firm or company, including such companies, which are or may come under the management or control of the company or Governments of States and also to give indemnity or guarantee that may be made by or on behalf of such company and if thought fit to secure or support such guarantee by mortgage, pledge or hypothecate any properties of the company as security for any advance to be made or any debt or obligations of any person, firm or company.

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

34. To acquire by purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purposes of its main business and in particular any land, buildings, easements, machinery, plant and stock-in-trade.

35. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the company.

36. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pensioner superannuation, provident or gratuity funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses or emoluments of any persons, who are or were at any time in the employment or service of the company or any company which is subsidiary of the Company or its allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

37. Subject to the provisions of the law of for the time being in force to invest and deal with the money of the Company not immediately required in or upon such securities and in such manner as from time to time to be determined.

38. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects or above objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

39. To establish for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India, as the Company may deem expedient. The company can enter into transactions such as takeover, amalgamation, merger, de-merger, compromise, arrangement & such other activities required to expand & grow the business.

40. To negotiate and enter into agreements and contracts with Indian and Foreign individuals, companies,



corporations and such other organizations for technical or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of necessary formulas and patent rights for furthering the main objects of the company.

41. To send out foreign countries its directors, employees or any other person for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in this connection.

42. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013, or such other status or rule having the force of law and to make payments to any persons, whose office of employment or duties may be determined by virtue of any transactions in which the Company is engaged.

43. To appoint agents, sub-agents, dealers, managers, canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this company is authorized to carry on and to constitute agencies of the company in India or in any other country and to establish depots and agencies in different parts of the work.

44. To acquire by concession, erection, construction, grant, purchase, lease, licence or otherwise, either absolutely or conditionally and either solely or jointly with any person, firm, company, corporation, government or local authority and buildings, forests, factories, any establishments, offices, workshops, and other privileges, rights and hereditaments and machinery, plants, utensils and all other movable and immovable of any description in India or elsewhere.

"RESOLVED FURTHER THAT the other objects clause of Memorandum of Association of the company be completely deleted starting from sub-clause 1 to 25 of Clauses C in order to comply with the provision of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to sign and execute all necessary documents, applications and e-forms, etc. for the purpose of giving effect to the aforesaid resolution."

TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 5 and Section 14 read with Schedule I to Companies Act, 2013 ('the Act'), and the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act and SEBI Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act based on Table F of the Schedule I to the Act, be and is hereby approved and adopted in substitution for, and to the exclusion of the existing Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to sign and execute all necessary documents, applications and e-forms, etc. for the purpose of giving effect to the aforesaid resolution."

