

**MEMORANDUM OF ASSOCIATION
OF
APOLLO SINDOORI HOTELS LIMITED**
(incorporated under the Companies Act, 1956)

I. The name of the Company is "Apollo Sindoori Hotels Limited".

II. The Registered Office of the Company will be situated in the State of Tamil Nadu.

III. (a) The Main objects for which the company is established :

1. To carry on the business of Hotels, Drive in Hotels, Motels, Health Resorts, Fast food centers, Restaurants, Cafe, Tavern, Beer House, Restaurant Room and Lodging Housekeepers.
2. To carry on the business of Licenced Victuallers, Wine Beer and Spirit Merchants, Brewers, Malsters, Distillers and Manufacturers of aerated mineral and artificial waters and other drinks, purveyors, caterers for public amusements.
3. To carry on the Travel agency and to act as tourist agents and contractors and to facilitate travelling and to provide for tourists and travellers or promote the provision of conveniences of all kinds and to carry on the business of coach, carriage, Lorry and Motor Car proprietors, livery stable and garage keepers, job masters, farmers, dairymen and ice merchants.
4. To carry on the trade of importers and brokers of goods, live and dead stock and foreign produce of all description, hair dressers, perfumers, chemists, proprietors of clubs, baths, swimming pools, dressing rooms, reading, writing and newspaper room, libraries.
5. To carry on in India and elsewhere all or any of the business of restaurateurs, hoteliers, caterers, cab owners and hirers, pharmacy and drug house owners, travel agents, provisions and club dealings in sport, art entertainment activities including music dance and drama.
- 6.* To carry on on its own or through partnerships or joint ventures with other entities the business of provision of healthcare support services and non healthcare support services in the domain of Bio medical engineering (Maintenance) Facility Engineering (Maintenance), Cleansing, House Keeping, Janitorial Services and Hospital Support Services, Management information Services to Healthcare and Non healthcare Facilities including Airports, Shopping Malls, Commercial Buildings and other Infrastructure Facilities existing as well as those coming up in future.

(* Inserted by special resolution passed by General body through postal ballot on 10/12.9.2007)

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

1. To purchase and sell or otherwise deal in computer media such as floppies, cards, magnetic tapes, cartridge disks, disc packs or any other item, in or by which information, details, computation methods, steps instructions and such other matters stores; computer stationery, printer ribbons, computer files or any other associated products and their accessories, stores, spares, parts, components and assemblies.
2. To engage in research and development of computers, electronic products, control systems, communication systems and other allied products.
3. To advice on comparative merits or otherwise of any equipment required by any person, association of persons, firm, concern, organization or institution and assist and/or undertake the procurement or disposal of the same.
4. To advice or render services like staff and management recruitment, training and placement, technical analysis of data processing, preparing of project reports, surveys and analysis for implementation of projects and review of their progress, critical path analysis of any organization and method studies and other economic mathematical statistical scientific and other modern management techniques and to establish and render consultancy and other services of professional and technical nature to industries, firms, associations, enterprises, institutions, bodies corporate and all types of concerns and to undertake assignments, jobs and appointments and to enter any contracts in relation thereto.
5. To secure organized and concerted action, direct and indirect on all matters connected with or having a bearing on the business of hire purchase financing.
6. To develop and run project division and undertake techno-economic feasibility studies and promotion, planning and implementation of new projects.
7. To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights, patterns, licenses, or easements and to erect, establish, maintain, improve and work any buildings, offices, presses, houses, sheds, roads, transport services, dams, sluices water courses and other works.
8. To purchase or otherwise acquire, erect, maintain, reconstruct, and adopt any workshops, mills, machinery on all or any of the lands in which the company is entitled to do so or for the time being the property of or in possession of the company.
9. To apply for obtain, purchase or otherwise acquire and protect, prolong and renew any patents, patent rights, brevets inventions, processes, trade secrets, scientific, technical or assistance, manufacturing process, know-how and other information, designs, patents, copy rights, trade marks, licenses, concessions and like rights or the benefits or right of use thereof which may seem capable of being used for or in connection with any of the purposes of the company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and grant

10. To pay for any immovable or movable property or assets of any kind acquired or to be acquired by the company or for any services rendered or to be rendered to the company and generally to pay or discharge any consideration to be paid or given by the company, in money or in shares whether fully or partly paid up.
11. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with scientific researchers, tests of all kinds and to promote studies and research, both scientific and technical, investigation and invention by providing, subsidising, endowing assisting laboratories, workshop, libraries, lecturers, meeting and conferences and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind, that may be considered likely to assist any of the business which the company is kind, that may be considered likely to assist any of the business which the company is authorized to carry on and to expand and placing upon the market any products of the company or distribute any patents, inventions, processes, information or rights which the company may acquire or lease or purport to acquire.
12. To receive income by way of royalty, commission, fees or any similar payment from the Government of a foreign enterprise in consideration for the use outside India any patent, invention, model, design, secret formula or process, or similar property, right or information concerning industrial, commercial or scientific knowledge, expertise or skill made available or provided or agreed to be made available or provided to such Government enterprise or in consideration of technical services rendered or agreed to be rendered to the foreign company or Government.
13. To compensate for loss of any Managing Director or other officers of the company within the limitations prescribed under the Companies Act, 1956, or other statute or rule having the law and to make payments to any persons whose office or employment or duties may be determined by virtue of any transactions in which the company is engaged.
14. To negotiate and enter into agreements and contracts with foreign individuals, companies, corporations and other organizations for technical financial or any other assistance for carrying out all or any of the objects of the company.
15. To sell or in any other manner deal with or dispose of the undertaking or property of the company, or any other part thereof for such consideration as the company may think fit and in particular for shares and other securities of any other company.
16. To borrow or raise money from financial institutions or receive monies on deposit by itself or jointly with others at interest or otherwise in such manner as the company may think fit and to raise or receive to mortgage, pledge or charge the whole or any part of the property, assets, or revenue of the company present or future and to give the lenders powers of sale of the property and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities.
17. To negotiate loans, to draw, make, accept, endorse discount, execute; buy, sell and deal in bills of

exchange, promissory notes, bills of lading and other negotiable or transferable instruments and securities.

18. To purchase or otherwise acquire and undertake the whole or any part of business, property, rights and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, possesses property or rights suitable for any of the purposes of the company, and to purchase, acquire, sell and deal in property of any such person, firm or company and to conduct, make or carry into effect any arrangements in regard to the winding-up of the business of any person firm or company, association or society.
19. To enter into partnership or into any agreement for sharing profits, 'union of interest', reciprocal concession, amalgamation or co-operation, with any corporation or company carrying on or about to carry on or engage in any business or transaction capable of being conducted within this memorandum and to take or otherwise acquire and hold shares or stocks in securities of, and to subsidise or otherwise assist any such company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company.
20. To promote and form and to be interested in and take, hold and dispose of shares in other companies, to transfer to any such company and property of this company, and to take or otherwise acquire, hold and dispose of shares, and other securities in or of the company and subsidise or otherwise assist any such company.
21. To pay either in cash or otherwise as the company deems fit all costs, charges, and expenses incurred or sustained in or about the promotion and establishment of the company, which the company shall consider to be in the nature of preliminary expenses.
22. To enter into any arrangements with any Governments or authorities that may seem conducive to the attainment of the company's objects or any of them, and to obtain from any such Government or authority, any rights, privileges, licenses and concessions, which the company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangements rights, privileges concessions.
23. To procure the registration, incorporation or recognition of the company under the laws or regulations of any other country.
24. To distribute any of the properties of the company amongst the members in specie or kind as permissible in law, in the event of its being wound up or on reduction of capital.
25. To enter into such arrangements as the company may think proper with any public authority for building chawls and tenements on the property of the company or on the properties of others and upon such terms as the company may think proper.
26. To remunerate by cash or otherwise or by other assets or by allotment of fully or partly paid shares or shares credited as fully or partly paid up or in any other manner to any persons, firms, associations or companies for service rendered or to rendered or in rendering technical aid and advice, granting

licenses or permissions for the use of patents, trade secrets, trade marks, processes or for services rendered in or about the formation of the company or any company or in introducing any property or business of the company or about the conduct of the business of this company.

27. To insure with any person or company against losses, damages, task and liability of any kind which may affect the company either wholly or partially, and if thought fit, to effect on such insurance by joining or becoming members of any insurance, protection or indemnity association, federation or society, and to accept any such insurance or any part thereof for the account of the company.
28. To receive money on deposit at interest or otherwise for fixed periods and to lend money on any terms that may be thought fit.
29. To enter into agreement, contract or undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures, articles and things belonging to any other company, firm, institution or person or persons by means of delivery by hands or otherwise.
30. To guarantee the payment of the money and the performance of contracts or engagement entered into by any company or person and to secure the payment of the money and the performance of any contracts or engagements entered into by this or any other company or persons, and to discharge any debt or other obligation of or binding upon this or any other company or person by mortgage or charge upon all or any part of the undertaking property and rights of the company (either present or future or both).
31. To lend with or without security, deposit or advance money, securities and property to with such persons and on such terms as may deem expedient, but not carry on the business of banking defined under the Banking Regulations Act, 1949.
32. To make pecuniary grants by way of donation, subject to the provisions of the Companies Act 1956 or any other law for the time being in force, contributions, subscription, pension or gratuity and to render assistance otherwise to or for the benefit of persons, who are or have been employed by the company or its predecessors and the widows, orphans and dependents of any of such persons, to or in aid of charitable, benevolent, religious, scientific, national, international and public institutions, objects or purposes or to any individual or body, associations or organisations or funds for the defence protection, indemnification or advantage of companies or others, for any exhibition and for the promotion of or opposition to any bill in parliament or state legislature or any like purpose.
33. To carry on in any place or places in the world any trade or business which the company is authorized to carry on and to establish agencies in any part of the world for the conduct of the business of the company or for the sale of any materials or things for the time being at the disposal of the company for sale; and to advertise and adopt means of making known all/or any of manufacture & products or goods of the company or any articles or goods traded or dealt in by the company in any way that may be thought advisable, including the posting of the bills in relation thereto, and the issue of circulars, books, pamphlets and prize lists for conducting competitions and the giving of prizes and rewards.

34. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
35. To amalgamate with any other company or companies having objects altogether or in part similar to those of this company.
36. To apply for, promote and obtain the incorporation, registration, or other recognition of the company in any state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any acts or parliamentary laws, decrees, concessions, orders, rights or privileges that may seem conducive to the company's objects or any of them and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.
37. To create any depreciation fund, reserve fund, sinking fund insurance or any other special fund, whether for replacing repairing, improving, extending or maintaining any property of the company, or for any other purpose conducive to the interests of the company.
38. To acquire and hold by way of investment or resell and to let on hire, lease, rent any property, metals, bullion, gold, silver, and other precious metals, diamonds, precious stones and ornaments of art to pay for same either in cash or otherwise.
39. To invest the surplus funds of the company from time to time in Government securities or in other securities as may from time to time be determined by the directors and from time to time dispose off or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
40. To establish competitions in respect of contributions or information suitable for insertion in any publications of the company, or otherwise for any purpose of the company, and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.
41. To provide for and furnish or secure to any members of the customers of the company or to any subscribers to our purchasers or processors of any publication of the company, or of any coupons or tickets, issued with any publications of the company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously otherwise.
42. To provide for the welfare of Managing Directors and the employees or Ex-Managing Directors, Ex-employees of the company and their spouses, widows or widowers and families or the dependents or connections of such persons by building or contributing to the building of houses, dwelling, chawls, or by grants of money, pensions, providing insurance, allowance, bonus or other payments or by creating and from time to time subscribing or contributing to provident or other association, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries medical and other attendance and other assistance as the company shall think fit, and to subscribe or contribute or otherwise to assist

or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, associations and objects which shall have any moral or other claim to support or aid by the company either by reason of locality of operation or public and general utility or otherwise.

43. To adopt such means of making known the products of or business carried on by the company as may deemed expedient and in particular by advertising in the press, by circulars and slides or purchase or exhibition of work of art and interest and publication of books and periodicals and by granting prizes, awards and donations subject to the provision of the companies act 1956, or any other law for the time being in force.
44. To adopt all or any of the above things in any part of the union of India and the world and as principals, agents, contractors, trustees, or otherwise, any by through trustees, agents, or otherwise and either alone or in conjunction with others.
45. To refer or agree to refer to arbitration, any claim, demand, dispute, legal proceedings of any other question by or against the company, or in which the company is interested or concerned and to observe and perform and to do all acts, matters and things to carry out to enforce the awards.
46. To enter into collaboration agreements with any persons including Governments or any other authority within or outside India whether the nature of the agreement is financial or technical on such terms and conditions as the company deems fit.

(C) OTHER OBJECTS :-

1. To buy, sell, manufacture, refine, manipulate, import and export and deal wholesale and retail in mechanical, civil, electrical, metallurgical, chemical, ceramic, aviation, marine, architecture, town planning, water and drainage pollution control, transport, mineral oil and other mining and exploration, catering air-condition, bio-medical engineering and technological products commodities, substances, apparatus of all kinds.
2. To manufacture, assemble, market, fabricate, lease, supply, distribute, buy, sell, import, export, design, black and white and colour television, photocopy and photographic equipment, communication systems, tele printers, automatic branch exchanges, electronic and electrical gadgets, video recorders, video games, electronic calculators, radar equipment, electronic accounting and business machines, electronic clocks, electronic sound and amplifier systems projection electronic x-ray and other bio-medical equipment, electronic synthesizers, electronic sirens, radio telephonic electronic navigational aids, electronic alarm systems, electronic traffic, electronic weighing machines, black and white and colour television, deflection components, stabilizers and power supply systems and related power products, voltage stabilizers and power systems, video equipment, electronic toys and games, ticketing machines, totalisators and screens of all kinds.
3. To carry on all or any of the business of printers, stationeries, lithographers, type foundries, stereotypes, photographic printers, photo-lithographers, chromelithographers, engravers, die-sinkers book-binders, designers, draughtsman, paper and ink manufacturers, book sellers, publishers

advertising agents, engineers and dealers in or manufacturers of any other articles or things or any of them or concerned therewith.

4. To carry on the business as timber merchants, saw mill proprietors, furnishers and buy, sell, grow, prepare for market, manipulate, import, export and deal in timber of all kinds, and to manufacture and deal in articles made thereof of furnitures of all kinds.
 5. To carry on the business of exporters and importers, function as export house and for this purpose deal in all varieties of commodities and for this purpose to all engage in ancillary services such as shipping, forwarding, road transport, inland transport.
 6. To carry on or any of the business of manufactures and dealers in organic and inorganic chemicals, petrochemicals, fertilizers, manures, pesticide, alcohols, coalar products, medicines, ointments essences, acids, toilet requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, colours, pigments, varnishes, inks, exposures,ammunitions, fuels, oils, greases, lubricants and vegetable oils.
 7. To carry on all or any of the business of manufacturing, processing and dealing in iron and steel ferro alloys, special steels, aluminium, copper, lead, zinc and other metals and their alloys and products and of manufacturing and dealing in industrial machinery, boilers, internal combustion engines, bearings, tubes, cables, wires, pipes, coke, printing machinery and textile machinery and their components and accessories.
 8. To carry on all or any of the business of makers of and dealers in scientific and industrial instruments of all kinds, for indicating, recording, controlling, measuring and timing and machine tools, precision tools, surgical instruments and appliances and artificial limbs, dental and optical equipments and surgical appliances of all kinds and providers of all requisites for hospital patients.
 9. To carry on all or any of the business and professions of providing services of all types including, technical, administrative, marketing, secretarial and other office services and providing services of technicians, scientists, administrators, salesmen, economists, accountants, tax experts and of acting as recruitment agent, organizers of conferences, marketing banking management, productivity, taxation, employment, investment, economic problems and makers.
 10. To carry on business of advertising agents to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
 11. To carry on business of manufacturing generator sets and other electrical equipments.
- IV. The liability of the member of the company is limited
- V. * The Authorised share capital of the company is Rs. 5,00,00,000 (Rupees Five Crore Only) divided into 1,00,00,000 (One Crore) Equity shares of Rs. 5 (Rupees Five) each. The company has the power from time to time to increase or reduce its capital and to issue any shares in the original or new capital as equity shares or preference shares or redeemable in accordance with provisions of companies Act, 2013

* Amended vide resolution passed at the Annual General Meeting dated 31st July 2018.

V1. We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of the shares in the capital of the company set opposite our respective names.

Sl. No.	Signature, Name, Address & Description and Occupation of the Subscriber	Number of equity shares taken by each subscriber	Signature, Name, Address, Description, and Occupation of Witness.
1	Sd/- Mrs. Preetha Reddy, W/o. Mr. P. Vijayakumar Reddy No.5, Subba Rao Avenue, II Street, Nungambakkam, Chennai - 600 034. BUSINESS	100 (One Hundred Only)	Sd/- Mr. S. Obul Reddy, S/o. S. Muni Reddy 10, Sakthi Nagar, First Street, Choolaimedu, Chennai - 600 094. SERVICE
2	Sd/- Mrs. Suneetha Reddy, W/o. Mr. P. Dwaraknath Reddy, No.5, Subba Rao Avenue, II Street, Nungambakkam, Chennai - 600 034. BUSINESS	100 (One Hundred Only)	Sd/- Mr. S. Obul Reddy, S/o.S. Muni Reddy, 10, Sakthi Nagar, First Street, Choolaimedu, Chennai - 600 094. SERVICE
		Total 200	

Place : Chennai
Date : 26-10-98

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956)

***ARTICLES OF ASSOCIATION
OF
APOLLO SINDOORI HOTELS LIMITED**

* The whole Articles of Association was substituted vide resolution passed in the Annual General Meeting dated 31st July 2018.

The following regulations comprised in these Articles of Association is proposed to be adopted in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

Interpretation

I. (1) In these regulations—

- (i) "Act" means the Companies Act, 2013;
- (ii) "Articles" means these articles of association of the Company or as altered from time to time;
- (iii) "Board of Directors" or "Board", means the collective body of the directors of the Company;
- (iv) "Company" means Apollo Sindoori Hotels Limited;
- (v) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act;
- (vi) "seal" means the common seal of the Company.

(2) 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.

(3) Table F of Schedule I of the Act, shall apply except to the extent, where specific provision is made in these Articles whether expressly or by implication. For clarity it is

provided that to the extent Table F becomes applicable, the provisions of Table F would be deemed to have been part of this Articles.

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at discount, as may be permitted under the Act, at such time as they may from time to time think fit.

2. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.

3. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

(a) Equity share capital:

(i) with voting rights; and / or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(b) Preference share capital.

4. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

(ii) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.

5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the

shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

6. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

7. (i) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -

(a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

(b) employees under any scheme of employees' stock option; or

(c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

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

Alteration of capital

8. The company may, from time to time, by a resolution as prescribed by the Act –

(a) increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution;

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;

(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

9. Where shares are converted into stock –

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

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

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

10. The company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules,-

(a) its share capital; and/ or

(b) any capital redemption reserve account; and/ or

(c) any share premium account; and/ or

(d) any other reserve in the nature of share capital.

Buy-back of shares

11. Notwithstanding anything contained in these articles but subject to all applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

12. All general meetings other than annual general meeting shall be called extraordinary general meeting.

13. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

14. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.

(iii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.

15. The Chairperson of the company shall preside as chairperson at every general meeting of the company.

16. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

17. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

18. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.

19. (i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

(ii) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting —

(a) is, or could reasonably be regarded, as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the Company.

(iii) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.

(iv) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

20. (i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

(a) be kept at the registered office of the Company; and

(b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.

(ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:

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

Adjournment of meeting

21. (i) The Chairperson may, suo moto, adjourn the meeting from time to time and from place to place.

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

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

Voting rights

22. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

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

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

23. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

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

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

25. 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.

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

27. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

28. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

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

Proxy

29. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the

time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

32. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).

33. (i) The board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

(ii) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

34. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Company in general meeting.

(iii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them -

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

35. The company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act)

make and vary such regulations as it may think fit respecting the keeping of any such register.

36. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

37. (i) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

38. (i) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

(ii) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.

(iii) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

39. (i) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.

(ii) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

40. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any

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

Proceedings of the Board

41. (i) The Board of directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

(iii) The quorum for a Board meeting shall be as provided in the Act.

(iv) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

42. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.

43. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

44. (i) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, 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.

45. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

(iii) The participation of directors in a meeting of the committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

46. (i) A committee may elect a Chairperson of its meetings, unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

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

47. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

48. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

49. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

50. Subject to the provisions of the Act, -

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

51. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief

financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Registers

52. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

The Seal

53. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as the Board may appoint for the purpose; and such director and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Accounts

54. (i) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

55. Subject to the applicable provisions of the Act and rules made thereunder -

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

56. (i) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

(ii) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

(iii) The Company may take and maintain any insurance as they may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

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

Sl. No.	Signature, Name, Address & Description and Occupation, of the subscriber	Signature, Name, Address, Description & Occupation of witness
1	Sd/- Mrs. Preetha Reddy, W/o. Mr. P. Vijayakumar Reddy No. 5, Subba Rao Avenue, II Street, Nuggambakkam, Chennai – 600 034 Business	Sd/- Mr. S. Obul Reddy, S/o. S. Muni Reddy 10, Sakthi Nagar First Street, Choolaimedu, Chennai – 600 094
2	Sd/- Mrs. Suneetha Reddy, W/o. Mr. P. Dwaraknath Reddy No. 5, Subba Rao Avenue, II Street, Nuggambakkam, Chennai – 600 034 Business	Sd/- Mr. S. Obul Reddy, S/o. S. Muni Reddy 10, Sakthi Nagar First Street, Choolaimedu, Chennai – 600 094

Place: Chennai

Date: 26/10/1998