



HOMRE LIMITED

To

(Formerly known as Triton Corp Limited)

Corporate Service Dept.

Date 12 December 2025

BSE Ltd,

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai- 400001.

Scrip Code: 523387

Subject: In Principle approval for name change of the Company from "TRITON CORP LIMITED" to "HOMRE LIMITED" bearing CIN: L35106DL1990PLC039989

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Company has received *in-principle approval* from BSE Limited vide letter dated December 11, 2025, with respect to the change of name.

Further, as intimated earlier vide our letter dated December 04, 2025, the name of the Company has been changed with effect from December 02, 2025, pursuant to the issuance of a fresh Certificate of Incorporation by the Ministry of Corporate Affairs, Registrar of Companies, Delhi & Haryana ("MCA").

In this regard, we hereby provide the updated details of the Company's domain and compliance email ID:

Particulars	Previous	Revised (New)
Domain	www.tritoncorp.in	www.homreltd.com
Compliance Email ID	cs@tritoncorp.in	cs@homreltd.com

The amended Memorandum of Association (MOA) and Articles of Association (AOA), reflecting the change in name and the revised object clause, are enclosed and will also be uploaded to the company's website

We request you to kindly take the above information on record and update your records to refer to the Company as "HOMRE LIMITED" for all future communications.

Thanking you,

For **HOMRE LIMITED**

(formerly known as Triton Corp Limited)

For HOMRE LIMITED

Director/Auth. Signatory

Bharat Singh Bisht

Director

DIN: 02944635

Enclosure:

1. In Principal approval
2. Amended MOA & AOA

DCS/NC/AC/IP/034/2025-2026

December 11, 2025

Company Secretary
Triton Corp Ltd
R-4, First Floor, Khirki Extension Main Road,
Malviya Nagar,
New Delhi - 110017
Delhi

Dear Sir/Ma'am,

Sub: In-Principle approval for Name Change.

This is with reference to the Company's application dated November 18, 2025 seeking Exchange's In-principle approval for changing its name from existing name to **HOMRE LIMITED**.

In this connection, the Exchange hereby grants an In-principle approval for name change of the company subject to completion of all the formalities which includes the compliance with Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (As Amended) by the Company.

Kindly note that the Company is required to make a name change application to the Exchange after receiving ROC approval as per the documentation required by the Exchange.

It is noted that as per the regulation 45(3) of SEBI LODR, 2015 Company have not placed PCA certificate in the notice of AGM, kindly ensure that the Ratification shall be done before making final name change application. Further, the company shall ensure to submit certified true copy of the resolution for Name change approved by shareholders at the time of filing Name change application.

The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by the statutory authorities etc.

Yours faithfully,



Marian Dsouza
Assistant Vice President



Asmita Chavan
Deputy Manager

MEMORANDUM
&
ARTICLES OF ASSOCIATION
OF
HOMRE LIMITED

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

HOMRE LIMITED

- I.** The Name of the Company is **HOMRE LIMITED**
- II.** The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- III.** The objects for which the Company is established are:
- (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON OR AFTER ITS INCORPORATION ARE:-**
1. The manufacture, market, process, import, export, trade in or otherwise deal in all types of yarn, textiles, fabrics, hosiery, furnishing and upholstery; and articles good made therefrom such as garments, apparels madeups, and such other wearing accessories of all types made thereof.
 2. To manufacture, market, import, export trade-in or otherwise deal in all types of fashion wearing apparel items.
 3. To carry on the business of agents and representatives of manufactures of all types of machinery, equipment and implements relating to textile, leather and apparel machinery.
 4. To carry on the business of trading, marketing and/or otherwise dealing in any way in all/or kind of tangible and or intangible items such as: Textiles such as hand and machine made readymade garments, carpets, rugs, druggets, artificial silkfabrics, cotton woolen cloth b& apparels, dress materials, flowers, agriculture produce (whether raw or processed) such as rice, wheat, pulses, sugarcane, oil seeds, spices, grams, maize, gum & gum products, alcohol,, beverages, tea and coffee, sugar molasses and oil, Engineering goods such as machine tools, hand tools, small tools, metals, alloys, iron & steel, metal scrap, iron and steel scrap, brass scrap, copper & copper scrap, aluminium & aluminium scrap pipes & pipes fittings, nuts and bots, bicycle & accessories thereof, automobile parts, steel, stainless goods, footwear & its furs, bristles or tobacco, hemp, sees, oil seeds, oil & cakes, edible oils & lubricants, wood & timber bones crushed and un crushed, diamonds coal & charcoal, glue, gums and resins, ivory, lac, shellac, manure, pulp or wood rags, rubber and rubber goods, tanning substances, wax, quartz, crystal, chemical and chemical preparations, chemical alkalis and reagents, precious and semi-precious, stones, ornamentals, jewelleryes, pearls, drugs & medicines, soaps, detergents, cosmetics, paints, plastic & linoleum articles, glass & glassware, handicrafts, handlooms, toys, machinery, mill work part thereof, paper & paper products, card board, pulp board, packaging material and stationery, sports goods, cosmetics, wigs, belts cinematograph films (exposed or blank), telecommunication equipments and devices, gramophone records, audio & video cassette tapes (blank or recorded), plastic goods, plastic PVD/HDPE, developer poethene, polystyrene, hardware items, books & manuscript electric & electronic products, gadgets and electronic mosquitoes repellants , sanitary ware and fittings, cellulosic products, nylon, synthetic & polyester fiber and yarns, hosiery & mixed fabrics, natural silk fabrics and garments, fish & fish products, fodder, gases and industrial chemical, scents & aggarbatties, fertilizers, pesticides and herbicides, men's, women's and children clothing & wearing apparel made of leather and /or cotton, edible oil, wood & wood products, forest products, all kind of brass goods, computers, software, poly propylenes, P.V.C. galvanized sheets, tin plates, wet-blue lklin-zip, lining, fabrics buttons, threads and other permissible articles related to the aforesaid.
 5. To carry on the business of import, export, purchase, manufacture, assemble, stockists,

distributors, agents, dealers, traders in all types/kind of computers , computer hardware, electronic communication equipments, internet equipments, electronic data processing equipments, their peripherals & allied products such as modems, plotters, digitizers, scanners, mouse, keyboard, power supply systems, card sets, connectors, cables, screens, components, designer, jobbers programmer in data entries, software implementation, system study, software documentation and related matters , computer systems, computer peripherals, integrated circuits, process control, printers, monitors, UPS, computers components, spare parts, computer based systems, computer aided designs, tele communication systems and its related software and hardware, networking of local area and wide area, data communication hardware and software, electronic equipments, office automation, computer stationery/furniture, diskettes, magnetic tapes and other computer/electrical/electronic related items, and to promote, encourage, establish, develop maintain, organize, undertake, manage, operate, conduct and to run in India or abroad computer training centers, data processing centers, computer coaching centers, computer consultancy business, software consultancy, electronic mail, E-commerce, E-business and internet applications, web sites services, designing and hosting cybercafé and other allied activities for all sorts and services relating to computers, its maintenance, repair programmes and operations for industrial. Commercial, domestic public utility, defence, Govt, and other general customers or section of society and to do all incidental acts and things necessary for the attainment of above objects.

6. To carry on the business of import, export, purchase, manufacture, assemble, stockiest, distributors, agents, dealers, traders, designers, jobbers, in all type/kinds of computers, computer software development, computer hardware, data entries, software implementation, system study, software, documentation and related matters, computer system, computer peripherals, integrated circuits, process control, printers, monitors, UPS, computers components, spare parts, computer based systems, computer aided designs, telecommunication systems and its related software and hardware, networking of local area/automation, computer stationery/furniture, diskettes, magnetic tapes and other computer/electrical/electronic related items.
7. To promote, encourage, establish, develop, maintain, organize, undertake, manage, operate, conduct and to run in India or abroad computer training centers, data processing centers, computer coaching centers, computer consultancy business, software consultancy, electronic mail, E-commerce, E-business and internet application, websites services designing and hosting cybercafé and other allied activities for all sorts and services relating to computers, its maintenance, repair, programmes and operations for industrial, commercial, domestic, public utility, defence, Govt and other general customers or Section of society and to do all incidental acts and things necessary for the attainment of above objects.
8. To manufacture, develop, buy, sell, trade, import, export, put-up, install, let on hire, repair, assemble, distribute or otherwise deal in computer hardware, software, system designing, data processing, internet, internet equipments and services, electronic communication equipments, electronic data processing equipments, their peripherals and allied products, such as modems, plotters, digitizers scanners, mouse, keyboard, power supply systems, card sets, connectors, cables, screens, components, accessories and consumables of all kinds, nature and description.
9. To provide management of and consultancy in the field of information technology, computer hardware and software, system designing, data processing and data transfer and to act as dealers, distributors, agents, representative of Indian and foreign concerns persons operating in the line of information technology and allied activities.
10. To carry on the business of information technology development, system integration and networking, information system audit including security audit, electronic banking, internet related web site designing, web page, e-mail, e-business, e-commerce and internet applications, cybercafé, information and security connected products and any other activities relating to information technology.
11. To carry on the business as advisory, trader, Investor in Real estate & properties including Residential, Commercial , Industrial and agricultural and mining, owners, builders, colonizers, developers, promoters, proprietors, lessors, civil contractors, maintainers of residential, commercial and industrial buildings, colonies, hotels, IT Parks, Fun Parks, Golf Clubs, mill's and

factory's sheds and buildings, workshop's buildings, cinema's houses buildings and to deal or any work in all kinds of immovable properties whether belonging to the Company or not.

12. To carry on the business as estate agents, estate managers to look after and manage immovable properties of or for any persons, firms and companies, governments and States, as well as this company, to give, take, let and sublet rent-farming contracts and to carry out, undertake or supervise any building, constructing, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties.
13. To acquire and undertake by purchase, sell, lease, exchange, or otherwise the whole or any part of the business, property and liabilities of any person carrying on any business which the company is authorised to carry or on possession of property suitable for the purpose of the main objects of the company.
14. To carry on the business of manufacturing, processing, packaging, and distributing a wide range of food and beverage products, including but not limited to: a. Baked goods and confectionery b. Snack foods and savory products c. Beverages, including mineral water d. Frozen and chilled food products e. Canned and preserved foods f. Dairy products and ice cream g. Health and wellness foods
15. To operate and manage Hotels, Restaurants including Quick Service restaurants, cafes, fast-food outlets, food courts, and catering services for events, functions, and institutions.
16. To carry on the business of generation, production, manufacture, trading, transmission, distribution, and supply of power or energy from renewable and sustainable sources including but not limited to solar, wind, hydro, biomass pellets (torrefied and non-torrefied), biochar, bioethanol, bio-oil, bio-electricity, geothermal, tidal, or any other form of non-conventional energy; to design, develop, install, operate, and maintain renewable energy systems, plants, and infrastructure including solar power plants, wind farms, bio-energy units, energy storage systems, and hybrid energy projects; to manufacture, assemble, import, export, buy, sell, lease, or otherwise deal in renewable energy equipment and components such as solar panels, photovoltaic systems, wind turbines, batteries, inverters, charge controllers, and related technologies; to provide consultancy, advisory, and project management services in the field of renewable energy including feasibility studies, technical assessments, energy audits, regulatory support, and carbon credit facilitation; to promote sustainable energy practices and environmental protection by encouraging energy efficiency, carbon footprint reduction, and the adoption of green technologies; to undertake research and development in emerging renewable energy technologies and processes for enhancing efficiency, reducing cost, and improving scalability; to apply for and obtain licenses, approvals, incentives, and subsidies from governments, regulatory authorities, and international organizations for renewable energy initiatives; to enter into collaborations, joint ventures, partnerships, or other arrangements with individuals, firms, companies, or entities, domestic or international, for project development, technology transfer, or capital investment; to raise funds through equity, debt, loans, grants, or other financial instruments for setting up, operating, or expanding renewable energy operations; to perform all acts necessary or incidental to the attainment of the foregoing objectives including acquiring land, constructing infrastructure, hiring personnel, entering into contracts or agreements, and to acquire or amalgamate with any company or business engaged in similar or allied sectors.”

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-

1. To acquire by purchase, Lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary convenient for the main business of the Company.
2. To enter into partnership or any arrangement for sharing profits, union of interest joint venture, reciprocal concession or co-operation with persons or companies carrying on engaged in the main

business of the Company.

3. To import, buy, exchange, alter, improve, manipulate in all kinds of plant machinery, apparatus, tools and things, necessary for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company, in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend factories, any plants, warehouses, Workshops, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works and all kinds of works, machinery, apparatus, labour lines and houses, warehouses and such other works and conveniences necessary for carrying on the main business of the Company.
6. To acquire and takeover the whole or any part of the business, goodwill, trademarks, properties and liabilities of any persons, firms, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on the main business which this Company is authorised to carry on and possessed of any property or rights suitable for the main business of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares.
7. To undertake or promote scientific research relating to any business or class of business in which the Company is engaged in.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organisations for technical, financial or any other assistance for carrying on all or any of the main objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the main objects of the Company.
9. Subject to Section 230 to 240 of the Companies Act, 2013, to amalgamate with any other such company or companies having all or any objects similar to the objects of the company in any manner whether with or without process of liquidation of that Company.
10. Subject to the Companies act, for the time being in force, to undertake or take part in the formation, supervision or control of the main business or operations of any person, firm, body corporate, association, undertaking a carrying the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire prolong and renew any patents, patent-rights, brevets de, invention, processes, scientific technical or such other assistance of all types, manufacturing, processes know-how and such other information, designs, patterns, copyrights, trade-marks, licences, concessions and right or benefits, conferring an exclusive or non-exclusive or limited or right or use thereof, which may seem capable of being used for or in connection with the main objects of the company or the acquisition of which may seem directly or indirectly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same or grant licenses in respect thereof and to spend money in experimenting upon, testing or improving any such patents, inventions, rights or concessions.
12. To apply for and obtain any order, charter, privilege, concession, licence or authorization of any Government State or such other Authority for enabling the company to carry on of its main objects into effect or for extending any of the powers of the company for effecting any modification of the constitution of the company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interests of the company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, Authority, person or any company rights charters, contracts, licenses and concessions which the company may obtain and to carry out, exercise comply and therewith.
14. To procure the company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the main business of the company.

15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments or securities of all types and to open Bank Accounts and to operate the same in the ordinary course of business.
16. To lend money, either with or without security to such persons and upon such terms and conditions as the company, may deem fit and also to invest and deal with the moneys of the company, not immediately required, in or upon such investments and in such manner as may be determined, not being investment in company's own shares provided that the company shall not carry on the main business of banking as defined in the Banking Regulations Act, 1949.
17. Subject to Section 179 and 73 to 76 of the Company Act, 2013 and the Regulations made there under and the directions issued by Reserve Bank of India, to receive money on deposits or loans and to borrow or raise money in such manner and at such time or times as the company may determine and in particular by the issue of debentures, debenture- stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of such other person or company of any obligation under taken by the company of such other person or company and to give the lenders the power to sell and such powers as may seem expedient and to purchase redeem or pay off any such securities.
18. To undertake and execute any trusts, the undertaking of which may seem to the company beneficial either gratuitously or otherwise in connection with the main business of the company.
19. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.
20. To mortgage, exchange, grant licences and other rights, improve, manage, develop or dispose of undertaking, investments, assets and effects of the company or any part thereof for such consideration as may be conducive to the main business of the company and in particular for any shares, stocks, debentures, or such other securities of any other company having main objects all together or in part similar to those of the company.
21. To employ agents or experts to investigate and examine into the conditions prospectus, value, character and circumstances of main business concerns and undertaking and generally of any assets, properties or rights which the company proposes to acquire.
22. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or of any other such purpose conducive to the main objects of the company.
23. Subject to the provisions of Section 179 and 181 to 183 of the Companies Act, 2013, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies association, trusts, scientific research associations, funds, universities, colleges or any individual, body of Individuals or bodies corporate.
24. To establish and maintain or procure for the establishment and maintenance of any contributory or non- contributory pension or superannuation, provident or gratuity funds for the benefits of and give or procure the giving of the donations, gratuities, pensions allowances bonus or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is subsidiary of the company is allied or associated with the company or with any such subsidiary company who are or were at any time Directors or officers of the company or any other such company and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds of or to advance the interest and well-being other company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons and to do any other matters either alone or in conjunction with any other company.
25. To establish for any of the objects of the company, branches or to establish any firm or firms at places in or outside India as the company may determine.
26. To pay for any property or rights acquired by or for any services rendered to the company and in

particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the company may determine.

27. To pay out of the funds of the company all costs charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, damages and expenses of and incidental to the acquisition by the company of any property or assets.
28. To send out to foreign countries, its directors, employees or any other such person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the main business of the company and to pay all expenses incurred in connection therewith.
29. To compensate for loss of office of any Managing Director or Directors or such other officers of the company with the limitations prescribed under the companies Act, 2013 or such other statutes or rules having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged in.
30. To agree to refer to arbitration any disputes, present or future between the company and any such other company, firm, individual or any other body such and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
31. To appoint agents, sub-agents, dealers, managers, canvassers, sale representatives or salesman for transacting the main business of this company and to constitute, agencies of the company in India or in any other country and to established units and agencies in different parts of the world.
32. To act as business consultants, give advice, to engage in dissemination of information in all aspects of business organization and industry and to advise upon the means and methods for extending and developing systems or processes relating to production, storage, distribution marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services.
33. To act as cargo agents, insurance agents, ship brokers, charter party contractor, ship agents, packing, forwarding and clearing agents, salvors, wreck removers, wreck ralsers, auctioneers, inspectors and observers of quality control, customhouse agent, commission agents and general sales agents for any of the air liners, steam–ship companies, railways and transport companies or any such person.
34. To carry on the business as iron- founders, makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agricultural implements and such other machinery related thereto, steel castings and forgings and malleable iron and steel casting, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel convertors and to buy, sell manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.
35. To carry on business as hoteliers, motellers, restaurant owners, sweet meat merchants, refreshment room proprietors, refreshment contractors and own and run garages, shops, stores, godowns, bars, refreshment rooms cafeterias, discotheques, restaurants and places for sale, custody, bailment, deposits or protection of the valuable goods and commodities.
36. To carry on business as manufacturers, stockists, importers and exporters of and dealers in engineering drawing sets, builders-requisites, steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and such other allied machinery, plant, equipment and appliance thereof.
37. To carry on business as manufactures, stockists, importers and exporters of and dealers in bolts, nuts, nails, hooks and such other hardware items of all types.
38. To procure or develop and supply technical know-how for the manufacture or processing the installation or erection of machinery or plant in the working of mines, oil wells or such other sources of mineral deposits or in search for or discovery of testing of mineral deposits or in carrying out any operations relating to agricultural, animal husbandry, dairy or poultry farming, forestry or fishery or rendering services in connection with the provision of such technical know-how.

39. To undertake guarantee and indemnity business and to act as trustees, executors attorneys, receivers, administrators, nominees and agents and to execute trusts of all kinds and to exercise all the powers of custodians and trustees.
 40. To deal in foreign exchange and currencies and to convert currencies, subject to approval of appropriate authorities.
 41. To organize and carry on the business of advertisers, advertising agents, and consultants and to organize propaganda and advertising campaigns by means of press advertisements, pamphlets, handbills, circulars, advertisements reels, posters, cinema slides or by any other such means or through the means of radio television or any other such media of all types.
 42. To undertake and execute, in India or in any part of the world, turn-key projects for electrical installations, air-conditioning, refrigeration, heating cooling, ventilation, humidification, sanitary, thermal and acoustic insulation work.
 43. To subscribe for, acquire, hold and sell shares, share-stocks, debentures, debentures stocks, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any Government, sovereign, ruler, Commissioners, trust, municipal, local or other Authority or body of whatever nature, whether in India or elsewhere as trade investment and buy and sell foreign exchange in accordance with the applicable laws and to invest and deal with the moneys of the Company in such manner and extent s from time to time, may be thought proper and to hold, sell or otherwise deal with such investments as may be deemed necessary.
 44. To carry on the business as manufacturers, traders, importers and exporters of and dealers in all kinds of carpets and floor coverings, whether made of woollen, cotton, synthetic or such other fibres or fibrous materials of all types.
 45. To carry on the business as traders, importers and exporters of and dealers in cotton and jute, whether raw, semi-processed or processed and all kinds of cotton and jute goods.
 46. To carry on the business as shares and stock brokers and to buy, sell, and deal in all kinds of shares, stocks, securities, bonds, debentures, units and such other instruments of all types.
 47. To carry on business of public transporters and to ply all types of commercial vehicles such as Trucks, tempos, and pick up vans for carrying goods or passengers anywhere in India.
 48. To carry on business as importers, exporters, agents, distributors, stockists, contractors, suppliers, dealers of any kind and to act as manufactures, representative, agents, brokers, commission agents and merchants of commodities, articles products and merchants of any kind of nature.
 49. To carry on the business of importers, exporters, dealers, traders, manufacturers of trailers, earthmoving equipment, canal equipment, fuel injection equipment and Machine tools and such other allied products thereof.
 50. To do all such other things as may appear incidental or conducive to the attainment of the above objects or any of them.
- 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.
- *V. The Authorised share capital of the company is INR 80,00,00,000/- (Rupees Eighty Crore Only) divided into 75,00,00,000 (Seventy Five Crores) Equity Shares of Re. 1/- (Rupee One) each and 50,00,000 (Fifty Lakh) 10% Redeemable Cumulative Preference Shares of INR 10/- (Rupees Ten) each.

* Stands modified in terms of the order dated 20.09.2005 of the Hon'ble High Court of Delhi at New Delhi sanctioning the Scheme of Amalgamation of Sai Info Limited, Saffron Global Ltd. And Webrizon (India) Ltd. With Triton Corp Limited.

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

Sl. No.	Names and Addresses, description and occupation of Subscribers.	Number of Equity Shares taken by each subscribers	Signature of the Subscribers	Name, address, description, occupation and Signature of witnesses.
1.	Mr. AMIT JUDGE S/o Mr. B.S.Judge, G-12, Saket, New Delhi, Business	10	Sd/-	Sd/- RANJIT CHOPRA Chartered Accountant, S/o. S.P. Chopra W-50, Greater Kailash-I, New Delhi M.No.: 84592
2.	MRS. PAYAL VASWANI W/o INDRU VASWANI 33-B Friends Colony, New Delhi-110065 Business	10	Sd/-	
3.	MR. INDRU VASWANI S/o DHARAM DAS VASWANI 33-B Friends Colony, New Delhi-110065 Business	10	Sd/-	
4.	MISS BINDIYA JUDGE D/o Mr. B.S.Judge, G-12, Saket, New Delhi, Business	10	Sd/-	
5.	Mr. BHUPINDER PAL JUDGE S/o Mr. G.S.Judge, B4/110, Safdarjang Enclave, New Delhi. Service	10	Sd/-	
6.	MRS. PRABHA CHAWLA D/o D.D. Sachdev C-59, Panch Sheel Enclave New Delhi-110017 SERVICE	10	Sd/-	
7.	MRS. SUNITA JUDGE W/o. B.S. Judge B4/110, Safdarjang Enclave, New Delhi. Service	10	Sd/-	
8.	Mr. MOHIT GUJRAL S/o Mr. Satish Gujral, 16, Feroz Gandhi Road, New Delhi-110029 Architect	10	Sd/-	

Total 80 Equity Shares

Date: 6.4.90

Place: New Delhi

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

HOMRE LIMITED

PART-A

Interpretation

I. (1) In these regulations—

- (a) “the Act” means the Companies Act, 2013,
- (b) “Company” means **HOMRE LIMITED**,
- (c) “Office” means the Registered Office of the Company,
- (d) “Directors” means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called,
- (e) “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.

Share capital and variation of rights

- II. 1.** Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par 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-
- (i) one certificate for all his shares without payment of any charges; or
 - (ii) 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 specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary:
Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.
- (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 recognised 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 recognise (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 per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule 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 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 share 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—
 - (i) 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
 - (ii) 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 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 dividend bonuses declared from time to time in respect of such shares.

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—

- (i) unless a sum in respect of which the lien exists is presently payable; or
- (ii) 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 authorising 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.
18. The Board—
 - (i) 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
 - (ii) 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—
- (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (ii) any transfer of shares on which the company has a lien.
21. The Board may decline to recognise any instrument of transfer unless—
- (i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (ii) 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
 - (iii) 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 thereunder, 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 shareholder, 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—
- (i) to be registered himself as holder of the share; or
 - (ii) 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 so elects.
- (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 complied with.

27. In case of a One Person Company—
- (i) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;
 - (ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;
 - (iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;
 - (iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

28. 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.
29. The notice aforesaid shall—
- (i) 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
 - (ii) 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.
30. 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.
31. (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.
32. (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.
33. (i) A duly verified declaration in writing that the declarant 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
- (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.
34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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

35. 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.
36. Subject to the provisions of section 61, the company may, by ordinary resolution—
- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (iv) 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.
37. Where shares are converted into stock—
- (i) 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.

- (ii) 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.
 - (iii) 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.
38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law—
- (i) its share capital;
 - (ii) any capital redemption reserve account; or
 - (iii) any share premium account.

Capitalisation of profits

39. (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
 - 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 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.
40. (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

41. 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

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.
43. (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

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
46. 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.
47. 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.
48. In case of a One Person Company—
- (i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company

- and entered in the minutes book maintained under section 118;
- (ii) such minutes book shall be signed and dated by the member;
 - (iii) the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

- 49. (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

- 50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
 - (i) on a show of hands, every member present in person shall have one vote; and
 - (ii) 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.
- 51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 52. (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.
- 53. 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.
- 54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 55. 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.
- 56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

- 57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- 59. 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

60. The following persons hereinafter named shall become and be the first directors of the Company.
 - (i) MR. AMIT JUDGE
 - (ii) MR. MOHIT GUJRAL
 - (iii) MR. INDRU VASWANI
61. (i) The remuneration of the directors shall, in so far as it consists of a monthly or quarterly or half yearly or annually 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.
62. The Board may pay all expenses incurred in getting up and registering the company.
63. 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.
64. 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.
65. 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.
66. (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

67. (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.
68. (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.
69. 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.

70. (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.
71. (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.
72. (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.
73. (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.
74. 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.
75. 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.
76. In case of a One Person Company—
(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;
(ii) such minutes book shall be signed and dated by the director;
(iii) the resolution shall become effective from the date of signing such minutes by the director.

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

77. 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.
78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

79. (i) The Board shall provide for the safe custody of the seal.
(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution

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

Dividends and Reserve

- 80.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 81.** 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.
- 82.** (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, thinks 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.
- 83.** (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.
- 84.** 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.
- 85.** (i) Any dividend, interest or other monies payable in cash in respect of shares maybe 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.
- 86.** 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.
- 87.** 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.
- 88.** No dividend shall bear interest against the company.

Accounts

- 89.** (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 authorised by the Board or by the company in general meeting.

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91. 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.

Sl. No.	Names and Addresses, description and occupation of Subscribers.	Signature of the Subscribers	Name, address, description, occupation and Signature of witnesses.
1.	Mr. AMIT JUDGE S/o Mr. B.S.Judge, G-12, Saket, New Delhi, Business	Sd/-	<p style="text-align: center;">Sd/- RANJIT CHOPRA Chartered Accountant, S/o. S.P. Chopra W-50, Greater Kailash-I, New Delhi M.No.: 84592</p>
2.	MRS. PAYAL VASWANI W/O INDRU VASWANI 33-B Friends Colony, New Delhi-110065 Business	Sd/-	
3.	MR. INDRU VASWANI S/o DHARAM DAS VASWANI 33-B Friends Colony, New Delhi-110065 Business	Sd/-	
4.	MISS BINDIYA JUDGE D/o Mr. B.S.Judge, G-12, Saket, New Delhi, Business	Sd/-	
5.	Mr. BHUPINDER PAL JUDGE S/o Mr. G.S.Judge, B4/110, Safdarjang Enclave, New Delhi. Service	Sd/-	
6.	MRS. PRABHA CHAWLA D/o D.D. Sachdev C-59, Panchsheel Enclave New Delhi-110017 SERVICE	Sd/-	
7.	MRS. SUNITA JUDGE W/o. B.S. Judge B4/110, Safdarjang Enclave, New Delhi. Service	Sd/-	
8.	Mr. MOHIT GUJRAL S/o Mr. Satish Gujral, 16, Feroz Gandhi Road, New Delhi-110029 Architect	Sd/-	

Date: 6.4.90

Place: New Delhi