

ARTICLES OF ASSOCIATION¹ OF
UJJIVAN SMALL FINANCE BANK LIMITED
(Incorporated under the Companies Act, 2013)

COMPANY LIMITED BY SHARES

1. The regulations contained in Table F, in the Schedule I to the Companies Act, 2013, shall not apply to the Company, except so far as such regulations are contained in these Articles.

2. **DEFINITIONS**

- (i) "**1949 Act**" means the Banking Regulation Act, 1949 and includes any statutory modifications or re- enactment thereof for the time being in force.
- (ii) "**Act**" means the Companies Act, 2013 and includes, wherever applicable, the rules framed thereunder any statutory modification or re-enactment thereof for the time being in force.
- (iii) "**Annual General Meeting**" means meeting of the Company's shareholders, convened under and held pursuant to section 96 of the Act.
- (iv) "**Applicable Law**" means all statutes, laws, ordinances, guidelines, rules and regulations applicable to the Company including but not limited to the provisions of the Act, 1949 Act, RBI Act and Guidelines and any license, permit or other authorisations granted from or by the RBI.
- (v) "**Articles**" means these Articles of Association as originally framed and as altered from time to time.
- (vi) "**Board of Directors**" or "**Board**" means the collective body of the Directors of the Company.
- (vii) "**Beneficial Owner**" means beneficial owner as defined in the Depositories Act.
- (viii) "**CEO**" means the Chief Executive Officer.
- (ix) "**Chairman**" means the non-executive chairman of the Company who shall be appointed by the Board in accordance with the Applicable Law.
- (x) "**Company**" means Ujjivan Small Finance Bank Limited.
- (xi) "**Commencement Date**" means the date of commencement of the banking business by the Company pursuant to grant of the final approval under the 1949 Act and other Applicable Laws.
- (xii) "**Court**" shall have the meaning ascribed to it in the Act.
- (xiii) "**Depositories Act**" means Depositories Act, 1996 and any statutory modification or re-enactment thereof for the time being in force in India.
- (xiv) "**Depository**" means a company formed and registered under the Act and which has been granted a certificate of registration to act as a depository under the Securities and Exchange

¹ The Company has adopted new set of Articles of Association pursuant to the Special Resolution passed in the Extraordinary General Meeting of the Members of the Company held on August 03, 2019.

Board of India Act, 1992.

- (xv) **“Director”** means a director appointed on the Board of Directors from time to time in accordance with the provisions of the Act.
- (xvi) **“Extra Ordinary General Meeting”** means meeting of the Company’s shareholders, which is not an Annual General Meeting.
- (xvii) **“FEMA”** means Foreign Exchange Management Act, 1999, read with the rules and regulations prescribed thereunder.
- (xviii) **“Financial Statement”** means the profit and loss account as at the end of the Financial Year, the balance sheet as at the end of the Financial Year and the cash flow statement for the Financial Year, if applicable.
- (xix) **“Financial Year”** means the accounting year of the Company commencing each year on 1st April and ending the following 31st March, or such other period as the Company from time to time designate as its accounting year in accordance with the provisions of the Act.
- (xx) **“General Meeting”** means either an Extraordinary General Meeting or Annual General Meeting of the Company’s shareholders.
- (xxi) **“Guidelines”** means the ‘Guidelines for Licensing of Small Finance Banks in the Private Sector’ dated November 27, 2014, read with the Clarifications to the Queries on the Guidelines for Licensing of Small Finance Banks in the Private Sector, each issued by the RBI and such other rules and regulations as may be relevant.
- (xxii) **“Independent Director”** shall have the meaning ascribed to it in the Act;
- (xxiii) **“Key Managerial Personnel”** or **“KMP”**, means—
 - (i) the Managing Director & CEO or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the chief financial officer; and
 - (v) such other officer as may be prescribed.
- (xxiv) **“Managing Director & CEO”** means a whole-time Director who, by virtue of these Articles or an agreement with the Company or a resolution passed in the General Meeting, or by the Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a whole-time Director occupying the position of managing Director & CEO, by whatever name called.
- (xxv) **“Member”** means the duly registered holder, from time to time of the shares of the Company and includes the subscribers to the Memorandum and Beneficial Owner(s).
- (xxvi) **“Memorandum”** means the memorandum of association of the Company as originally framed and as altered from time to time.
- (xxvii) **“Office”** means the registered office for the time being of the Company.

- (xxviii) **“Proxy”** means an instrument whereby any person is authorised to vote for a Member at a General Meeting on a poll.
- (xxix) **“Register”** or **“Register of Members”** means the register of Members required to be maintained pursuant to the Act and shall include the register of Beneficial Owner(s) maintained by a Depository in respect of the Company’s shares being held in dematerialized form.
- (xxx) **“RBI”** or **“Reserve Bank of India”** means the Reserve Bank of India established under RBI Act.
- (xxxi) **“RBI Act”** means Reserve Bank of India Act, 1934, including any statutory modification or re-enactment thereof.
- (xxxii) **“Seal”** means the common seal for the time being of the Company.
- (xxxiii) **“Special Resolution”** and **“Ordinary Resolution”** shall have the meanings assigned thereto respectively by Section 114 of the Act.
- (xxxiv) **“Tribunal”** means ‘National Company Law Tribunal’ constituted under the Act.
- (xxxv) **“In writing”** or **“written”** include words printed, lithographed, typewritten, represented or reproduction in any mode in visible form.

In these Articles unless there be something in the subject or context inconsistent therewith:

Words importing the masculine gender also include the feminine gender and words importing the singular number include where the context admits or requires the plural number and vice versa. Words importing persons shall include the Central or State Government, corporations, corporate bodies, firms, individuals, societies and other bodies whether incorporated or not. Subject as aforesaid, any words or expressions defined in the Act except where it is repugnant to the subject or context shall bear the same meaning in these Articles.

Words not defined in these Articles, but defined either in the Act, 1949 Act or RBI Act, shall have the meaning assigned in such enactments, respectively, as the context may require.

3. Copies of the Memorandum and Articles shall be furnished by the Company to every Member at his request, within the period and on payment of such sum as may be prescribed by the Act.

CAPITAL

4. The authorised capital of the Company will be as stated in Clause V of the Memorandum from time to time with power to increase or reduce the said capital and to issue any part of its capital original or increased with or without any priority or special privilege subject to compliance with the 1949 Act, the Act, the Guidelines or any other rules under Applicable Law, or subject to any postponement of rights or to any conditions or restrictions so that unless the conditions of issue otherwise prescribe such issue shall be subject to the provisions herein contained.
5. The Company in General Meeting may, from time to time, increase the capital by the creation of new shares of such amount as may be deemed expedient.
6. Subject to the provisions of Section 43 of the Act and Section 12 of the 1949 Act and the Guidelines, the new shares shall be issued upon such terms and conditions and with such rights and privileges as the Company in General Meeting shall prescribe, and in particular, such shares may be issued, subject to the 1949 Act and circulars that may be issued by the RBI from time to time, with a special or qualified right to dividend and in the distribution of assets of the Company.

7. Any issue of shares which results in a Person (by himself or acting in concert with any other Person) acquiring 5% (five per cent) or more of the paid-up Equity Share capital or voting rights of the Company shall be made with prior approval of RBI.
8. Except in so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares, equity or preference, shall be considered as part of the existing share capital, shall rank *pari passu* with the shares of that class, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
9. Subject to the provisions of Section 66 of the Act and confirmation by the Court / Tribunal, the Company may by Special Resolution, reduce its share capital and / or any capital redemption reserve account and / or the securities premium account in any manner authorized under law and with, and subject to, any incidental authorization or consent required or such other steps that need to be undertaken in accordance with law.

CAPITALISATION OF PROFITS

10. Subject to these Articles, the Company in general meeting may, upon the recommendation of the Board, resolve:
 - (1) 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
 - (2) that such sum be accordingly set free for distribution in the manner specified in clause (ii) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions
 - (3) 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
 - (4) Subject to these Articles, 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
 - (5) Any agreement made under such authority shall be effective and binding on such members.

MODIFICATION OF CLASS RIGHTS

11. If at any time the share capital by any reason is divided into different classes of shares, all or any of the rights and privileges attached to each class will be effective and binding after approvals, if any, under the 1949 Act and may, subject to the provisions of Sections 48 of the Act, and whether or not the Company is being wound up, be varied, modified, abrogated or dealt with, with the consent in writing of the holders

of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holder(s) of the issued shares of that class and all the provisions contained in the Articles as to General Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting, 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. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly prohibited 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.

SHARES

12. Subject to the provisions of Section 55 of the Act, 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.
13. The shares in the capital shall be numbered progressively accordingly to their several denominations and except in the manner hereinbefore mentioned, no share shall be subdivided.
14.
 - (1) When at any time the Company proposes to increase the subscribed capital of the Company by the issue of new shares, then subject to any decision which may be taken by the Company in General Meeting, such new shares shall be offered to:
 - (i) the persons who at the date of the offer are holders of the equity shares in the Company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares by sending a letter of offer; and such offer shall be made by a notice specifying the number of shares offered and limiting a time, not being less than 15 days and not exceeding 30 days from the date of the offer, within which the offer, if not accepted, will be deemed to have been declined. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to hereinabove shall contain a statement of this right. After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.
 - (ii) to employees under a scheme of employees stock option/ stock purchase, subject to Special Resolution passed by the Company and subject to conditions prescribed in the Act.
 - (iii) to any persons, if authorised by a Special Resolution, whether or not those persons include the persons referred above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed in the Act.
 - (2) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares of the Company or subscribe to shares of the Company in accordance with the provisions of the 1949 Act and guidelines issued by the RBI from time to time.

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

15. The Company shall not issue any shares on discount except in case of sweat equity shares in accordance with the terms and conditions prescribed in Section 54 of the Act. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denominations and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending but not voting at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of Company in the general meeting by a special resolution.
16. Subject to the provisions of the Act, 1949 Act and these Articles the shares in the capital of the Company for the time being (including any shares forming a part of any increased 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 subject to compliance with applicable law) at a discount and at such times as they may from time to time think fit and proper, and with full power with the sanction of the Company in General Meeting, to give to any person the option or right to call for or be allotted shares of any class of the Company either at par or at premium such option being exercisable at such time and for such consideration as the Directors think fit and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that the option or right to call for shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
17. Any application signed by the applicant for shares in the Company, followed by an allotment of any shares therein, shall on acceptance of the shares by him within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is on the Register shall, for the purposes of the Act and these Articles, be a Member of the Company.
18. The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them shall immediately on the inscription of the name of the allottee in the Register as the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by them accordingly.
19. Every Member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereof, in such amounts, at such time or times and in such manner as the Board of Directors shall from time to time, in accordance with these Articles, require or fix for the payment thereof.
20. The Company shall cause to be kept a Register of Members, an index of Members, a register of debenture holders and an index of debenture holders in accordance with Section 88 of the Act. The Company may exercise the powers conferred on it by Section 88 with regard to the keeping of a foreign register of Members; and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit in respect of keeping of any such register. 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.
21. The Register of Members, the index of Members, the register and index of debenture holders and copies of all annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act shall, except when the Register of Members or debenture holders is closed under the provisions of the Act or these presents, be open to inspection, on any working day at the time as the Board may determine, from time to time, for any Member or debenture holder, other security holder or Beneficial Owner without any charges and to inspection of any other person on payment of such sum as may be prescribed by the Act. Any such Member, debenture holder, other security holder or Beneficial Owner or other person may take extracts therefrom without fee or additional fee as the case may be or require a copy of such register, index or entries therein or return on payment of such sum as may be prescribed by the Act.

22. Subject to Section 89 of the Act and save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. 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.

SHARE CERTIFICATE

23. The certificates of title to shares shall be issued under the Companies (Share Capital and Debentures) Rules, 2014 and other relevant provisions under Applicable Law.
24. Unless where the shares are issued in dematerialized form, every Member or allottee of shares shall be entitled, without payment, to receive within 2 months after incorporation, in case of subscribers to the Memorandum or after allotment or within 1 month after the application for the registration of transfer or transmission, or within such other period as per the conditions of issue or Applicable Law,:
- (a) One certificate for all his shares without payment of any charge; or
 - (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
25. On listing of the shares of the Company on a recognised stock exchange, the share certificates shall be generally issued in marketable lots and where share certificates are issued in lots other than marketable lots, subdivision, consolidation of share certificates into marketable lots shall be done by the Company free of charge.
26. The Company may issue such fractional coupons or letters of allotment as the Board of Directors may approve in respect of any of the shares of the Company on such terms as the Board of Directors think fit including the term relating to the period within which the fractional coupons or letters of allotment are to be surrendered for issuance of share certificates.
27. Every certificate shall specify the name of the person in whose favour it is issued. Every share shall be distinguished by its appropriate number and shall specify the shares to which it relates and the amount paid-up thereon.
- 28.
- (1) No certificate of any share or shares shall be issued either in exchange for those which are subdivided or consolidated or where the pages on the reverse for recording transfers have been duly utilized, unless the certificate in lieu of which it is issued is surrendered to the Company.
 - (2) Duplicate share certificates may be issued in lieu of those that are lost or destroyed or in replacement of those which are defaced, torn, old, decrepit, worn out with the prior consent of the Board or such authority as the Board may direct on such fees as the Board thinks fit, and on such reasonable terms, if any, as to evidence and indemnity, the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board may think fit. The duplicate share certificate shall be issued within the timeframe prescribed in the Act, or within a period of thirty days from the lodgement of such request, whichever is earlier.
 - (3) The Company shall make entry of such share certificates issued in the register of renewed and

duplicate share certificates in such manner and within such timeframe prescribed in the Act.

29. If any share stands in the names of two or more persons, the person first named in the Register shall, as regards receipt of dividends, or cash bonus, or service of notice, or any other matter connected with the Company except voting at meetings and transfer of the shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the repayment of all instalments or calls and other payments due in respect of such shares.
30. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one share certificate. The certificates of shares registered in the names of two or more persons shall be delivered to any one of such persons named in the Register, which shall be sufficient delivery to all such holders.
31. Save as herein or in the Act otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly, shall not except as ordered by a Court of competent jurisdiction, or by statute, or the Act, be bound to recognize any equitable, beneficial or other claim to or interest in such share on the part of any other person.
32. No Member, who shall change his name, or who being a female shall marry, be entitled to receive any dividend or to vote in the name other than the one registered with the Company, until notice of the change of name or of marriage as the case may be is given to the Company in order that the same be registered after production of satisfactory evidence.
33. Save as otherwise provided by Sections 67 and 68 of the Act, none of the funds of the Company shall be applied for to purchase any share in the Company.
34. The provisions above shall mutatis mutandis apply to debentures of the Company.

UNDERWRITING AND BROKERAGE

35. The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or other securities of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or other securities of the Company but so that if the commission in respect of the shares, debentures or other securities shall be paid or payable out of capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed the rates prescribed under Section 40 (6) of the Act and rules made thereunder, and the 1949 Act. The commission may be paid or satisfied in cash or in fully or partly paid-up shares, debentures or other securities of the Company or partly in one way and partly in the other.

CALLS

36. The Board of Directors may from time to time by a resolution passed at a meeting of the Board make such calls as they think fit upon the Members in respect of all moneys unpaid (whether on account of the nominal value of the shares or by way of premium) on the shares held by them respectively and not by the conditions of all allotment thereof made payable at fixed times. 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. Each Member shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Board of Directors. A call may be made payable by instalments. A call may be revoked or postponed at the discretion of the Board.
37. A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and shall be payable by the Members on such date or at the discretion of the Board of Directors on such subsequent date as shall be fixed by the Board of Directors.
- 38.

- (1) Not less than 14 days' notice of every call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may by notice in writing to the Members revoke or postpone the same.
 - (2) The Board of Directors may from time to time, at their discretion extend the time fixed for the payment of any call by such Member(s) for such cause as the Board of Directors may deem fit, but no Member shall be entitled to such extension save as a matter of grace and favour.
 - (3) If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Board of Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall relate to such amount or instalment accordingly.
 - (4) If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof the holder for the time being or allottee of the share in respect of which a call shall have been made or the instalment shall be due shall pay interest on the same from the last day appointed for the payment thereof to the date of actual payment, at ten percent per annum or at such lower rate as may be decided by the Board, but the Board of Directors may in their absolute discretion waive payment of such interest wholly or in part.
 - (5) No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him whether alone or jointly with any person, together with interest and expenses, if any.
39. Subject to the provisions of Sections 2(31), 50, 73 and 74 of the Act, the Board of Directors may, if it thinks fit, agree to and receive from any Member willing to advance the same, all or any part of the amounts of their respective shares beyond the sum actually called up; and upon the moneys so paid in advance or upon so much thereof from time to time and at any time thereafter, as exceeds the amount of the calls then made and due in respect of the shares on account of which such advances are made, the Board of Directors may pay or allow interest (at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum), as the Member paying the sum in advance and the Board of Directors agree upon. The Board of Directors may at their absolute discretion repay at any time, any amount so provided that moneys paid in advance of calls shall not in respect thereof, confer a right to dividend or to participate in the profits of the Company.

FORFEITURE AND LIEN

40. If any Member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter while the call or instalment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. The provisions of 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.
41. The notice shall name a day (not being less than 14 days from the date of the notice) and a place or places, on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the call was made or instalment is payable, will be liable to be forfeiture.
42. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter and before payment of all calls or instalments, interest and expenses due in respect thereof be forfeited by a resolution of the Board of Directors to that

effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

43. When any share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register. Upon forfeiture, such Member shall cease to be a Member of the Company.
44. Any share so forfeited, shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board of Directors may think fit. The Board may, before a sale or disposal of the forfeited shares, cancel such forfeiture on such terms as it thinks fit.
45. Any Member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand, all calls, instalments, interest, expenses and other moneys owing upon or in respect of such shares at the time of the forfeiture together with further interest thereon from the time of the forfeiture until payment at such rate as the Directors may determine and the Directors may enforce the payment of the whole or a portion thereof if they think fit but shall not be under any obligation to do so. 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.
46. 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. 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. The transferee shall thereupon be registered as the holder of the share. 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.
47. The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these presents are expressly saved.
48. The provisions of these Articles 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.

LIEN

49. The Company shall have no lien on its fully paid-up shares.

The Company shall have a first and paramount lien (i) on every share to the extent of all moneys called or payable at a fixed time in respect of such shares and (ii) on all shares/ debentures (not being fully paid-up) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company.

Any lien on shares shall extend to all dividends and bonuses from time to time declared in respect of such shares, unless otherwise agreed, the registration of a transfer of shares shall not operate as a waiver of the Company's lien, if any, on such shares. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

50. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell, shall have been served on such

Member, or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment of the sum payable as aforesaid for 14 days after such notice.

51. The net proceeds of any such sale after payment of the costs of such sale shall be applied in or towards satisfaction of all moneys called and payable in respect of such shares and the residue (if any) paid to such Member or the person (if any) entitled to the shares at the date of the sale.
52. Upon any sale after forfeiture or enforcing a lien in purported exercise of the powers hereinbefore given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares so sold and cause the purchaser's name to be entered in the Register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy (if any) of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
53. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any money shall preclude the forfeiture of such shares as herein provided.
54. A certificate in writing under the hand of any Director or the Secretary or such other person as may be authorised, from time to time that the call in respect of a share was made and that the forfeiture of the share was made by a resolution of the Directors to that effect, shall be conclusive evidence of the fact stated therein as against all persons entitled to such share.

TRANSFER AND TRANSMISSION OF SHARES

55. No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. Every such instrument of transfer shall be duly stamped and executed both by the transferor and transferee and duly attested. The transferor shall be deemed to remain as the holder of such share until the name of the transferee shall have been entered in the Register in respect thereof.
56. The instrument of transfer of any share shall be in the prescribed form and in accordance with the requirements of sub-section (1) of Section 56 of the Act. Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit. The Board may decline to recognise any instrument of transfer unless the instrument of transfer is in respect of only one class of shares. Further, except in case of transmission or transposition of Equity Shares, requests for effecting transfer of Equity Shares shall not be processed unless the Equity Shares are held in dematerialized form with a depository.
57. Notwithstanding anything contained herein, but subject to the provisions of Section 58 and Section 59 of the Act and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, 1949 Act and other Applicable Laws, the Board of Directors may at their absolute and uncontrolled discretion, decline to register or acknowledge any transfer of shares and shall not be bound to give any reason for such refusal and in particular may so decline in respect of the shares upon which the Company has a lien or whilst any monies in respect of the shares desired to be transferred or any of them remain unpaid and such refusal shall not be affected by the fact that the proposed transferee is already a Member. Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
58. Any transfer of shares which results in a Person (by himself or acting in concert with any other Person) acquiring 5% (five per cent) or more of the paid-up Equity Share capital or voting rights of the Company shall be made with prior approval of RBI.

59. No person/ group of persons shall acquire or agree to acquire directly or indirectly by himself or acting in concert with any other person, any shares of the Company or voting rights therein, in contravention of the provisions of the 1949 Act or the Guidelines.
60. If the Board of Directors refuses to register a transfer of any shares, they shall, within 15 days from the date on which the transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal.
61. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by the certificate or certificates of the shares to be transferred and such other evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such condition and regulation as the Board of Directors shall from time to time prescribe; and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors. But any instrument of transfer which the Board of Directors may decline to register shall be returned to the person lodging the same.
62. No fee shall be charged for registration of transfer or for effecting transmission or for registering any probates, letters of administration and other similar documents.
63. The Board of Directors shall have power on giving not less than 7 days previous notice by advertisement in some newspaper circulating in the district in which the Company's Office is situated, to close the transfer books, the Register of Members and/or the register of debenture holders at such time or times and for such period or periods, not exceeding 30 days at a time and not exceeding in the aggregate 45 days in each year, as the Board may deem expedient.
64. The legal heir, nominee, executors or administrators of a deceased Member shall be the only persons recognised by the Company as having any title to his share except in cases of joint holders, in which case the surviving holder or holders or the executors or administrators of the last surviving holders shall be the only persons entitled to be so recognised; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. The Company shall not be bound to recognise such executor or administrator, unless he shall have obtained probate or letters of administration or other legal representation, as the case may be, from a competent court in India. Provided nevertheless that in cases, which the Board in its discretion considers to be special cases and in such cases only, it shall be lawful for the Board to dispense with the production of probates or letters of administration or such other legal representations upon such terms as to indemnity, publication of notice or otherwise as the Board may deem fit.
65. Any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these presents, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect either to be registered himself as holder of the shares or to make such transfer of the shares as the deceased or insolvent Member could have made. 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. In the event the successor elects to become a Member of the Company, he shall deliver or send a notice to the Company in writing signed by him that he so elects. Such person may, with the consent of the Board (which the Board shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under the Article, or of his title, as the Board of Directors think sufficient, be registered as a Member in respect of such shares, or may, subject to the regulations as to transfer hereinabove contained, transfer such shares.
66. 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.

67. Every transmission of a share shall be verified in such manner as the Board of Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation of the Company or the Board of Directors to accept any indemnity. The Company shall ensure that transmission requests are processed for securities held in dematerialized mode and physical mode within seven days and twenty one days respectively, after receipt of the specified documents.
68. The Company shall incur no liability or responsibility whatsoever, in consequence of its registering or giving any effect to any transfer of shares, made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of a person having or claiming any equitable right, title or interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest, or notice prohibiting registration of such transfer and may have entered such notice referred hereto in any book or record of the Company, and the Company shall not be bound or required to regard or to attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, notwithstanding that the notice may have been entered in or referred to in some book or record of the Company, but the Company shall nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.
69. The provisions of these Articles shall *mutatis mutandis* apply to the transfer of debentures and other securities of the Company or transmission thereof by operation of law.

DEMATERIALIZATION OF SECURITIES

70.

(1) Dematerialization

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debenture and other securities, rematerialize its shares, offer its fresh shares, debentures and other securities, in a dematerialized form pursuant to the Depositories Act and the rules framed thereunder, if any.

(2) Re-materialization

Notwithstanding anything contained in these Articles, the Company shall be entitled to rematerialize its shares, debentures and other securities held in dematerialized form pursuant to the Depositories Act and the rules framed thereunder, if any.

(3) Option for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to deal in or hold securities with a Depository in electronic form. Such person who is the Beneficial Owner of the securities may at any time opt out of a Depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed, issue to the Beneficial Owner the required certificates of securities.

If a person opts to hold his security with a Depository, the Company shall intimate such Depository for details of allotment of security and on the receipt of the information, the Depository shall enter in its record, the name of the allottee as the Beneficial Owner of the

security.

(4) Securities in Depository to be in fungible form

All securities held by a Depository shall be dematerialized and be in a fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owners.

(5) Rights of Depositories

Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting the transfer of ownership of security on behalf of the Beneficial Owner.

Save as otherwise provided above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository.

(6) Transfer of Securities

Nothing contained in section 56 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(7) Distinctive numbers of Securities held in a Depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held in the dematerialized mode.

(8) Register and Index of Beneficial Owners of these Articles

The register and index of Beneficial Owners maintained by a Depository shall be deemed to be the register and index of Members and security holders.

(9) Shares to be numbered

Shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provision relating to progressive numbering shall not apply to the shares of the Company which are dematerialized or may be dematerialized in future or issued in future in dematerialized form. Except in the manner hereinbefore mentioned, no shares shall be subdivided. Every forfeited or surrendered share held in material form should continue to bear the number by which the same was originally distinguished.

(10) Issue of share certificates

No share certificate(s) shall be issued for the shares held in a dematerialized form.

(11) Voting Rights of Beneficial Owner

A Depository as a registered owner shall not have any voting right in respect shares held by it

in a dematerialized form. However, the Beneficial Owner as per the register of Beneficial Owners maintained by the Depository shall be entitled to such rights in respect of the shares or securities held by him in the Depository. Any reference to the Member or joint Members in the Articles includes reference to Beneficial Owner or joint Beneficial Owner in respect of the shares held in Depository.

CONVERSION OF SHARES INTO STOCK

71. (1) Subject to the provisions of Section 61 of the Act, the Company in General Meeting 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 shares or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - (iv) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
- (2) Where shares are converted into stock, 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 for which the stock arose.
- (3) 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.
- (4) Such of the regulations of the Company (other than those relating to share warrants), 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.

JOINT HOLDERS

72.

- (1) Where two or more persons are registered as the holders of any shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.
- (2) The Company shall be entitled to decline to register more than 3 persons as the joint holders of any share.

- (3) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- (4) On the death of any such joint holders, the executors, administrators, survivor/s or legal heir/s shall be the only person or persons recognised by the Company as having any title to the share but the Board of Directors may require such evidence of death as they may deem fit and nothing therein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- (5) Any one of such joint holders may give effectual receipts for any dividends or other moneys payable in respect of such shares.
- (6) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notice (which expression shall be deemed to include all documents)

BUYBACK

73. Notwithstanding anything contained in these Articles, but subject to the provisions of Section 68 to 70 of the Act, provisions of 1949 Act and guidelines issued by the RBI from time to time, FEMA and any other Applicable Law for the time being in force, the Company may purchase its own shares or specified securities in such manner as may be prescribed.

BORROWING POWERS

74. The Board of Directors may, from time to time, by a resolution passed at a meeting of the Board borrow money for the purpose of the Company. Provided that the Board of Directors shall not borrow money except with the approval of the Company in General Meeting by Special Resolution, where money to be borrowed together with the money already borrowed by the Company, apart from temporary loans obtained in its ordinary course of business and except as otherwise provided hereafter, shall exceed the aggregate of the paid-up capital of the Company and its free reserves or limits as set under the Act.

Provided that nothing contained herein above shall apply to:

- (i) any sums of money borrowed by the Company from any other banking companies or from the RBI, or any other scheduled banks established by or under any law for the time being in force; and
- (ii) acceptance by the Company in the ordinary course of business of deposits of money from the public, repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise

The expression "temporary loans" means loans repayable on demand or within 6 months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature.

75. Subject to the provisions of the Act, the 1949 Act and guidelines issued by the RBI from time to time, and these Articles, the Board of Directors may raise and secure the payment of such sum or sums in such manner and upon such items and conditions in all respects as they think fit and in particular by the issue of bonds or redeemable debentures of debenture-stock, or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future).
76. Any bonds, debenture stock or other securities issued or to be issued by the Company shall be under the control of the Board of Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

77. The Board of Directors shall cause a proper register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and charges specifically affecting the property of the Company, and shall duly comply with requirements of the said Act in regard to registration of mortgages and charges and of copies of instruments creating charges. Such sum as may be prescribed by the Act shall be payable by any person other than a creditor or Member of the Company for each inspection of the register of charges.

GENERAL MEETING

78. The Annual General Meeting shall be held in accordance with section 96 of the Act and shall be called for a time during business hours, on a day this is not a national holiday and shall be held either at the Office of the Company or at some other place within the city or town in which the Office of the Company is situated as the Board of Directors may determine and the notice calling the meeting shall specify it as the Annual General Meeting.
79. Every Member of the Company shall be entitled to attend every General Meeting either in person or by Proxy; and the Director and auditor of the Company shall have the right to attend and to be heard (but not vote) at any General Meeting on any part of the business which concerns him as auditor.
80. At every Annual General Meeting of the Company there shall be laid on the table the Board's reports, auditors' report and necessary Financial Statements and any other report as may be required to be attached or annexed thereto.
81. All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.
82. The Board may, whenever it thinks fit, call an Extra- Ordinary General Meeting. If at any time there are not within India, Directors capable of acting who are sufficient in number to form a quorum, any Director or any two Members of the Company may call an Extra-ordinary General Meeting in the same manner as nearly as possible, as that in which such a meeting may be called by the Board at such time and place as it or they may determine.
83. The Board of Directors of the Company shall on the requisition of such number of Members of the Company as is specified in Section 100 of the Act, forthwith proceed duly to call an Extra-Ordinary General Meeting of the Company, and in respect of any such requisition and of any meeting to be called pursuant thereto, all the other provisions of section 100 of the Act.
84. Subject to Section 101 of the Act, a General Meeting of the Company may be called by giving not less than clear 21 days' notice in writing or through electronic mode. However, a General Meeting may be called after giving a shorter notice than clear 21 days, if consent is accorded thereto by 95% of Members of the Company entitled to vote at that meeting.
85. Subject to Sections 101 and 102 of the Act, every notice of a meeting of the Company shall specify the place, the date and hour of the meeting, and shall contain a statement of the business to be transacted thereat. No General Meeting, annual or extra-ordinary, shall be competent to deliberate upon, discuss or transact any business which has not been specifically mentioned in the notice or notice convening the same.
- 86.
- (1) In the case of Annual General Meeting, all business to be transacted at the meeting shall be deemed special except relating to:
- (i) the consideration of Financial Statements and the report of the Board of Directors and of the auditors;
- (ii) the declaration of dividend;

- (iii) the appointment of Directors in the place of those retiring; and
- (iv) the appointment of and fixing of the remuneration of the auditors;

In the case of any other General Meeting all business shall be deemed special.

- (2) Where any items of business to be transacted at the meeting require the according of approval to any document, the time and place where the document can be inspected shall be specified in the statement aforesaid.

- 87. A document may be served by the Company on any Member thereof either personally, or by sending it by post or courier service to him to his registered address, or if he has a registered address in India, to the address, if any, within India supplied by him to the Company for the giving of notice to and serving of documents on him or by means of such electronic or other mode as may be prescribed.
- 88. Where by any provision contained in the Act or in these Articles, special notice is required of any resolution notice in respect of the same shall be given to the Company and by the Company as provided in Section 115 of the Act.
- 89. Notice of every meeting of the Company shall be given to the auditor or auditors for the time being of the Company in the same manner as giving notice to any Members of the Company.
- 90. The accidental omission to give notice of any meeting to or the non-receipt of any notice by any Member or other persons to whom it should be given shall not invalidate the proceedings at the meeting.

PROCEEDING OF GENERAL MEETINGS

- 91. The quorum for the General Meeting shall be as provided in Section 103 of the Act.

No business shall be transacted at any General Meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business.

- 92. The Chairman shall be entitled to take the chair at every General Meeting. If there be no such Chairman or if at any meeting he is not present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose one of the Directors nominated to be chairman of such meeting and in default of their doing so, the Members present shall choose a Director as chairman of such meeting and if no Director is present or if all the Directors present decline to take the chair, the Members present shall choose one of themselves to be chairman of such meeting. If a poll is demanded on the election of the chairman of such meeting, it shall be taken forthwith in accordance with the provisions of these Articles, the chairman elected on a show of hands exercising all the powers of the chairman for the purpose of conducting the poll, under the said provisions. If some other person is elected chairman of such meeting as a result of the poll, he shall be chairman for the rest of the meeting.
- 93. If within half an hour from the time appointed for holding the meeting of the Company a quorum is not present, the meeting if convened upon the requisition of Members as aforesaid shall stand dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place (in which case no notice of adjournment or of the business to be transacted at the adjourned meeting shall be necessary) or to such other day, time and place as the Board may determine, If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, those Members who are personally present shall form the quorum.
- 94. Subject to Sections 107 to 109 of the Act and other Applicable Law, every question submitted to a General Meeting and every resolution put to the vote at a General Meeting shall, unless a poll is demanded as hereafter provided, be in the first instance decided by a show of hands.
- 95. Subject to Article 88 above, a declaration by the chairman that on a show of hands a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books

containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact, without proof of the number of proportion of the votes cast in favour of or against such resolution.

96.

- (1) Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting of his own motion, and shall be ordered to be taken by him on demand made in that behalf by the person or persons specified below, that is to say, by any Member or Member present in person or by Proxy and holding shares in the Company:
 - (i) which confers a power to vote on the resolution not being less than one-tenth of the total voting power; or
 - (ii) On which aggregate sum of not less than Rs. 5,00,000 has been paid-up.
- (2) The demand for a poll may be withdrawn at any time by the persons or persons who made the demand.

97.

- (1) A poll demanded on any adjournment of the meeting or appointment of the chairman shall be taken forthwith.
- (2) A poll demanded on any other question (not being a question relating to the appointment of chairman) shall be taken at such time not being later than 48 hours from the time when the demand was made as the chairman may direct.

98. The chairman of a General Meeting may, with the consent of any meeting at which quorum is present, and shall, if so directed by the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for more than 30 days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting.

99. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

100. On a poll taken at a meeting of the Company, a Member entitled to more than one vote, or his Proxy or other person entitled to vote for him, as the case may be, need not if he votes, use all his votes or cast in the same way all the votes he uses.

101.

- (1) Where a poll is to be taken, the chairman of the meeting shall appoint 2 scrutineers to scrutinise the votes given on the poll and to report thereon to him.
- (2) The chairman of such meeting shall have powers, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill vacancies in the office of scrutineers arising from such removal or from any other cause.
- (3) Of the 2 scrutineers, 1 shall always be a Member (not being an officer or employee of the Company) present at the meeting, provided such a Member is available and willing to be appointed.

102.

- (1) The chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting by show of hands. The chairman of such meeting present at the time of taking of a poll shall judge the validity of every vote tendered at such poll in consultation with the scrutinizer.
- (2)
 - (i) Subject to the provisions of Section 109 and other relevant provisions the Act, the chairman of the meeting shall have power to regulate the manner in which the poll shall be taken.
 - (ii) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
 - (iii) in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a Member.

103. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

104. Where a resolution is passed at an adjourned meeting of:

- (1) the Company; or
- (2) the holders of any class of shares in the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed at any earlier date.

105. The Company shall provide the facility of electronic voting to its Members in the manner prescribed under Section 108 of the Act.

106. The Company shall seek approval of shareholders through postal ballot with respect to the matters and in the manner prescribed in the Act from time to time and postal ballot shall include voting through electronic mode.

107. A copy of each of the resolutions specified in Section 117 shall be filed with the registrar of companies in the manner laid down in the Act. A copy of every resolution which has the effect of altering the Articles of Association of the Company and a copy of every agreement referred to in section 117(3) shall be embodied in or annexed to every copy of the Articles issued after the passing of the resolution or the making of the agreement.

108.

- (1) The Company shall cause minutes of all the proceedings of every General Meeting of any class of shareholders or creditors and every resolution passed through postal ballot to be kept by making within 30 days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
- (2) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed by the chairman of the same meeting within the aforesaid period of 30 days, or in the event of the death or inability of that chairman, within that period by a Director duly authorized by the Board for the

purpose. In case of resolution passed through postal ballot, the minutes shall be signed by the chairman.

- (3) In no case the minutes or proceedings of a meeting shall be attached to any such book or aforesaid by pasting or otherwise.
- (4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (5) All appointments of officers made at any meeting aforesaid shall be included in the minutes of the meeting.
- (6) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter whatsoever and in particular, a matter which in the opinion of the chairman of the meeting(s): (a) is or could reasonably be regarded as, defamatory of any person, or (b) is irrelevant or immaterial to the proceeding, or (c) detrimental to the interests of the Company. The chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds or otherwise.
- (7) Any such minutes shall be evidence of the proceedings recorded therein.
- (8) The book containing the minutes of proceedings of General Meetings shall be kept at the office of the Company and shall be open during business hours, for such periods not being less in the aggregate than two hours in each day (11 am to 1 pm) as the Board of Directors determine, to the inspection of any Member without charge.

VOTES OF MEMBERS

109. Subject to the provisions of the Act, votes may be given either personally or by an attorney or by Proxy or, in the case of a body corporate, by a representative duly authorised under Section 113 of the Act.

110. Subject to any rights or restrictions for the time being attached to any class or classes of shares:

- (1) on a show of hands, every Member present in person shall have one vote; and
- (2) on a poll, the voting rights of Members shall be in proportion to his share in paid-up equity share capital.

Provided however that the voting rights shall be subject to the restrictions imposed under Section 12 of the 1949 Act.

111. A Member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

112. Member not personally present shall not be entitled to vote on a show of hands unless such Member is represented by an attorney or unless such Member is a body corporate present by a representative duly authorised under Section 113 of the Act in which case such attorney or representative may vote on a show of hands as if he were a Member of the Company.

113. 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 on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by Proxy.

114. A body corporate (whether a company within the meaning of the Act or not) may if it is duly authorised by a resolution of its Directors or other governing body, appoint a person to act as its representative at any meeting in accordance with the provisions of section 113 of the Act. The production at the meeting of a copy of such resolution duly signed by one Director of such body corporate or by a Member of its governing body and certified by him as being a true copy of the resolution shall on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.
115. Any person entitled under the transmission clause to become the holder of any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of Directors or any persons authorised by the Board of Directors in that behalf of his right to hold such shares, or the Directors shall have previously admitted his right to transfer such shares or his right to vote at such meeting in respect thereof.
116. Where there are any joint registered holders of any share, any one of the joint holders may vote at any meeting either personally or by an attorney duly authorised under a power of attorney or by Proxy in respect of such share as if he were solely entitled thereto; and if more than one of such joint holders be personally present at any meeting then one of the said persons so present whose name stands first or higher in the Register in respect of such share shall be entitled to vote in respect thereof.
- 117.
- (1) Any Member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person (whether a Member or not) as his Proxy to attend and vote instead of himself, but a Proxy so appointed shall not have any right to speak at the meeting.
 - (2) the instrument appointing the Proxy shall be in writing under the hand of the appointees or of his attorney duly authorised in writing or if such appointer is a corporation, under its common seal or be signed by an officer or an attorney duly authorised by it. A person may be appointed a Proxy though he is not a Member of the Company, but such Proxy shall not have any right to speak at any meeting.
118. Subject to Section 108 of the Act and Article 98 above, every notice convening a General Meeting of the Company shall state that a Member entitled to attend and vote at the meeting is entitled to appoint Proxy to attend and vote instead of himself and that a Proxy need not be a Member of the Company.
119. The instrument appointing a Proxy and the power of attorney or other authority (if any) under which it is signed or a or a notarised copy of that power of authority shall be deposited at the Office of the Company not less than 48 hours before the time for holding the 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.
120. 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 revocation of the Proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given provided no intimation in writing of the death, insanity, revocation or transfer shall have been received at the Office of the Company or by the Company or by the chairman of the meeting at which the vote is given before the commencement of the meeting or adjourned meeting at which the proxy is used.
121. Every instrument of Proxy whether for a specified meeting or otherwise shall be in the form prescribed in the rules made under section 105 of the Act.
122. Every Member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days⁴

notice in writing of the intention to inspect is given to the Company

123.No Member shall be entitled to vote at any General Meeting either personally or by Proxy or as Proxy for another Member or be reckoned in a quorum while any call or other sum shall be due and payable to the Company in respect of any of the shares of such Member or in respect of any shares on which the Company has or had exercised any right of lien.

124.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. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

DIRECTORS

125.Until otherwise determined by the General Meeting, the number of Directors on the Board of the Company shall not be less than 3 (three) or more than 15 (fifteen).

Majority of the Board of Directors shall include persons with professional and other experience as required under the 1949 Act. The Company shall appoint such number of Independent Directors and woman Director as may be required under the Act, 1949 Act or any other Applicable Law for the time being in force.

126.The persons hereinafter named are the first Directors of the Company:

- (1) Mr. Samit Ghosh
- (2) Mr. Sunil Patel
- (3) Ms. Vandana Viswanathan

127.A Director shall not be required to hold any shares to qualify him to act as a Director of the Company.

128.Subject to Sections 152, 160 and other applicable provisions of the Act and 1949 Act, one third of the total number of Directors of the Company may be non-retiring Directors.

129.If it is provided by any trust deed, securing or otherwise, in connection with any issue of debentures of the Company, that any person or persons shall have powers to nominate a Director of the Company, then in the case of any and every such issue of debentures, the person or persons having such power may exercise, such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a "Debenture Director". A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares nor shall he be liable to retire by rotation.

130.The Board of Directors of the Company may appoint an alternate Director to act for Director (hereinafter called "the Original Director" and the alternate Director hereinafter called "**Alternate Director**") during his absence for a period of not less than 3 months from India and such appointment shall have effect and such appointee, whilst he holds office as an Alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. An Alternate Director should not be holding alternate directorship in any other company. An Alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible for the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India. Any provisions in the Act or in these Articles for the automatic re- appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director. An Alternate Director in respect of an Independent Director must be an Independent Director.

131. Subject to and in accordance with the provisions of Section 161 of the Act, the Directors shall have power at any time to appoint any person as a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not exceed the maximum fixed by these Articles.

132. Subject to the provisions of Sections 197 of the Act, the remuneration, travelling and other expenses payable to the Directors of the Company may be hereinafter provided:

- (a) Each Director, other than the Chairman, Managing Director & CEO, manager or whole-time Director, shall be paid out of the funds of the Company a remuneration by way of fee, of such sum for each meeting of the Board of Directors or committee of the Board attended by him as may be determined by the Board from time to time within the limits prescribed by the Act or Central Government from time to time.
- (b) In addition to the remuneration payable as above, the Director may be reimbursed such sum as the Board may consider, fair compensation for travelling, hotel, and other incidental expenses incurred by him in attending and returning from the meetings of the Board of Directors or any committee thereof or General Meetings of the Company.
- (c) A Director including a part time Chairman who is neither in the whole time employment of the Company nor a Managing Director & CEO, if called upon and willing to render extra services whether of a professional or non- professional nature may be paid remuneration either by way of monthly, quarterly or annual payment as may be determined by the Board, subject to the provisions of the Act, and such remuneration may be in addition to the remuneration payable under sub-clause(a) above.
- (d) In addition to the remuneration payable under sub- clause (c) above, any Director referred to therein shall be reimbursed such sum as the Board may consider fair compensation for travelling, hotel and other incidental expenses incurred by him in connection with the business of the Company.

133. 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 Director or Directors may act for the purpose of increasing the number of Directors to that fixed for the quorum, or for summoning a General Meeting of the Company, but for no other purpose.

134. Subject to the provisions of Section 164 and Section 167 of the Act, the office of a Director shall become vacant if :

- (1) he is of unsound mind and stands so declared by a competent court ; or
- (2) he is an un-discharged insolvent;
- (3) he has applied to be adjudicated as an insolvent and his application is pending; or
- (4) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than 6 months and a period of 5 years has not elapsed from the date of expiry of the sentence: Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of 7 years or more, he shall not be eligible to be appointed as a director in any company;
- (5) an order disqualifying him for appointment as a Director has been passed by a Court or Tribunal and the order is in force;
- (6) he fails to pay any call in respect of shares of the Company held by him, whether alone or

jointly with others within 6 months from the last date fixed for the payment of the call;

- (7) he has been convicted of the offence dealing with related party transactions under section 188 of the Act at any time during the last preceding 5 years or such shorter period of time, if Section 188 has been in effect for a period less than 5 years;
- (8) he has not complied with sub-section (3) of section 152;
- (9) he is a director of a company which (a) has not filed financial statements or annual returns for any continuous period of 3 financial years; or (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for 1 year or more;
- (10) he absents himself from all meetings of the Board of Directors held during a period of 12 months with or without seeking leave of absence of the Board;
- (11) he acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (12) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184;
- (13) he becomes disqualified by an order of a Court or the Tribunal;
- (14) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than 6 months:

Provided that the office shall be vacated by the Director even if he has filed an appeal against the order of such court;
- (15) he is removed in pursuance of the provisions of this Act;
- (16) he, having been appointed a director by virtue of his holding any office or other employment in the holding or associate company, ceases to hold such office or other employment in that company; or
- (17) he becomes disqualified under the 1949 Act.

Subject to the provisions of the Act a Director may resign his office at any time by notice in writing addressed to the Company or to the Board of Directors.

135.

- (1) Subject to the provisions of Section 188 of the Act and the 1949 Act, no Director shall be disqualified by reason of his office from contracting with the Company either as vendor, purchaser, agent or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoidable nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised as a result of or in pursuance of any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established provided the provisions of the Act are complied with while entering into such contract or arrangement with such Director.
- (2) Every Director who is in any way whether directly or indirectly concerned or interested in any

contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board of Directors or as provided in the Act.

- (3)
 - (i) in the case of a proposed contract or arrangement the disclosure required to be made by a Director under clause (b) above, shall be made at a meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of the meeting, concerned or interested in the proposed contract or arrangement at the first meeting of the Board held after he becomes so concerned or interested.
 - (ii) In the case of any other contract or arrangement the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.
- (4) For the purpose of this Article, the Director shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals to the Board of Directors in the first Board meeting held in every Financial Year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, to the effect, that he is directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into (a) with a body corporate in which such Director or such Director in association with any other Director, holds more than two per cent shareholding of that body corporate, or is a promoter, manager or Managing Director & CEO of that body corporate; or (b) with a firm or other entity in which, such Director is a partner, owner or member, as the case may be
- (5) Nothing in sub-Articles (2) (3) and (4) of this Article shall apply to any contract or arrangement entered into or to be entered into between the Company and any other company where any one of the Directors of the Company or 2 or more of them together holds or hold not more than 2% of the paid-up share capital in the other company.

136. An interested Director defined in the preceding Article shall not attend such discussion nor shall take any part in the discussions of, or vote on any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he in any way, directly or indirectly, concerned or interested in the contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote;

ROTATION OF DIRECTORS

137. Independent Directors of the Company shall not be liable to retire by rotation. Directors other than the Chairman, Managing Director & CEO and whole-time Director shall be liable to retire by rotation in accordance with the provisions of the Act.

138.

- (1) At every General Meeting of the Company 1/3rd of such of the Directors for the time being as are liable to retire by rotation, or if their number is not 3 or a multiple of 3, then the number nearest to 1/3rd shall retire from office. Chairman, Managing Director & CEO or any whole-time Directors, if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation.
- (2) Subject to Sections 152 and 169 of the Act, the Directors to retire by rotation under the foregoing Article, at every Annual General Meeting shall be those who have been longest in

office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. The Retiring Director shall be eligible for re-appointment.

139. Subject to Sections 160, and 169 of the Act, the Company at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacancy by appointing the Retiring Director or some other person thereto.

140.

- (1) If the place of the Retiring Director is not filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a public holiday till the next succeeding day which is not a public holiday at the same time and place.
- (2) If at the adjourned meeting also, the place of the Retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the Retiring Director shall be deemed to have been re- appointed at the adjourned meeting, unless:
 - (i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
 - (ii) the retiring Director, has by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re- appointed :
 - (iii) he is not qualified or is disqualified for appointment.
 - (iv) the provisions of section 162 of the Act is applicable to the case.

141. At a General Meeting of the Company, a motion shall not be made for the appointment of 2 or more persons as Directors of the Company by a single resolution, and the provisions of Section 162 of the Act in this behalf shall apply in all respects.

142. Subject to the provisions of Section 169 of the Act, the Company may remove any Director before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office until the date upto which the Director, in whose place he is appointed, would have held the same if he had not been removed.

143.

- (1) Subject to the provisions of the Act and these Articles any person who is not a Retiring Director shall be eligible for appointment to the office of Director at any General Meeting if he or some Member intending to propose him has, at least 14 clear days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for the office as the case may be.
- (2) Every person (other than a person who has left at the office of the Company a notice under Section 160 signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company, his consent in writing to act as a Director if appointed.
- (3) A Director other than :

- (i) a Director re-appointed after retirement by rotation or immediately on the expiry of his term of office; or
- (ii) an additional or Alternative Director or a person filling a casual vacancy in the office of a Director under Section 261 of the Act, appointed as a Director or reappointed as an additional or Alternative Director immediately upon the expiry of his term of office; or
- (iii) a person named as a Director of the Company under the Articles as first Director, shall not act as a Director of the Company unless he has within 30 days of his appointment signed and filed with the registrar of companies his consent in writing to act as such Director.

PROCEEDINGS OF THE BOARD OF DIRECTORS

144. The Directors may meet together at a Board for the dispatch of business from time to time, and at least 4 such meetings shall be held in every year with a time gap of not more than 120 days. The Directors may adjourn and otherwise regulate their meetings and proceedings as they may think fit.

145. The Chairman may at any time and the secretary or such other officer of the Company as authorised, shall, upon the request of any Director, convene a meeting of the Board of Directors. Notice of every meeting of the Board of Directors shall be given in writing to every Director at his usual address in India and, in the case of any Director residing abroad, such notice shall also be given by fax to such Director's fax number abroad. A notice of the Board meeting may also be served electronically.

146. Subject to Section 174 of the Act, the quorum for a meeting of the Board of Directors shall be 1/3rd of its total strength (excluding Directors, if any, whose place may be vacant at that time and any fraction contained in that one third being rounded-off as one), or 2 Directors, whichever is higher, provided that where at any time the number of interested Directors exceeds or is equal to 2/3rd of the total strength of the number of the remaining Directors, that is to say, the number of Directors who are not interested and present at the meeting being not less than 2, shall be the quorum during such time. Subject to the Act, participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

147. If a meeting of the Board cannot be held for want of quorum, then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.

148. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all authority, powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board of Directors generally.

149. The Board of Directors may constitute such committees of Directors as may be required under the Act or 1949 Act or other Applicable Laws as may be applicable from time to time.

150. The Directors may subject to the provisions of the Act and the 1949 Act, delegate any of their powers to committees consisting of such member or members of their body as they think fit and they may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors.

151. The meetings and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

152. No resolution shall be deemed to have been passed by the Board or by a Committee thereof by circulation, unless (a) the resolution has been circulated in draft together with the necessary papers, if any, including through such electronic means to all the Directors or to all the members of the committee at their usual

address in India, and in the case of any Director residing abroad, such papers shall also be transmitted by fax to such Director's fax number abroad, and (b) the resolution has been approved by majority of Directors or members of the committee who are entitled to vote on the resolution.

153. All acts done by any meeting of the Board or by a committee of the Board, or by any person acting as a Director, shall, notwithstanding that it shall afterwards be discovered that there were some defects in the appointment of such Directors or committee or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director and had not vacated office or his appointment had not been terminated. Provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.
154. The Company shall cause minutes of the proceedings of every meeting of the Board of Directors and of every committee of the Board to be recorded in accordance with the relevant provisions of Section 118 of the Act, within 30 days of the conclusion of every such meeting and the minutes shall contain the matters specified in the said section.
155. The Company shall maintain such registers, books and documents as may be required under the Act and 1949 Act.
156. Subject to the provisions of the 1949 Act, the said registers, books and documents shall be kept open for inspection by such persons as may be entitled thereto respectively, under the Act on every working day during business hours as may be prescribed under these Articles, consistent with the provisions for the Act in that behalf, and copies thereof and extracts therefrom may be furnished at such fees, as provided in the Act.

POWERS OF DIRECTORS

157. The management and control of the business of the Company shall be vested in the Board of Directors who may exercise all such powers of the Company and do all such acts and things as are not by the Act or any other act by the Memorandum or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles and the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. Provided that the Board of Directors shall not, except with the consent of the Company in General Meeting:
- (1) Sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking. The term "undertaking" shall have the meaning assigned under Section 180 of the Act;
 - (2) To invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
 - (3) To remit, or give time for the repayment of, any debt due from a Director;
 - (4) Borrow money in excess of the limits provided in these Articles;
 - (5) Contribute to bona fide charitable and other funds any amounts the aggregate of which will, in any Financial Year, not exceed 5% of its average net profits during the 3 Financial Years immediately preceding.

158. Subject to the compliance with Section 182, the Company may contribute any amount to any political party.

159.

- (1) Without derogating from the powers vested in the Board of Directors under these Articles the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board:
- (i) To make calls on shares;
 - (ii) To authorize the buy-back under Board route;
 - (iii) To issue securities including debentures, whether in or outside India;
 - (iv) To borrow money;
 - (v) To invest the funds of the Company;
 - (vi) To grant loans or give guarantee or provide security in respect of loans;
 - (vii) to approve Financial Statement and the Board report;
 - (viii) to diversify the business of the Company;
 - (ix) to approve amalgamation, merger or reconstruction;
 - (x) to take over a company or acquire a controlling or substantial stake in another company;
 - (xi) to approve related party transactions;
 - (xii) to fill-up the casual vacancy of KMP;
 - (xiii) to make political contributions;
 - (xiv) to appoint or remove KMP;
 - (xv) to take note of appointment (s) or removal(s) of one level below KMP;
 - (xvi) to appoint internal auditors and secretarial auditor;
 - (xvii) to take note of the disclosure of Director's interest and shareholding;
 - (xviii) to buy, sell investments held by the Company (other than trade investments), constituting 5% or more of the paid up share capital and free reserves of the investee company;
 - (xix) to invite or accept or renew public deposits and related matters;
 - (xx) to review or change the terms and conditions of public deposit; and
 - (xxi) to approve quarterly, half yearly and annual Financial Statements or financial results as the case may be.

Provided that the Board may by resolution passed at a meeting delegate to any committee of Directors or to the Managing Director & CEO or/and other principal officer of the Company or to a principal officer of any of its branch offices, the powers specified in (iv) to (vi) of this clause to the extent specified below on such conditions as the Board may prescribe.

- (2) Every resolution delegating the power referred to in Article 152(1)(iv) shall specify the total amount outstanding at any one time upto which money may be borrowed by the delegates; provided however, that where the Company has an arrangement with its bankers for the borrowing of moneys for the day to day operations, such borrowing shall not require the sanction of the Board.
- (3) Every resolution delegating the power referred to in Article 152(1)(v) shall specify the total amount upto which the funds may be invested and the nature of the investments which may be made by the delegates.
- (4) Every resolution delegating the power referred to in Article 152(1)(vi) shall specify the total amount up to which loans may be made by the delegates and the purpose for which the loan may be made and the maximum amount of loans which may be made for each such purpose in individual cases.
- (5) Nothing contained in this Article shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Board.

160. Without prejudice to the general powers conferred by the preceding Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles but subject to the restrictions contained in the last preceding two Articles, and the provisions of the 1949 Act, the Directors shall have the following powers, that is to say, power:

- (1) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereat under the provisions of Sections 40 of the Act.
- (2) Subject to Section 179 and 188 of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit, and in any such purchase or other acquisition to accept such title as all the then prevailing circumstances of the case may justify in the interests of the Company.
- (3) At their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges acquired by or service rendered to the Company, either wholly or partly, in cash or in shares, bonds, debenture, mortgages, or other securities of the Company, and any such shares may be issued either as fully paid up and any such bonds, debentures, mortgages or securities may be either specifically charged upon all or any part of the property of the Company or not so charged.
- (4) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, goods, stores, produce and other moveable property of the Company either separately or jointly, and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
- (5) To open accounts with any banks or financial institutions in India or abroad and to pay money into and draw money from any such account from time to time as the Directors may think fit.
- (6) To secure the fulfilment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company or in such manner as they may think fit.

- (7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes and to execute and to do all such acts and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- (8) To institute, conduct, defend, compound or abandon, any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or of any claims or demands by or against the Company or any differences to arbitration and observe, perform, implement and enforce any awards made thereon.
- (9) To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- (10) To make and give receipts, releases and other discharges for money payable to the Company and for the claim and demands of the Company.
- (11) Subject to the provisions of Sections 179, 180 and 185, of the Act, to invest and deal with any moneys of the Company upon such security (not being shares of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realise such investments, save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- (12) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such guarantee or indemnity as it thinks fit.
- (13) To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptance, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.
- (14) To provide for the welfare of the Directors or ex- Directors or the employees or ex-employees of the Company and the wives, widows and families of the dependents of such persons, by formulating schemes including the stock option scheme, by building or contributing to the building of houses, dwelling or chawls or by grants of money pensions, gratuities, allowances, bonus(es) or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other attendance and other assistance as the Board of Directors shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects or for any exhibition, or for any public, general or useful object, or purposes which in the opinion of the Board of Directors are likely to promote the interests of the business of the Company or to further its objects.
- (15) Subject to the provisions of Sections 123 and 124 and other applicable provisions of the Act, before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to a depreciation fund, or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause), as the Board of Directors may, in their absolute discretion, think conducive to the interest of the Company; and to invest the several sums so set aside or so much thereof as required to be invested (other than in the shares of the Company) as they may think fit; and from time to time deal with and expend all or any part thereof, for the benefit of the Company, in such manner, and for such purpose as the Board of Directors, in their absolute discretion, think conducive to the interests

of the Company, notwithstanding that the matters to which the Board of Directors shall apply or upon which they expend the same or any part thereof, may be matters to or upon which they expend the same or any part thereof, may be matters to or upon which the capital of the Company might rightly be applied or expended; and to divide the reserve fund into such special fund, as the Board of Directors may think fit, and to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of debentures or debenture stock and that without being bound to keep the same separate from the other assets and without being to any interest on the same, with power however to the Board of Directors at their discretion to pay or allow to the credit of such funds interest at such rate as the Board of Directors may think proper. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- (16) To appoint and, at their discretion, remove or suspend such managers, secretaries, officers, assistants, supervisors, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries, emoluments or remuneration and to require security in such instances and to such amount as they may think fit and also without prejudice as aforesaid, from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the two next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.
- (17) From time to time and at any time to establish any local board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local board or any managers or agents and to fix their remuneration.
- (18) Subject to the provisions of Section 179 of the Act and Article 154, and at any time to delegate to any such local board, or any member or members thereof or any managers or agents so appointed any of the powers, authorities and discretions for the time being vested in the Board of Directors and to authorise the members for the time being of any such local board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies; and any such appointment or delegation under clause(s) of this Article may be made on such terms and subject to such conditions as the Board of Directors may think fit, and the Board of Directors may at any time remove any person so appointed, and may annul or vary any such delegation.
- (19) At any time and from time to time by power of attorney under the Seal of the Company to appoint any person or persons to the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as the Board of Directors may from time to time think fit.
- (20) Subject to Sections 2(49) and 188, of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes for the Company, to enter into all such negotiations, arrangements and contracts and rescind and vary all such arrangements or contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.
- (21) Generally subject to the provisions of the Act and these Articles, to delegate the powers, authorities and discretions vested in the Directors to any person, firm, Company or fluctuating body or persons as aforesaid.
- (22) From time to time, to make, vary and repeal byelaws for the regulations of the business of the Company, its officers, and servants.
- (23) To pay costs, charges and expenses incurred, and/or to be incurred, both preliminary and

incidental to the promotion, formation, establishment and registration of the Company.

- (24) To acquire by purchase, lease or in exchange or otherwise lands, buildings, establishments, machinery, equipment, hereditaments, rights, privileges or properties, moveable or immoveable.
- (25) To erect, construct, enlarge, improve, alter, maintain, pull down, rebuild, reconstruct any buildings, offices or other structure necessary or convenient for the purposes of the Company and to acquire the lands for the purposes of the Company.
- (26) To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Act, the 1949 Act and guidelines issued by the RBI from time to time, any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise as they think fit.
- (27) To attach in respect of any shares to be issued as consideration or part of the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit.
- (28) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- (29) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances to any persons who are or were at any time in the employment or service of the Company, or who are or were at any time Directors or officers of the Company, or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid, and also establish and subscribe to any institutions, associations, club or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (30) Subject to the provisions of the Act and these presents to delegate the powers, authorities and discretions vested in the Directors to any person, firm, company or fluctuating body of persons as aforesaid.
- (31) Any such delegator attorney as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him or them.

CHAIRMAN, MANAGING DIRECTOR & CEO OR WHOLE TIME DIRECTOR(S).

161. Subject to the requisite approval from the RBI and other Applicable Laws, the Company may appoint such number of whole-time Directors, Managing Director & CEO, manager or other Directors as it deems fit.

162.

- (1) Subject to applicable provisions of the Act, RBI Act and the Guidelines and the 1949 Act, the Chairman shall be appointed with prior approval of RBI either on whole time or part-time basis and shall be subject to such conditions as the RBI may specify while giving such approval.
- (2) Where a Chairman is appointed on whole-time basis, he shall be entrusted with the management of the whole of the affairs of the Company and he shall exercise his powers subject to the superintendence, control and direction of the Board.

- (3) Where the Chairman is appointed on part-time basis, the Board shall appoint one of its Directors as Managing Director & CEO who shall be entrusted with the management of the whole of the affairs of the Company and he shall exercise his powers subject to the superintendence, control and direction of the Board.
- (4) The Chairman appointed on whole time basis or the Managing Director & CEO as the case may be shall have the knowledge and experience as required under section 10B(4) of the 1949 Act.
- (5) The Chairman or as the case may be, the Managing Director & CEO who is entrusted with the management of the whole of the affairs of the Company shall not be subject to retirement by rotation. He shall be in whole-time employment of the Company and may be appointed by the Board for such period not exceeding 5 years at a time as the Board may deem fit. He shall be eligible for reappointment. Provided that nothing in this sub-section shall be construed as prohibiting the Chairman on whole-time basis or the Managing Director & CEO from being a director of a company registered under Section 8 of the Act.
- (6) Where a Chairman is appointed on part-time basis, in accordance with Section 10B(1A) of the 1949 Act, and he possesses qualification, knowledge, experience or expertise useful to the Company, he may, in addition to the duties as Chairman, be called upon, if he is willing, to render such extra services on day to day basis, or by way of special assignment or in any other manner as the Board may decide. Such Chairman shall not be subject to retirement by rotation and may be appointed for such period not exceeding 5 years at a time as the Board may deem fit. He shall be eligible for reappointment.
- (7) Subject to the provisions of the Act and the previous approval of the RBI, the Board may, from time to time, fix the remuneration payable to and other terms and conditions of service, of the Chairman whether appointed on whole-time or part-time basis or as the case may be, of the Managing Director & CEO.
- (8) All meetings of the Directors shall be presided over by the Chairman. But if at any meeting of the Board of Directors, the Chairman is not present at the time appointed for holding the same, then in that case, the Directors present shall choose one of the Directors nominated by the members to preside at the meeting.
- (9) Questions arising at any Board meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have second or casting vote.

163. Subject to the provisions of the Act and the previous approval of the RBI if required under the 1949 Act,—

- (1) A Managing Director & CEO, manager, whole-time Director, 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 Managing Director & CEO, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (2) A Director may be appointed as Managing Director & CEO, manager, company secretary or chief financial officer.
- (3) 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.

164. The Chairman appointed on a whole time basis or a Managing Director & CEO, whose term of office has come to an end, either by reason of his resignation or by reason of expiry of the period of his office, shall, subject to the approval of the RBI, continue in office until his successor assumes office. The appointment,

reappointment, remuneration payable to and other terms and conditions of service of the Chairman, whether appointed on whole-time or part-time basis, as the case may be, of the Managing Director & CEO shall be subject to the previous approval of the RBI and also subject to such approval as may be necessary under the Act.

165. Subject to the provisions of the Act, other Applicable Laws and these Articles, a Managing Director & CEO or a whole time Director shall not, while he continues to hold that office, be subject to retirement by rotation under the Act or these Articles but he shall, subject to the provisions of any contracts between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall *ipso facto* immediately cease to be a Managing Director & CEO or whole time Director if he ceases to hold the office of Director for any cause.

166. Subject to the superintendence, control and direction of the Board of Directors, the Board may from time to time entrust to and confer upon the Managing Director & CEO or whole time Director for the time being, save as prohibited in the Act and other Applicable Laws, such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think fit expedient and they may subject to the provisions of the Act, other Applicable Laws and these Articles confer such powers, either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

167. The Company shall at all times, ensure compliance with Applicable Laws for appointment of Directors, including 'fit and proper' criteria for directors of banks as issued by RBI dated June 24, 2004, 1949 Act, the Guidelines and any other Applicable Law in relation to corporate governance requirements for small finance banks, that may be prescribed by the RBI from time to time.

CHIEF FINANCIAL OFFICER (CFO) AND COMPANY SECRETARY (SECRETARY)

168. Subject to the provisions of Section 203 of the Act the Board of Director may from time to time appoint a qualified individual, as the CFO of the Company to perform duties which may be performed by a CFO under the Act and any other ministerial and administration duties as the Board of Directors may from time to time assign to the CFO including the duty to keep the books of accounts required to be kept under the Act.

169. Subject to the provisions of Section 203 of the Act, the Board of Director may from time to time appoint a qualified individual, as the secretary of the Company to perform duties which may be performed by a secretary under the Act and any other ministerial and administration duties as the Board of Directors may from time to time assign to the secretary including the duty to keep the registers required to be kept under the Act

COMMON SEAL

170.

- (1) The Board shall provide for the safe custody of the Seal.
- (2) The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a committee of the Board of Directors authorised by it in that behalf and except in the presence of at least one Director or an authorized person of the Company in whose presence the Seal of the Company is affixed in accordance with this Article, shall sign every instrument to which the Seal is so affixed.
- (3) Notwithstanding anything contained hereinabove, the Seal will be affixed on the share certificates as per the applicable provisions under the Act.

171. Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the Company may be signed by a Director or the secretary or such other officer or person authorised in that behalf by the Board / committee and need not be under its Seal.

DIVIDENDS

172. No dividend shall be declared or paid by the Company for any Financial Year, unless requirement of Sections 15, 17 and other applicable provisions, if any, of the 1949 Act are complied with.

173. Subject to the provisions of Section 123 of the Act, the Board may from time to time pay interim dividends as they deem fit and justified by the profits of the Company.

174. The Company may in General Meeting subject to Sections 123 and other applicable provisions of the Act and 1949 Act, declare dividends, to be paid to Members according to their respective right but no dividend shall exceed the amount recommended by the Board of Directors. The Company in General Meeting may declare a smaller dividend than recommended.

175. No dividend shall be paid otherwise than out of profits of the year or any other undistributed profits or otherwise than in accordance with the provisions of Sections 123 of the Act or any other law for the time being in force and no dividend shall carry interest as against the Company unless required by law. The declaration of the Board of Directors as to the amount of the net profits of the Company shall be conclusive.

176. Where capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.

177. 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 dividends as from a particular date such shares shall rank for dividend accordingly.

178. The Board of Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause of these Articles entitled to become a Member or which any person under the said transmission clause is entitled to transfer until such person shall become a Member in respect thereof or shall duly transfer the same.

179. No Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise, howsoever, either alone or jointly with any other person or persons; and the Board of Directors may without prejudice to any other right or remedy of the Company deduct from the interest or dividend payable to any Member all sums or money so due from him to the Company.

180. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

181. Any one of several persons who are registered as the joint holders of any share may give effectual receipt for all dividends and payments on account of dividends in respect of such share.

182. Any dividend, interest or other monies payable in cash in respect of shares (including redemption or repayment amounts) may be paid by ECS or RTGS or any other electronic mode of payment facility approved by the RBI and as may be permissible under the Act. Where it is not possible to use electronic mode of payment, 'payable-at-par' warrants or cheques shall be sent through speed post to the registered address of the Member or person entitled or in the case of joint holders to the registered address of that one of the joint holders who is first named in the register.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any

dividend lost to the Member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any executors or administrators of a deceased Member in whose sole name any share stands, shall for the purposes of this clause be deemed to be joint holders thereof.

183. Unclaimed / unpaid dividend shall not be forfeited by the Board. However, if it remains unclaimed / unpaid for a period beyond that specified under the Act, the same shall be transferred to the Investor Education and Protection Fund.

184. Where a dividend has been declared by the Company but has not been paid or claimed within 30 days from the date of the declaration, the Company shall, within 7 days from the date of expiry of the said period of 30 days, transfer the total amount of dividend which remains unpaid / unclaimed to a special account to be opened by the Company in that behalf in any Scheduled Bank to be called "Unpaid Dividend Account of Ujjivan Small Finance Bank Limited." and all the other provisions of Sections 123 and 124 of the Act in respect of any such unpaid dividend or any part thereof shall be applicable, observed, performed and complied with.

185. No dividend shall be payable except in cash; Provided that nothing in this Article shall be deemed to prohibit the capitalisation of profits of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the Members of the Company.

186. Any General Meeting declaring a dividend may make a call on the Members of such amount as the meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and the Members be set off against the calls.

187. 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. 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.

188. 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.

189. No dividend shall bear interest against the Company.

BONUS SHARES

190. The Company may issue fully paid-up bonus shares to its Members in accordance with the provisions of Section 63 of the Act, 1949 Act and Applicable Laws subject to such terms and conditions as may be prescribed from time to time.

ACCOUNTS

191.

The Company shall cause to be kept proper books of account with respect to:

- (1) all sums of money received and expended by the Company and the matters in respect of which receipt and expenditure take place;
- (2) all sales and purchases of goods and services by the Company
- (3) the assets and liabilities of the Company

192. 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. 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.

193. The books of account shall be kept at the Office of the Company or such other places and in such manner including maintenance of such books of accounts in electronic means as the Board of Directors think fit subject to Section 128 of the Act and shall be open to inspection by any Director during business hours.

Where the Company has a branch office, whether in or outside India, above provisions will be deemed to have been complied with if proper books of account relating to the transaction effected at that office are kept at that office and proper summarised returns are periodically sent by the branch office to the Company at its Office.

194. All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters aforesaid and explain its transactions.

195. The books of account of the Company relating to a period of not less than 8 financial years immediately preceding the Financial Year shall be preserved in good order.

196. The Company shall comply with the provisions of sections 207 and 208 of the Act and Section 35 of the 1949 Act with regard to the inspection of the books of accounts and other books and papers of the Company, by the registrar of companies or by such officer of the Government as may be authorised by the Central Government in this behalf, or by the officers of the RBI, as the case may be.

197. The Board of Directors shall lay before each Annual General Meeting a profit and loss account for the Financial Year of the Company and balance sheet made up as at the end of the Financial Year which shall not precede the day of the meeting by more than 6 months.

198.

(1) Subject to the provisions of Sections 129 and 133 of the Act, every balance sheet and profit and loss account of the Company, shall be in the form set out in Third Schedule of the 1949 Act, or as near thereto as circumstances admit and the requirements of the Act, relating to the balance sheet and profit and loss account of the Company, shall in so far as they are not inconsistent with the provisions of the 1949 Act, apply to the balance sheet and profit and loss account as the case may be of the Company. In case the Central Government by notification specifies some other form or forms in which the balance sheet and the profit and loss account of the Company shall be drawn, then the Company shall adopt such form of the balance sheet and the profit and loss account.

(2) The balance sheet and the profit and loss account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provision of this Article and before they are submitted to the auditors for their report thereon.

199. Financial Statements shall be approved by the Board of Directors before they are signed by the Chairman of the Company where he is authorised by the Board or by 2 Directors out of which one shall be Managing Director & CEO, the CFO and the Secretary.

200. Auditor's report (including the auditor's separate, special or supplementary reports, if any) shall be attached to the Financial Statements.

201. Every Financial Statements laid before the Company in Annual General Meeting shall have attached to it a report by the Board of Directors containing such matters as may be specified in the Act and the 1949 Act or any other law for the time being in force.

202. The Company shall create a reserve fund and shall out of the balance of profit of each year as disclosed in the profit and loss account and before any dividend is declared, transfer to the reserve fund a sum equivalent to such percentage as may be notified by RBI under 1949 Act.

203. The Company at the Annual General Meeting in each year shall, with the previous approval of the RBI in terms of Section 30(1A) of the 1949 Act, appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall intimate to the auditor so appointed. Provided that before any appointment or re- appointment of auditor or auditors is made by the Company at any Annual General Meeting, a written certificate shall be obtained from the auditor or auditors proposed to be so appointed to the effect that the appointment or re-appointment, if made, will be in accordance with the limits specified in Sections 139 and 142 of the Act.

204.

(1) The persons qualified for appointment as auditor shall be only those referred to in Section 141 of the Act.

(2) The persons mentioned in Section 141 of the Act shall be qualified for appointment as auditors of the Company.

205. The remuneration of the auditors of the Company shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Board of Directors.

206.

(1) Every auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditor.

(2) All notices of and other communications relating to any General Meeting of a Company which any Member of the Company is entitled to have sent to him shall also be forwarded to the auditor of the Company; and the auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as auditor.

(3) The auditor shall make a report to the Members of the Company on the accounts examined by him and on every Financial Statement which is required by or under the Act to be laid before the Company in General Meeting, during his tenure of office, and the report shall after taking into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act or under any order made under Section 143 and to the best of his information and knowledge, the said accounts, Financial Statements shall give a true and fair view of the state of the Company's affairs as at the end of its Financial Year and such other matters as may be prescribed.

(4) The auditor's report shall also state:

(i) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the Financial Statements;

(ii) whether, in his opinion, proper books of account as required by law have been kept by the Company in so far as it appears from his examination of those books and proper returns inadequate for the purposes of his audit have been received from branches not visited by him;

- (iii) whether the report on the accounts of any branch office of the Company audited under section 143(8) of the Act by a person other than the Company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;
 - (iv) whether the Company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;
 - (v) whether, in his opinion, the Financial Statements comply with the accounting standards;
 - (vi) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the Company;
 - (vii) whether any Director is disqualified from being appointed as a Director under Section 164(2) of the Act;
 - (viii) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;
 - (ix) whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls;
 - (x) such other matters as may be prescribed under Section 30(3) of the 1949 Act, or any other relevant provision of Applicable Law.
- (5) Auditor amongst other matters shall inquire into the following matters:
- (i) whether loans and advances made by the Company on the basis of security have been properly secured and whether the terms on which they have been made are prejudicial to the interests of the Company or its Members
 - (ii) whether transactions of the Company which are represented merely by book entries are prejudicial to the interests of the Company;
 - (iii) where the Company where, the assets of the Company consist of shares, debentures and other securities, have been sold at a price less than that at which they were purchased by the Company;
 - (iv) whether loans and advances made by the Company have been shown as deposits;
 - (v) whether personal expenses have been charged to revenue account;
 - (vi) where it is stated in the books and documents of the Company that any shares have been allotted for cash, whether cash has actually been received in respect of such allotment, and if no cash has actually been so received, whether the position as stated in the account books and the balance sheet is correct, regular and not misleading.

207. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of branch offices of the Company except to the extent to which any exemption may be granted by the Central Government in the behalf.

208. The auditor's report shall be read before the Company in General Meeting and shall be open to inspection by any Member of the Company.

209. Every account when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within 3 months following the approval thereof. Wherever any such error is discovered within that period the account shall forthwith be corrected subject to the provision of the Act

and hence forth shall be conclusive.

210. A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order, judgment, or any other document in relation to or in the winding up of the Company) may be served or sent by the Company on or to any Member either personally or by sending it by post or courier to him to his registered address. (if he has no registered address in India to the address if any within India supplied by him to the Company for the giving of notices to him or through electronic means)

In case of delivery by post, such service shall be deemed to have been effected- (i) in the case of a notice of a meeting, at the expiration of 48 hours after the letter containing the same is posted; and (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

211. If a Member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

212. A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a pre-paid letter addressed to them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which it might have been served if the death or insolvency had not occurred.

213. Subject to the provision of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised once in an English daily and in a vernacular daily newspaper circulating in the city or town where the Office of the Company is situated.

214. Every person who by operation of law, transfer or otherwise whatsoever, shall become entitled to any share, he shall be bound by every document in respect of such share which, previous to his name and address being entered in the Register has been duly served on or sent to the person from whom he derives his title to such share.

215. The signature to any notice to be given by the Company may be written, typed or printed.

216. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the Register in respect of that share. Several executors or administrators of a deceased shareholder shall be deemed to be jointly entitled for the purpose of this Article.

WINDING UP

217.

Subject to the provisions of 1949 Act and Chapter XX of the Act and the rules made thereunder:

- (1) If the Company shall be wound up, the liquidator may, with the sanction of a shareholders resolution as necessary 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.
- (2) 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 among the Members or different classes of Members.
- (3) 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

218. Every officer or agent for the time being of the Company shall be indemnified out of the funds 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.

219. Subject to the provisions of Section 197 of the Act no Director, Managing Director & CEO or whole time Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any respect of other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment, omission or default or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own dishonesty.

SECURITY CLAUSE

220. No Member shall be entitled to visit or inspect any office/ branch office of the Company without the permission of the Board of Directors of the Company or any other person authorised in that behalf by the Board of Directors of the Company to require discovery of or any information respecting any details of the Company's business or any matter which is or may be in the nature of a trade secret, trade secret process or any other matter which may relate to the conduct of the business of the Company which in the opinion of Board of Directors of the Company, it would be inexpedient in the interest of the Company to disclose.

GENERAL AUTHORITY

221. Wherever in the Act it has been provided that any Company shall have any right, privilege or authority or that any Company cannot carry out any transaction unless it is so authorised by its Articles, then and in that case this Article hereby authorises and empowers this Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the provisions of the Act without there being any other specific Article in that behalf herein provided.

OVERRIDING EFFECT

222.

- (1) All actions under these Articles shall be carried on in abidance with Applicable Laws. Further, the Company shall do all such things as are permitted by Applicable Laws, including but not limited to, the Guidelines, the Act, the 1949 Act, the RBI Act, and any other applicable regulation enacted or amendment made to existing laws or judicial decisions, made from time to time.

In case of any inconsistency between the provisions of these Articles and the Act, the provisions of the Act will prevail.

- (2) The provisions of the Act shall apply to the Company except in so far as the said provisions are inconsistent with the provisions of the 1949 Act or the Guidelines. In case of any inconsistency between the provisions of the Act and 1949 Act or the Guidelines, the provisions of 1949 Act or the Guidelines, as the case may be, will prevail.

We, the several persons whose names and addresses are hereunder subscribed below, are desirous of being formed into a Company in pursuance of this Article of Association:

Sr. No.	Names, Addresses, descriptions and occupations of subscribers	Signature of each subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1.	Name: Ujjivan Financial Services Limited Address: Grape Garden, No. 27, 3rd A Cross, 18th Main, Koramangala, 6th Block, Bengaluru 560 095 Occupation : Company Limited by Shares Represented by: Mr. Sunil Patel, Director S/o Late Shri Vinayak Patel R/o 2989/H, 12 th Main Road, HAL 2 nd Stage, Indiranagar, Bangalore- 560008. Occupation: Professional Nationality: Indian	Sd/- Sunil Patel	Written Statement-“I witness to subscribers who have subscribed and signed in my presence. Further I have verified their identity details for their identification and satisfied myself of their identification particulars as filled-in.” Sd/- Sanjeev Barnwal S/o Dinesh Prasad Address: Flat No. 412, B Block, DSR Ultima, Haralur Road, Bangalore- 560102 Occupation: Employment
2.	Name: Samit Ghosh* S/o Late Mr. Sailen Kumar Ghosh Address: Pairi Daesa, No. 550/49, Borewell Road, 5th Cross, Whitefield, Bangalore-560 066 Occupation : Employment Nationality: Indian	Sd/- Samit Ghosh	
3.	Name: Carol Furtado* D/o Mr. Austin C Furtado Address: Flat 301, Casa Royale Apartments, 4th Cross, NAL Wind Tunnel Road, Murgeshpalya, Bangalore-560017 Occupation: Employment Nationality: Indian	Sd/- Carol Furtado	
4.	Name: Ittira Davis* S/o Mr. Davis Ittira Poonollil Address: #55,Dodsworth Enclave, Whitefield, Bangalore- 560066 Occupation: Employment Nationality: Indian	Sd/- Ittira Davis	
5.	Name: Sudha Suresh* W/o Mr. P.R. Suresh Address: 92/1, C-1, Farvella Apartments, Lavelle Road, 3rd Cross, Bangalore, Karnataka - 560001 Occupation : Employment Nationality: Indian	Sd/- Sudha Suresh	
6.	Name: Premkumar G* S/o Mr. R. Govindappa Address: 'Kirana', 1st Floor, # 2145, BM Kaval, 1 st Cross, Indiranagar, HAL 3rd Stage, Bangalore - 560075 Occupation: Employment Nationality: Indian	Sd/- Premkumar G	
7.	Name: Rajat Kumar Singh* S/o Mr. Ravindra Kumar Singh Address: Flat G 204, Esteem Royal Apartment,	Sd/- Rajat Kumar Singh	

	ST bed layout, Koramangala, 1 st Block, Bangalore, Karnataka - 560034 Occupation : Employment Nationality: Indian		
	TOTAL		

** originally holding 1 nominal share for and on behalf of Ujjivan Financial Services Limited which post listing of the Bank was transferred to Ujjivan Financial Services Limited.*

Ujjivan Financial Services Limited (UFSL) got dissolved without winding-up on April 30, 2024 pursuant to the Scheme of Amalgamation between UFSL and Ujjivan Small Finance Bank Limited coming into effect on April 30, 2024 and effective from the appointed date as defined in the scheme of amalgamation i.e., April 01, 2023.

Date: June 10, 2016

Place: New Delhi