MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

OXINA LAND DEVELOPERS PRIVATE LIMITED

Amended vide EGM dated 15-07-2022

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1. After the existing Object [III (a) Main Objects] Clause Nos. 1 to 3 of the Memorandum of Association, new Object Clause No.4 is inserted, which is subject to the approval of the Registrar of companies, Chennai.

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that OXINA LAND DEVELOPERS PRIVATE LIMITED is incorporated on this Fifth day of October Two thousand twenty-one under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U45203TN2021PTC146788.

The Permanent Account Number (PAN) of the company is **AADCO5896Q** *

The Tax Deduction and Collection Account Number (TAN) of the company is **CHEO06198D** *

Given under my hand at Manesar this Fifth day of October Two thousand twenty-one .

DS MINISTRY OF CORPORATE AFFAIRS 6

Digital Signature Certificate
SHIVARAJ C RANJERI
ASST. REGISTRAR OF COMPANIES
For and on behalf of the Jurisdictional Registrar of Companies
Registrar of Companies
Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

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

OXINA LAND DEVELOPERS PRIVATE LIMITED
No.37, Bishop Road, Puthur, Tiruchirappalli, Tiruchirappalli, Tamil Nadu,
India, 620017

* as issued by the Income Tax Department

सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Chennai

Block No. 6, B' Wing, 2nd Floor Shastri Bhawan 26, Chennai, Tamil Nadu, India, 600034

Corporate Identity Number: U45203TN2021PTC146788

SECTION 13(1) OF THE COMPANIES ACT, 2013

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

The shareholders of M/s OXINA LAND DEVELOPERS PRIVATE LIMITED having passed Special Resolution in the Annual/ Extra Ordinary General Meeting held on 15-07-2022 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

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

Given under my hand at Chennai this Nineteenth day of August Two thousand twenty-two.

DS MINISTRY OF CORPORATE AFFAIRS 15

Digitally signed by DS MINISTRY OF CORPORATE AFFAIRS 15
DN: c=IN, postalCode=600006, st=TAMIL NADU, o=REGISTRAR OF COMPANIES, o=MINISTRY OF CORPORATE AFFAIRS, ou=DS MINISTRY OF CORPORATE AFFAIRS 15
Reason: I attest to the accuracy and integrity of this document
Date: 2022.08.19 13:05:36 +05'30'

Arjun C

Registrar of Companies

RoC - Chennai

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

OXINA LAND DEVELOPERS PRIVATE LIMITED

No.37, Bishop Road, Puthur, Tiruchirappalli, Tiruchirappalli, Tamil Nadu, India, 620017

UNDER THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

OXINA LAND DEVELOPERS PRIVATE LIMITED

1. The name of the company is **OXINA LAND DEVELOPERS PRIVATE LIMITED**.

2. The Registered Office of the company will be situated in the state of Tamil Nadu.

3. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

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

1) To carry on the business to act as promoters, developers, engineers, contractors, builders, designers, planners, constructors and consultants of various types of civil construction projects including housing projects, residential buildings, multistoried flats & apartments, commercial buildings, commercial complexes, industrial constructions, public utility projects and other infra structure projects.

2) To carry on the business to act as promoters, developers, engineers, contractors, builders, constructors, erectors, demolishers, designers of various types of domestic, commercial and industrial - real estate projects.

3) To carry on the business to purchase, sell, resell, trade, transfer, take on lease or let on lease various types of domestic, commercial and industrial - land, sites, buildings etc., and raw materials for the purpose of carrying the business objects mentioned in (1) and (2) above.

4) To carry on the business to build, own, operate, run, maintain, take on lease, let on lease all types, varieties and sorts of luxurious boarding and lodging hotels, lodges, service houses/ apartments, guest houses, restaurants, food selling points, canteens, food courts, mobile food counters, caterers, cafes, taverns, pubs and bars, malls, entertainment arenas, resorts, emporiums, banquet halls, marriage halls, party halls, vacation arenas, stay rooms, refreshment rooms, spas, parlours and salons – by whatever name called, providing all types, varieties and sorts of accommodation, recreational, food service and hospitality facilities.

(B) Matters which are necessary for furtherance of the objects specified in clause III(A) are:

1) Subject to the provisions of the Act, the Company may carry on its business in India or elsewhere, either alone or jointly, with one or more persons, firms, companies, Bodies Corporates, LLPs, LLCs, with Governments, Local or Other Bodies, on own basis or on contractual basis or on lease basis or on franchisee basis, or on agency basis or on profit sharing basis or on consultancy basis.

2) To establish, develop, buy, lease, hire, license, use, operate, maintain computer hardwares, softwares and computer peripherals, impart training to employees and outsiders for the purposes of achieving the objects of the Company.

3) To form, constitute, promote, subsidize and assist or aid in forming, constituting, promoting, subsidizing, organizing, and assisting or aiding any company or companies, syndicates, corporations or partnerships to carry on or engage in any business or transaction which this company is authorized to carry on or to be engaged in any business undertaking.

4) To amalgamate with or buy off any other company or companies with objects similar to those of this company or any of them which may seem directly or indirectly calculated to benefit this Company.

5) To purchase or import, take on lease or in exchange, hire or otherwise acquire any moveable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and Stock-in-trade.

6) To buy off or absorb all or any part of the business or the property and liabilities of any company or association or firm or person doing business of a nature similar to those of this Company or to work on commission in one or more of them.

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

8) To pay out of the funds of the company all expenses which the Company may lawfully pay with respect to the incorporation of the Company.

9) To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

10) To draw, make accept, endorse, discount, execute, issue, pledge or mortgage, transfer, assign, sell or negotiate cheques, drafts, bills of exchange, promissory notes, bill of lading, warrants, debentures, hundies, railway receipts and other negotiable or transferable instruments and other mercantile documents of every kind and description.

11) To improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the undertaking of the Company or all or any of the properties, assets, rights or interest of the Company may deem fit and in particular for shares, debentures, or securities of any other company of a similar nature either in part or in whole.

12) To borrow or raise moneys or loans for the purpose of the Company by bonds, debentures, promissory notes, bills of exchange, hundies or other negotiable or transferable instruments or by taking credit in or opening accounts current with any individual or firm or with any banks or bankers or by mortgage or sell, or receiving advances on the sales, of any property of the Company and to purchase, redeem or pay off any such securities upon such terms as the Directors may deem expedient, subject to the provisions of the Companies Act, 2013 and directives of RBI.

13) Subject to the provisions of the Act to invest or otherwise deal with the moneys of the Company not immediately required, in such manner as may be determined by the Shareholders/ Board of Directors from time to time subject to the provisions of the Companies Act, 2013 in the interest of the Company.

14) To insure any of the properties, undertakings, contracts, risk or obligations of the company in any manner whatsoever.

15) To establish and maintain offices including at various Export Zones, and to appoint representatives, agents or correspondents in any place for the conduct of the Business.

16) To apply for, promote and obtain any Act of Parliament, charter, privileges, concessions, permits, subsidies, licenses, Trade Marks, Patents, Copyrights and such other authorizations, provisional order or license of any Government, State or Municipality, for enabling the Company to carry any other of its objects into effect or to carry the business as Export Oriented Unit or for extending any of the powers of the Company or for effecting any modifications of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to promote the interest of the Company.

17) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of business concerns and undertakings and generally of any assets, property or rights in which the Company is interested.

18) Subject to the provisions of the Act, to distribute among the members in specie any of the property of the Company or any proceeds of the sale or disposal of any property of the Company in the event of winding up but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

19) To establish and support or aid in the establishment of associations, institutions, funds, trusts and any other advances for the benefit of the employees or ex-employees of the Company and their dependents and to grant pensions and allowances and to contribute towards the premium of insurance payable on any lives of such employees.

20) To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund or any special or other fund whether for repayment or redemption of preference shares, redemption of debentures or debenture stock for dividends, for equalizing dividends, for repairing, improving, extending and maintaining property of the company.

21) To open and operate any type of bank accounts with one or more banks and obtain credit facilities with or without securities for its business.

22) To train or pay for the training in India or abroad of any of company's employees or officers or any candidate in the interest of or furtherance of the company's objects.

23) To establish research and development centers for the business of the company.

24) Subject to the provisions of the Act to invest the surplus funds, acquire, hold, and deal in shares, stocks, debentures, debenture stock, bonds, negotiable instruments, obligations and securities issued or guaranteed by any company, constituted or carrying on business in India or elsewhere, and debentures, debenture-stock bonds, obligations, and securities issued or guaranteed by any government, Sovereign-Ruler, commissioners, Public Body Authority, Supreme municipal, Local or otherwise whether in India or abroad.

25) To engage, employ, maintain and dismiss Technical advisers, experts, engineers, Technicians, agents, managers, superintendents, assistants, clerks, coolies, and other servants and labourers, and to remunerate any such person or individuals at such rate as shall be thought fit and to grant pensions or gratuities to any persons or individuals or the widow or children of any such person or individual and generally to provide for the welfare of all the employees.

26) To furnish and provide deposits and guarantee any funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege or in relation to the carrying out of any contract, concession, decree or enactment.

27) To pay, satisfy or compromise, claims made against the company which it may be necessary or seem expedient to pay, satisfy or compromise.

28) To purchase, charter, hire, or otherwise acquire vehicles for any of the business of the company.

29) To receive money on deposit with or without allowances or interest thereon for the purpose of financing the Business of the company within the permissible limit.

30) To join and participate in any chamber of commerce or commercial institutions or bodies as member or associate member and to pay all subscriptions and other amounts for such purpose.

31) To advertise, demonstrate, exhibit, broadcast at any place or places or in whatsoever manner found expedient, all or any of the product, manufacturers and other products or goods and to give away or distribute things, presents or other articles for the purpose of popularizing or advancing the interest of the company, in any way that may be thought advisable including the posting of bills in relation thereto and the issue of the books, pamphlets and price lists and conduction of competitions and giving prizes, therefor.

32) To apply for, obtain, renew and manage any recognition in India or abroad in any establishments, Chamber of Commerce, Institutions, private, public and government bodies, government departments for the purpose of standardization of quality, know-how, formula, export, import, quota, rights and other benefits.

33) To secure and enter into collaboration agreements, joint venture agreements with any persons, firms, company, government bodies or departments in India or abroad, for the purpose of selling or acquiring technical know-how, capital goods, financial assistance, training and developments.

34) To lend money, to give guarantee, to give security any of the asset(s) of the Company to any other body corporate, firm, individuals, directors, etc, subject to the provisions of the Companies Act, 2013 and the Rules thereunder.

35) To do all such incidental, ancillary and supplemental acts that are necessary for the attainment of the Main Objects of the Company.

4. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. The Authorized Share Capital of the company is Rs.15,00,000/- (Rupees Fifteen Lakhs only) divided into 1,50,000 (One Lakh Fifty Thousand only) Equity shares of Rs.10/- (Rupees Ten) each.

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

Sl. No.	Names, Addresses, Description and Occupation of the Subscribers	No. of Equity Shares taken by each subscriber	Signature of the subscribers	Signature, names, addresses descriptions and occupations of witnesses
1.	Mr. K. Karunanithi S/o. Mr. Karuppiah No. 42, 43, Canara Bank Colony, 5th Cross Srinivasa Nagar Tiruchirappalli - 620017 Business DIN: 07513925	1,35,000	Sd/- K. Karunanithi	The subscribers have subscribed and signed digitally in e-Form SPICe MOA on 02-10-2021. Sd/- K. Sankara Subramanian S/o. Mr. S. Krishnan 25/2, Sridhar Subiksha Pushpak Nagar 1st Left A. M. Road, Srirangam Tiruchirappalli - 620006 Practicing Company Secretary Membership No. F11241 C.P. No. 15994 Place : Trichy Date : 02-10-2021
2.	Mrs. K. Malarvizhi D/o. Mr. Abimannan W/o. Mr. K. Karunanithi No. 42, 43, Canara Bank Colony, 5th Cross Srinivasa Nagar Tiruchirappalli – 620017 Business DIN: 07514006	15,000	Sd/- K. Malarvizhi	
TOTAL		1,50,000 Equity Shares One Lakh Fifty Thousand Equity Shares		

UNDER THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OXINA LAND DEVELOPERS PRIVATE LIMITED

I. TABLE "F"

1. The Regulations contained in Table "F" in the Schedule I to the Companies Act, 2013 ("the Act") shall apply to the company in so far as they are not inconsistent with any of the provisions contained in these Articles.

II. CONSTITUTION

2. The Company is a 'Private Company' within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly:

    a. The right to transfer the shares in the capital of the company shall be restricted in the manner and to the extent hereinafter mentioned, in these articles.

    b. The number of members of the company shall be limited to two hundred not including.

        (i) Persons who are in the employment of the Company, and

        (ii) Persons, who having been formerly in the employment of the Company, were members of the Company while in that employment and having continued to be members of the company, after the employment ceased; and

    Provided that, where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this definition be treated as a single member.

    c. prohibits any invitation to the public to subscribe for any securities of the company;

III. BUSINESS

3. The business of the company shall comprise of the business of objects mentioned or included in the Memorandum of Association.

SHARE CAPITAL AND VARIATION OF RIGHTS

IV. CAPITAL

4. The Authorised share capital of the Company shall be the capital mentioned in Clause V of the Memorandum of Association. The Company has the power to increase or reduce the capital subject to the provisions of the Companies Act, 2013. The shares forming the capital (Original, increased or reduced) of the company may be sub-divided or

consolidated or divided into such classes with or without voting rights, privileges or conditions attached thereto and be held upon such terms and conditions as prescribed by the Shareholders and/or Directors from time to time subject to the provisions of the Companies Act, 2013.

V. SHARES

5. (a) The shares shall be at the disposal of Directors and they may allot or otherwise dispose of them to such persons at such time and generally on such terms and conditions as they think proper and make calls, subject to the provisions of the Companies Act, 2013 and the Rules thereunder.

   (b) Subject to the provisions of the Companies Act, 2013 read with Rules Made thereunder and Capital Clause of Memorandum of Association of the Company, including modifications, alterations or amendments, if any, the Company shall make, issue, offer, allot and/or redeem preference shares to persons who are or are not the shareholders of the Company.

   (c) Subject to the provisions of the Companies Act, 2013 read with Rules Made thereunder including modifications, alterations or amendments, if any, the Company shall offer/ issue shares by way of private placement / preferential allotment to persons who are or are not the shareholders of the Company.

6. Each shareholder has the right to nominate any person(s) and change the nomination from time to time suited to his/her choice, subject to the approval of the Board and transfer the shares at any time to such Nominee(s) and the Board of Directors shall have power to refuse transfer / transmission of shares if such transfer/transmission is considered by the Board as detrimental to the interest of the company or the number of members is likely to exceed the maximum prescribed under the Act from time to time.

VI. LIEN

7. The company Shall have first and paramount lien on every share registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof in respect of his /her indebtedness to the company on any account whatsoever whether solely or jointly with any other persons and such lien shall extend to all dividends and bonus from time to time declared in respect of such shares.

VII. TRANSFER OF SHARES

8. Any member who desires to transfer the share should give a request therefor to the Board along with necessary documents and the Board will act thereon and take decision at its discretion subject to the provisions of the Act and the rules thereunder. To approve and give effect to transfer of shares, the Board may impose such conditions or restrictions as it may deem fit in the best interests of the Company from time to time and/or on case to case basis.

VIII. CAPITALISATION OF PROFITS

9. The Board may from time to time pay to the members such interim dividends and recommend for declaration of final dividend and/or for issue of Bonus Shares as

justified by the profits of the Company. For the purpose of payments of such dividends / issue of Bonus shares the Board may take into account or credit of all amounts standing to the credit of any reserve- whether revenue reserves or capital reserves such as revaluation reserve, whether realized or not, amounts standing to the credit of Profit and Loss Account, General Funds, Reserve Funds.

The Board may before recommending any dividend or recommending for issue of bonus shares set aside out of the profits of the company such sums as it may think proper to such reserves for any purpose to which the profits of the company may be properly applied. The Board may also carry forward any profit which it may think prudent not to divide without setting them aside as a reserve.

IX. BUY-BACK OF SHARES

10. Subject to the provisions of Section 68 to 70 and other provisions of the Companies Act, 2013 and the Rules made there under the Company shall have the right to buy back its own shares.

X. GENERAL MEETINGS

11. (i) The Board of Directors may convene General Meetings and Extra Ordinary General Meetings by giving not less than 3 days' notice to the Shareholders.

(ii) The provisions of section 102 and Section 105 of the Companies Act, 2013 are not applicable to the Company. However, the nominee director of Financial Institutions / Banks shall have the power to appoint proxies as per the provisions of the Companies Act, 2013.

XI. DIRECTORS

12. The number of Directors shall not be less than two and not more than fifteen.

13. (i) The First Directors are:

1. K. Karunanithi
2. K. Malarvizhi

Mr. K. Karunanithi shall be the first Chairman and Managing Director and Mrs. K. Malarvizhi shall be the first Wholetime Director.

The First Directors shall be permanent Directors of the Company, (not liable to retirement by rotation) [subject to Article No.19(d) infra] during their lifetime unless otherwise they resign their Directorships on their own accord or disqualified to hold such office by any of the statutory provisions as may be in force.

The Managing Director or Whole-time Director of the Company shall hold office for such maximum periods allowed under the provisions of the Act read with Rules made thereunder and any amendments thereto.

The Board or Shareholders may re-appoint such Managing Director/ Whole-time Director on such terms and conditions subject to the provisions of the Act read with Rules made thereunder and any amendments thereto.

14. Other Directors may be appointed by the Company at a general meeting for such periods and on such terms and conditions as deemed fit and necessary without prejudice to the right of the Board of Directors to co-opt one or more persons to be Directors, subject to the prescribed maximum number.

15. A person need not hold any share in the Company for being appointed or continuing as a Director of the Company [subject to Article No.19(d) infra].

16. Subject to the provisions of the Companies Act, 2013 and the Rules thereunder, the Board of Directors or the Shareholders may appoint Managing Director and/ or other Whole-time Directors, fix the terms of their appointment and delegate powers, duties and responsibilities from time to time and he / they would exercise the substantial powers of management of the Company including filing of suits, affidavits, counter affidavits, execute vakkalats and connected legal documents in the name of the Company and he/ they would function under the control and superintendence of the Board.

    In the absence of any such Managing Director the Board will have all such powers and may delegate its powers to one or more directors and/or officers of the Company.

17. The Shareholders may remove such Managing Director/ Whole-time Director and may appoint such other person(s) to such post(s) from time to time.

18. (a) The Board may delegate any or all of its powers, subject to the provisions of the Articles of Association of the company and the companies Act, 2013 to one or more Directors and / or persons on such terms and conditions as deemed necessary and may withdraw or modify the delegated power(s) from time to time.

    (b) The Board shall have power to open and operate one or more Bank Accounts of any type with Nationalised and/or Scheduled Banks, private Banks, Co-operative Banks, Foreign Banks, raise or borrow any sum of money with or without security from Banks for and on behalf of the Company and may delegate its power(s) to one or more Directors and /or person(s), withdraw or modify the delegated power(s) from time to time.

19. (a) The Board is entitled to co-opt additional Directors, alternate Directors, nominee Directors, subject to the provisions of the Companies Act, 2013 and the Rules thereunder.

    (b) Notwithstanding anything contrary contained in the Articles, so long as any money remains owing by the Company to any of the State/Central Financial Institutions, or Banks or any Financing Company or Body out of any loans granted by them to the Company or so long as any liability of the Institutions on behalf of the Company remains outstanding, the Institutions shall have the right to appoint from time to time, any person or persons as a Director or Directors (hereinafter referred to as Nominee Director/s) on the Board and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.

The Board of Directors shall have no power to remove from office the Nominee Director/s. Such Nominee Director/s shall not be required to hold qualification share in the Company. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and subject to the same obligations as any other Director of the Company.

(d) Not withstanding anything contained in these Articles so long as any money is borrowed from and/or remains owing by the Company to the Financial Institutions such as TIIC, IDBI, SIDBI, etc and/or Banks or the liability of the Company arising out of any guarantee is outstanding to one or more of them all the directors are liable to retire by rotation and each director should hold atleast one share as qualification share in the company, if and when such conditions are stipulated by those financial institutions and/or Banks. In the absence of any such conditions by those financial institutions and/ or Banks this sub-article will not be applicable to the directors of the Company and other article nos 13 and 15 supra shall apply.

(e) Notwithstanding anything contained in these Articles to the Contrary the Nominee Director/s so appointed shall hold office only so long as any money remain owing by the Company to the Institutions or the liability of the Company arising out of any guarantee is outstanding and he/they are not liable to retire by rotation.

20. The Directors shall be paid a sitting fee of such sum for attending each meeting of the Board of Directors or Committee thereof at the rates fixed by the Board from time to time subject to provisions of the Companies Act, 2013.

XII. POWERS AND DUTIES OF DIRECTORS

21. The powers and responsibilities of the Directors of the Company shall be as in the Companies Act, 2013 and in Table 'F' thereof except in so far as they stand modified by the provisions of these Articles.

XIII. BORROWING POWERS

22. Subject to applicable provisions of the Companies Act, 2013 the Board of Directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from Banks, Financial Institutions, Directors and such other persons on such terms and conditions as may be approved by the Directors.

23. The Board of Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by issue of debentures or bonds of the Company or by mortgage or charge of all or any part of the properties of the Company and of its uncalled capital for the time being.

24. Debentures, Bonds or other Securities may be issued at discount, premium or otherwise and with special privileges as to redemption, surrender, drawing and allotment of shares.

25. The Company may provide or furnish guarantees with or without creating charges on any one or more assets of the Company for securing repayment of the financial facilities extended by Banks and/or financial institutions to the Company and /or to other

Companies and business houses subject to the provisions of the Companies Act, 2013 and the Rules thereunder.

26. Further the Company is authorized to secure repayment of the financial facilities extended by Banks and/or financial institutions to the Company by providing guarantees of one or more directors, shareholders and other body corporate and business houses if and when needed subject to the provisions of the Companies Act, 2013 and the Rules thereunder.

XIV. GENERAL AUTHORITY

27. Wherever in the Companies Act, 2013, 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 authorised by its Articles, then and in that case this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transactions, as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.

XV. DIVIDENDS AND RESERVE

28. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

XVI. ACCOUNTS

29. The Directors shall cause true accounts to be kept in such books and in such manner as the Directors may deem fit and the books of accounts shall be kept at the Registered Office of the Company or in such place in India as the Directors may think fit subject to the provisions of section 128 of the Companies Act, 2013.

XVII. INDEMNITY

30. All Directors, officers and employees of the Company, all professionals engaged by the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him/them as such Directors, officers, employees, or professionals in defending any proceeding whether civil or criminal in which judgement is given in his /their favour or in which he is / they are acquitted.

XVIII. AUDITING

31. The Shareholders at the General Body Meeting or Extra-Ordinary General Body Meeting will appoint the Auditor(s). The directors may fill up any casual vacancy in the office of the Auditor, except the vacancy caused by the resignation of the auditor.

32. The Accounts shall be audited by the Auditors duly appointed by the Company for every financial year and the audited accounts be placed before the Annual General Meetings of the Company.

33. The Board shall arrive at the Net Profit / Net Loss of the Company by preparing the statements of account with reference to the provisions of the Companies Act, 2013.

XIX. SECRECY

34. No member without the permission of the Managing Director, if any, or such other Director shall be entitled to visit or inspect the Company's works or to require any details or information regarding the manufacturing or trading of the Company, or any matter which is or may be in the nature of a trade secret or process and which in the interests of the members of company, is not desirable to communicate to the public and would be inexpedient in the interest of the company to disclose.

Sl. No.	Names, Addresses, Description and Occupation Of the Subscribers	Signature of the subscribers	Signature, names, addresses descriptions and occupations of witnesses
1.	Mr. K. Karunanithi S/o. Mr. Karuppiah No. 42, 43, Canara Bank Colony, 5th Cross Srinivasa Nagar Tiruchirappalli - 620017 Business DIN: 07513925	Sd/- K. Karunanithi	The subscribers have subscribed and signed digitally in e-Form SPICe AOA on 02-10-2021. Sd/- K. Sankara Subramanian S/o. Mr. S. Krishnan 25/2, Sridhar Subiksha Pushpak Nagar 1st Left A. M. Road, Srirangam Tiruchirappalli - 620006 Practicing Company Secretary Membership No. F11241 C.P. No. 15994 Place : Trichy Date : 02-10-2021
2.	Mrs. K. Malarvizhi D/o. Mr. Abimannan W/o. Mr. K. Karunanithi No. 42, 43, Canara Bank Colony, 5th Cross Srinivasa Nagar Tiruchirappalli – 620017 Business DIN: 07514006	Sd/- K. Malarvizhi	