



प्रारूप I और
FORM NO. I.R.



निगमन का प्रमाण-पत्र
CERTIFICATE OF INCORPORATION

*

ता. 16-16409 का स. 1995

No. 16-16409 of 1995

में एतद् द्वारा प्रमाणित करता हूँ कि आज **अजला फिन्वैस्ट प्राइवेट लिमिटेड**

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

I hereby certify that **AUJLA FINVEST PRIVATE LIMITED**

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and the Company is limited.

मेरे हस्ताक्षर से आज ता. 15-05-1995 को दिया गया।

Given under my hand at JALANDHAR this 15th day of

May One Thousand Nine Hundred and Ninety Five.

(25th VaIsakha, Saka, 1917)

(K.L.KAMBOJ)

कम्पनियों का रजिस्ट्रार
पंजाब, हि. प्र. एवं चण्डीगढ़
Registrar of Companies
Punjab H.P. & Chandigarh.

गणेश
25th June

For Aujla Finvest Pvt. Ltd.

Mahesh
Director

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
FINDOC FINVEST PRIVATE LIMITED

- I. The name of the company is FINDOC FINVEST PRIVATE LIMITED
- II. The Registered Office of the company will be situated in the State of CHANDIGARH.
- III (A) The objects to be pursued by the Company on its incorporation are:
 - i. Subject to the rules of Reserve Bank of India and the provisions of section 73 of the Companies Act, 2013 to lend money and negotiate loans with or without security to such companies or persons and on such terms as may seem expedient and to guarantee the performance of contracts, provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
 - ii. To act as financial consultant and manage the share portfolio of various individuals, firms and companies and to lend money and negotiable loans provided that the company shall not carry on the business of banking as defined in the Banking Companies Act, 1949
 - iii. To act as financial and investments consultants, management consultants, marketing consultants and to provide advice, services, consultants in various fields, general, industrial, administrative, secretarial, commercial, financial, legal, economic labour, personnel and public relations, scientific technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing and programming.
 - iv. To carry on the business as financiers, capitalists, concessionaries, merchants, agent, sub agents and carry on the business of finance.
 - v. To carry on the business of Leasing, Hire Purchase, General Finances in all branches in India.
 - vi. To carry on the business of financing against goods, securities, commodities, gold or hypothecation or pledge of any kind of goods, securities and commodities as security.
 - vii. To transact or carry on all kinds of agency business and in particulars in relation to the investment of money, the sale of property and the collection and receipt of money.
 - viii. To receive money, securities and valuable of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient.
 - ix. To carry on the business of loans and investments of any kind with or without security.
 - x. To carry on the business of leasing and hire purchase company and acquire, to provide on lease or to provide in hire purchase basis all types of industrial and offices, plant, equipment, machinery, vehicles, buildings and real estate, required or manufacturing processing transportation and trading business and other commercial and service business.
 - xi. To buy, sell, dispose off, deal in or trade in any kind of stock, securities, commodity, currency derivative, commercial papers, debt instruments, bonds, debentures, underwriting as well as estates, properties and other assets on behalf of individuals, firms, companies and other persons.
 - xii. To carry on the business of properties; investment consultants in the course of carrying on the main objects of the Company.
 - xiii. To acquire, buy , purchase or otherwise deal in exchange in any movable or immovable property, mines, mining rights, quarries , metaferrous land and interest therein and any rights or privileges which the Company think necessary or convenience for the purpose of its business.

Sonia Aggarwal (Director)
(DIN : 05346489)
Add.: House No. 809, New Gopal Nagar,
Gazi Gulla Road, Jalandhar-144001.

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For Findoc Finvest Private Limited

Sonia Aggarwal
Director


- xiv. To undertake and execute trusts the undertaking of which may seem to the Company desirable either gratuitous or otherwise.
- xv. To establish and promote or concur in establishing or promoting any Company for the purpose of acquiring all or any other properties, rights and liabilities of the Company.
- xvi. To sell, lease, mortgage, exchange, grant license and other rights improve, manage, develop and turn to account and in any other manner deal with or dispose of undertaking, investment, properties, assets, and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for any shares, stocks, debentures or other securities of any other Company having objects altogether or in part similar to those of the Company.
- xvii. To distribute as dividend or issue bonus shares among the member or to place to reserve or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on debentures, issued at a premium by the Company and any money received in respect of dividends accrued or forfeited shares, and money arising from the sale by the Company of forfeited shares, subject to the provisions of the Companies Act, 2013.
- xviii. To employ agents or experts to investigate and examine into the conditions, prospects, value there under and circumstances of any business concerns and undertakings and of any assets, properties and or rights which the Company propose to acquire.
- xix. To accept, gifts, bequests devices of donations of any movable or immovable property or any interest therein from members or others.
- xx. To create reserve fund, sinking fund, insurance fund, or any other special funds whether for depreciation, repairing, improving research, extending or maintaining any of the properties of the Company for any other purpose conducive to the interest of the Company.
- xxi. To subscribe, contribute, gift or donate any money, rights or assets for any national educational religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institution clubs, associations, trusts, scientific, research association's funds, universities, colleges or any other individual, body of individual or bodies corporate.
- xxii. To finance the industrial enterprises by way of lending and advancing money, machinery, land, building, shed or such other things as may be required by such industrial enterprises either with or without security and upon such terms and conditions as the company may think fit and to guarantee or become sureties for the performance of any agreement or contract entered into by any industrial enterprises, with any financial institution, banks or other parties for obtaining finance whether for its long term capital, working capital or for any deferred payment finance.
- xxiii. To carry on the business of investment company and to act as underwriters, sub-underwriters, brokers, to invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures, debentures-stockers, bonds, fixed deposits, inter-corporate deposits units, obligations and securities issued or guaranteed by India or Foreign Government, States, Dominions Sovereign, Municipalities or Public Authorities or Bodies and shares, stock debentures, debenture stocks, bonds, obligation and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.

(B) Matter which are necessary for furtherance of the object specified in clause 3(a) are:-

- i. To enter into any arrangement or agreements or contract with any Person, Association, Firm or Collaboration, Government or other authority whether in India or outside, for technical collaboration, know how, training of technicians, or such other purpose that may seem beneficial and conducive to the main objects of the Company.
- ii. To purchase, take on lease or otherwise acquire and undertake all or part of business property, liabilities and right of any person, firm or Company carrying on any business which this Company is authorised to carry on or be possessed of property suitable for the purpose of the Company.

Sonia Aggarwal (Director)
 (DIN : 05346489)
 Add.: House No. 809, New Gopal Nagar,
 Gazi Gulfa Road, Jalandhar-144001.

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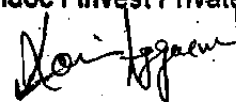
For Findbc Finvest Private Limited

 Director

- iii. To enter into any arrangements with any government or authority (supreme, local, municipal or otherwise) that may seem conducive to Company's objects or any of them and to obtain from any such government or authority all rights, concession with its business and to carry out exercise and comply with any such arrangements rights, privileges and concession.
- iv. To design, develop, alter, exchange, either as principals or agents, let on hire, import the technical know-how, machinery, assemblies, components and other parts used in the manufacture of products specified above and ancillaries thereof.
- v. To institute, conduct, defend, compound, compromise any legal proceeding against or by the Company.
- vi. To remunerate any person, firm or Company for services rendered or to be rendered in the acquisition of property by the Company or the conducts of the business.
- vii. Generally to purchase or take on lease, or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient with the reference to any of these objects and capable of being profitability dealt within connection with the Company's property or right, for the time being.
- viii. To employ expert to investigate and examine into the condition, prospect, value, character and circumstances of any business concern and undertaking and generally of any assets, property rights proposed to be acquired by the Company.
- ix. To guarantee the performance of any contract or obligations of and the payment of money unsecured of dividends and interest on any debentures, debenture stock, shares or securities, of any company, corporation, firm or person in case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.
- x. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to lend money on mortgage of immovable property, or on hypothecation or pledge of movable property or without security.
- xi. To issue and deposit any securities which the Company has power to issue by the way of mortgage to secure any sum less than the nominal amount of such securities, and also by the way of securities for the performance of any contracts or obligations of the Company or in whose business or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly.
- xii. To accumulate funds and to invest or otherwise employ moneys belonging to the Company upon shares, securities or other investments whatsoever upon such terms as may be thought fit and proper and from time to time to vary such investments in such manner as the Company may think fit.
- xiii. To improve manage or develop, exchange, lease, mortgage, or dispose off, all or any part and rights of the Company.
- xiv. To open current, cash credit, overdraft or other account with any individual, firm or company or with any Banks or Bankers or shroffs and to pay into accounts and to withdraw money from such accounts.
- xv. To distribute as dividend or bonus, among the members or to place to reserve or otherwise apply as the Company may from time to time think fit any received by way of premium shares or debentures issued at a premium by the Company and money arising from the side by the Company of forfeited shares.
- xvi. To undertake the study of consumer or medical tastes in India or foreign markets, and to cooperate with Trade, Associations, Governments Agencies, and medical associations or manufactures of medicines or drugs.
- xvii. To establish, purchase and take on lease or otherwise acquire and run shops, showrooms distributing centers, stores and depots and place in India or abroad.
- xviii. To acquire, purchase and take on lease any of the fixed assets, machinery, furniture, stores of raw, finished materials, privileges, quota rights, goodwill pertaining to any business to achieve the aforesaid objects.

For Findoc Finvest Private Limited

Sonia Aggarwal (Director)
 (DIN : 05346489)
 Add.: House No. 809, New Gopal Nagar,
 Gazi Gulla Road, Jalandhar-144001.

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 Director

- xix. To acquire for the purpose of the Company by purchase, lease, exchange or otherwise any estates, lands, buildings and property of any nature or description and or interest therein and any rights over or connected with land and to turn the same to account as may deem expedient in connection with business of the Company.
- xx. To lend money, either with or without security and generally to such persons and upon such terms and conditions as the Company may think fit in connections with its business and also invest the money of the company not immediately required in such manner as from time to time may be determined, provided that the company shall not carry on the business of banking in any such manner as defined under the Banking Regulations Act, 1949.
- xxi. To promote any Company or Companies for the purpose of acquiring all or any property, rights and liabilities of this Company or for any other such purpose which may seem directly to indirectly calculated or benefit to this Company.
- xxii. To take or otherwise acquire and holds shares in any other Company having objects altogether or in part similar to those of this Company.
- xxiii. To undertake and execute any trusts the undertaking of which may seems to the Company desirable and either gratuitous or otherwise.
- xxiv. To establish, provide, maintain, conduct or otherwise subsidies research laboratories and experimental workshops, for scientific and technical researches, to promote studies and researches, both scientific and technical, investigation by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences.
- xxv. To adopt such means of making known the products of the Company as may deem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of works of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- xxvi. To take interest and promote and undertake the formation and establishment of such institutions and companies as may considered to be conducive to the interest of the Company and also to promote subsidiaries and ancillaries.
- xxvii. To lease, mortgage, or otherwise dispose off property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stocks, debentures or securities or any other such Company having objects altogether or in part similar to those of this Company.
- xxviii. To employ/acquire technical experts, technocrats, consultants, engineers, mechanics, foremen, skilled and unskilled labour for any of the business of the Company.
- xxix. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale and resale, any goods from time to time belonging to the Company.
- xxx. Subject to section 391 to 394 of the Act to amalgamate with or takeover other company or companies having objects altogether or in part similar to those of this Company.
- xxxi. To buy foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf.
- xxxii. To ensure with any person or Company against losses, damages, risks and liabilities of any kind which may effect the company either wholly or in part directly or indirectly.
- xxxiii. To procure the company to be registered or recognized in any part of the world.
- xxxiv. To enter into partnership, agreement or arrangements for sharing profits or any union of interest, joint venture, reciprocal concession or co-operation with any person or persons, company or companies carrying on or engaged in or about to carry on or engaged in or being authorised to carry or engage in any business or transaction which this Company is authorised to carry on or engaged in, or any business or transaction capable, of being conducted so as directly or indirectly to benefit the Company.
- xxxv. To act as consultants in order to provide technical information, know-how, data, processes, formulas, techniques and methods, engineering services, manufacturing data, plans, layouts, blue prints and other data for the design, installation, erection and consultancy, maintenance and operation of any plant, machinery, equipment and facilities whatsoever required and to sub license any person, party, company, corporation, Government or Semi-government, institutions or any other body else in connection with the business of the Company.

Sonia Aggarwal (Director)
 (DIN : 05346489)
 Add.: House No. 809, New Gopal Nagar,
 Gazi Gulla Road, Jalandhar-144001.

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Sonia Aggarwal
 Director

- xxxvi. To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any design, trade marks, copy rights, patent rights, inventions, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights their use or any information as to any invention which may seem calculated directly or indirectly to benefit the company in connection with its business and to use, exercise, develop or grant licenses in respect of the information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights and to get the same converted/ transferred in the name of the company.
- xxxvii. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, water courses, wharves, electric works and other works and conveniences which are calculated directly or indirectly to advance the interest of the Company and to join with any person in doing any of these things for the attainment of main objects.
- xxxviii. To pursue the registration or other recognition of Company in any country, state or place and to establish and to regulate agency 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 Act of Parliament, laws, decrees, concessions, orders, rights or privileges that are conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly or to prejudice Company's interest/ rights.
- xxxix. To do all or any of Company's business as principals, agents or the business as representative of any persons, firms, company or corporation, having business or objects altogether or in part similar to those of this Company and to carry on the business of the company with foreign collaboration on terms and conditions subject to laws governing the same.
- xl. To construct, erect, establish, take on hire, rent or lease factories for manufacturing and processing of packing articles and materials by mechanical, electrical or manual operation.
- xli. Subject to the provisions of the Companies Act, 2013 to invest in any real or personal property rights or interest acquired by or belonging to the Company on behalf of or for the behalf of the Company but with the declared trust in favour of the Company.
- xl.ii. To carry on any business or branch of a business which this company is authorised to carry on by means of or through the agency of any subsidiary or ancillary company or company/ Companies for taking the Profits or Losses of any 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 other business or branch so carried on and to appoint Directors or managers of any such Company.
- xl.iii. Without prejudice to the generality of the foregoing to undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspapers or for organizing lectures, conferences or seminars, workshops, training programmes likely to advance to aforesaid objects or for giving merit, awards, scholarships, loans or any other assistance to institutes, deserving students or other scholars or consultants or persons or enable them to pursue their studies or academic pursuits and for establishing or asserting any institutions, funds, etc having any one of the aforesaid objects as one of its objects.
- xl.ii. To carry out research in design, develop, engineer, alter, exchange or process in any manner manufacture, deal either as principal or agents, import and export know-how, machinery and equipment, including sub-assemblies and other parts and components thereof relating to all kinds of Electronics, Electrical and are company supplied by in case of such business which may seem capable of being profitable dealt with by the company including stationery, accessories, ancillaries, thereof.
- xl.ii. To expend money on research and development of new or existing products and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
- xl.ii. To take such steps as may be necessary to give the Company the same ^{Private Limited} or privileges in any part of the works as are proposed by local ^{Investment} ~~Company~~ ^{for FDI} concern of a similar nature.


Sonia Aggarwal (Director)
(DIN : 05346489)
Add.: House No. 809, New Gopal Nagar,
Gazi Gulla Road, Jalandhar-144001.

Director
Sonia Aggarwal

- xlvi. Subject to the directives of the Reserve Bank of India and provisions of Chapter V and Sec 179 of Companies Act, 2013 and the rules made there under, to borrow or raise money or to receive money or deposits or loan or interest or otherwise in such manner as the company may think and in particular by the issue of debenture stock (perpetual or otherwise) whether convertible or not into the shares of the company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the company (both present and future) including its uncalled capital and to give to the creditors the power of sale and other powers it may deem expedient and to purchase, redeem or pay off any such securities and also by similar mortgage, charge or lien to secure and guarantee the performance by the company in connection with its business.
- xlviii. To create depreciation fund, reserve fund, sinking fund, insurance fund, provident fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company or for any other such purpose whatsoever conducive to the interest of the company.
- xliv. To pay all costs, charges and expenses of and incidental to the promotion, registration and establishment of the company and to insure all or any of the goods lying in the company against damage, fire or loss etc.
- i. To draw, accept, make, endorse, discount and negotiate promissory notes, cheques, hundies, bills of exchange, bill of lading and other negotiable instruments of all types in connections with business of the company and to advance money on the security of the goods lying with or under the control of the Company and advance money on the security of goods lying with or under the control of the Company to receive goods sale on consignment basis and to do all other acts that may be usual or necessary in order to market the same.
 - ii. To refer or agree any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.
 - iii. To train or pay for the training in India or abroad of any of the company's employees on any candidate in the interest of or for the furtherance of the company's objects.
 - liii. To make donations to such persons or institutions either in cash or in any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and to provide for the welfare of the directors, officers, employees and ex-directors, ex-officers and ex-employees of the company and wives, widows and family of the dependents To give to officers, servants or employees of the company any share or interest in the profits of the company's business or any branch thereof carried on by means of or through the agency of any subsidiary Company or not and for that purpose to enter into any arrangements as the company may think fit.
 - liv. To give to officers, servants or employees of the company any share or interest in the profits of Company's business or any branch thereof and whether carried on by means of or through the agency of any subsidiary/ancillary Company or not and for that purpose to enter into any arrangements, the Company may think it.
 - lv. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pension, allowances or employments or any other pecuniary aid to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company.
 - lvi. To provide residential and/or sleeping accommodation for employees and customers and in connection with to afford to such persons facilities and convenience for washing, bathing, cooling, reading and writing and for purchase, sale and consumption of provision both liquid and solid and for the safe custody of good.

Sonia Aggarwal (Director)
 (DIN : 05346489)
 Add.: House No. 809, New Gopal Nagar,
 Gazi Gulla Road, Jalandhar-144001.

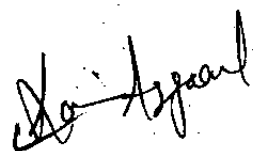
For Findoc Finvest Private Limited


 Director

- lvii. To grant moneys pensions, gratuities, allowances, bonuses, profit sharing bonus, or benefits or any other payments to any person (including Directors and other Officers) who may be or have been in the employment or service of the Company in any capacity of the relations, connections or dependents of any such persons; and to provide for the welfare of such persons by building or contributing to the building of houses, dwelling or quarters and to create and from time to time subscribe or contribute to provident, insurance, medical relief and other schemes for the benefit of such persons or their relations, connections or dependents.
 - lviii. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institute or funds in any way connected with any particular industry, trade or commerce generally including any association, institute or fund for the protection of the interests of masters, owners and employers against losses resulting from bad debts, strikes, combinations fire, accidents or otherwise or for the benefit of any officers, managers, foremen, clerks, workmen or other at any time employed by the Company.
 - lix. To send out to foreign countries, directors, employees or any other persons for investigating possibilities of business or trade or for procuring and buying any machinery or establishing trade connection or promoting the interests of the Company and to pay all such expenses incurred.
 - lx. To do all everything necessary, suitable or proper for the accomplishment of any of the purpose of the attainment of any of the objects of the furtherance of any of the powers herein before set forth, either alone or in association with the other corporate bodies, firms, or individuals and to do every act or acts, things or thing, incidental to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union or India.
 - lxi. To do all or any of the main objects in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with the others, and either by or through agents sub-contractors, trustees or otherwise.
 - lxii. To amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture of reciprocal concession with any persons, partnerships firm-firms, or Company or Companies carrying on or engaged in the main business of transactions of the Company subject to the provisions of Section 391 to 394 of the Companies Act, 1956.
- IV The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- IV The Authorized Share Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crore only) divided into 20,00,000 (Twenty Lacs) Equity Shares of Rs 10/- (Rupees ten only) each.

Sonia Aggarwal (Director)
 (DIN : 05346489)
 Add.: House No. 809, New Gopal Nagar,
 Gazi Gulla Road, Jalandhar-144.

For Findoc Finvest Private Limited

 Director

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 shares in the capital of the company set against our respective names:-

Sr. No.	Names, Address, Description and Occupation of Subscribers	Number of shares taken by each subscriber	Signature of Subscribers	Witnesses (along with names, addresses, descriptions and occupations)
1.	Gurdial Singh S/o Atma Singh Village Sante Majra, P.O. Landra Tehsil Kharar , Distt Ropar (Farming)	1	sd/-	<p>All the signatures of subscribers witness</p> <p><i>Sd/-</i></p> <p>M. K Kohli M. Kohli & Associates Chartered Accountants SCO 1004-05, Sector 22B Chandigarh</p>
2.	Mohan Singh Village Sante Majra, P.O. Landra Tehsil Kharar , Distt Ropar (Farming)	1	sd/-	
	Total	2		

Dated: 26-04-1995

Place: Chandigarh

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For Findoc Invest Private Limited
[Signature]
Director

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
FINDOC FINVEST PRIVATE LIMITED

INTERPRETATION

- I. (1) In these regulations—
 - (a) “the Act” means the Companies Act, 2013,
 - (b) “the 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.

PRIVATE COMPANY

- (3) The Company is a “private company” within the meaning of Section 2 (68) of the Companies Act, 2013 having a minimum paid-up share capital of one lakh rupees or such higher paid-up share capital as may be prescribed, and which by its articles,—

- (i) restricts the right to transfer its shares;
- (ii) except in case of One Person Company, limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that—

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

SHARE CAPITAL AND VARIATION OF RIGHTS

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 and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
 - (a) One certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

Sonia Aggarwal (Director)
(DIN : 05346489)
Add.: House No. 809, New Gopal Nagar,
Gazi Gulla Road, Jalandhar-144031.

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For Findoc Finvest Private Limited

Director
Sonia Aggarwal

- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (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 section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. 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.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

9. (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
- Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

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For Findoc Finvest Private Limited
Sonia Aggarwal Director

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

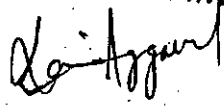
- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

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18. The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

- 19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 20. The Board may, subject to the right of appeal conferred by section 58 decline to register—
 - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.
- 21. The Board may decline to recognise any instrument of transfer unless—
 - (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
- 22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

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

TRANSMISSION OF SHARES

- 23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
 - (a) to be registered himself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he desires

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- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

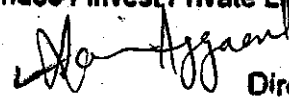
FORFEITURE OF SHARES

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall—
- (a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declaring is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and

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(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) 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.

36. 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 "stockholder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or (c) any share premium account.

CAPITALISATION OF PROFITS

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

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- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
- (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other 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

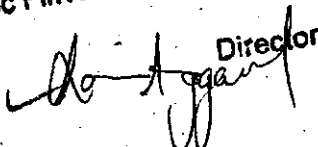
41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within 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

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

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- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. 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.
46. 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.

ADJOURNMENT OF MEETING

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, 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) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of 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

48. 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.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (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.
51. 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.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. 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.
54. (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.

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Sonia Aggarwal
Director

PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. 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:

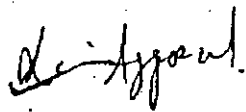
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58. The number of the directors of company shall not be less than two and until otherwise determined by the company in general meeting by means of special resolution, it shall not be more than fifteen.

The followings shall be the first Directors of the Company:-

- (a) Mohan Singh, Director.
- (b) Gurdial Singh, Director.
59. (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) 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.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. 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.
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

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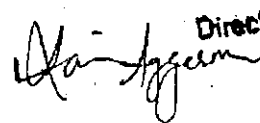
64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board 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.

PROCEEDINGS OF THE BOARD

65. (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.
66. (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.
67. 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.
68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
69. (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.
70. (i) A committee may elect a Chairperson of its meetings.
- (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.
71. (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.
72. 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.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all 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.

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For Findoc Finvest Private Limited


Director

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

74. 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.

75. A provision of the Act or these regulations requiring or authorizing 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.

THE SEAL

76. (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 authorized by it in that behalf, and except in the presence of at least one director or such other person as the Board may appoint for the purpose; and that director or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

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

78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion; either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

Sonia Aggarwal (Director)
(DIN : 05346489)

Add.: House No. 809, New Gopal Nagar,
Gazi Gulla Road, Jalandhar-144001.

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For Findoc Finvest Private Limited

Sonia Aggarwal
Director

82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
85. No dividend shall bear interest against the company.

ACCOUNTS

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (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 authorized by the Board or by the company in general meeting.

WINDING UP

87. Subject to the provisions of Chapter XX of the Act and rules made there under—
- (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

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

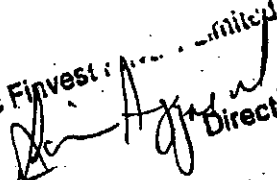
Sonia Aggarwal (Director)
(DIN : 05346489)

Add.: House No. 809, New Gopal Nagar,
Gazi Gulla Road, Jalandhar-144001.

For Findoc Finvest Private Limited
Sonia Aggarwal Director

Sr. No.	Names, Address, Description and Occupation of Subscribers	Signature of Subscribers	Witnesses (along with names, addresses, descriptions and occupations):
1.	Gurdial Singh S/o Atma Singh Village Sante Majra, P.O. Landra Tehsil Kharar , Distt Ropar (Farming)	sd/-	All the signatures of subscribers witness M.K. Kohli M Kohli & Associates Chartered Accountants SCO 1004-05, Sector 22B Chandigarh
2.	Mohan Singh Village Sante Majra, P.O. Landra Tehsil Kharar , Distt Ropar (Farming)	sd/-	

Dated: 26-04-1995
Place: Chandigarh

For Findoc Finvest Limited

 Director

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Sonia Aggarwal (Director)
 (DIN : 05346489)
 Add.: House No. 809, New Gopal Nagar,
 Gazi Gulla Road, Jalandhar-144001.