

**INCORPORATED UNDER  
THE COMPANIES ACT, 2013  
(Act No. 18 of 2013)  
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
OF  
COVANCE SOFTSOL LIMITED**

1. The name of the Company is “**COVANCE SOFTSOL LIMITED**”
2. The Registered Office of the Company will be situated in the state of Telangana.
3. (a). The Objects to be pursued by the Company on its incorporation are:
  - (i) To carry on and provide consultancy services in the areas of computer management and engineering covering computerised information systems, feasibility studies, systems design and development computer based management information systems, on line real time systems, process control, distributed computing, data base design and implementation, operation systems, simulators, design of compilers, design and development, surveying and survey data systems, industrial engineering applications and all other related areas of computer technology and to establish, provide, maintain and conduct data processing facilities including provision of maintenance systems for mini micro and large computer systems and to act as dealers and/or agents for any computer or computer accessories manufactured in India and abroad and any software developed in India or abroad.
  - (ii) To develop software for various organisations, including Computer manufactures Government or Industry, hospitals and health oriented organisations, education oriented organisations and institutions business agencies of all types and all types of service oriented organisations, in India and abroad and to conduct training programmes and to undertake research studies in computer services and management.
  - (iii) To carry on the business of consultants advisers and / or technical experts on all matters and problems relating to systems integration, systems management manufacture of computer systems, process control systems. To analyse, collect, examine, consider, formulate, report and recommend all the means and/or methods for extending and/or developing and/or improving and/or promoting and/or managing any type of commerce, business or industry, organisation and methods, techniques and procedures. To consider and evaluate problems relating to manufacture, production, storage, distribution, finance, purchasing, marketing and sale and/ or relating to the rendering of any service, to render the above services to any person, firm, company, trust, Association, Institution, Society, body corporate, Government or Government Department, public or local authority, any other organisation whatsoever and to render all such other services as may be ancillary or incidental to any of the foregoing matters and problems.
  - (iv) To undertake, carry out, promote or assist studies, research and surveys in the designs, systems, methods, processes and all or any matters relating to the above fields including publishing and selling instruction manuals package programmes, applications and technical bulletins and collecting, preparing and providing information and statistics in connection therewith.
  - (v) To promote new industrial undertaking related to any of the above mentioned objectives.

**(b) Matters which are necessary for furtherance of the Objects of specified in clause 3 (a) are:**

1. To buy, sell, exchange, alter, improve, prepare for market and otherwise deal in all kinds of plant, materials, articles and things necessary or convenient for carrying on any of the business of the company usually dealt in by persons engaged in the like business.
2. To enter into contracts, collaborations, agreements and arrangement with any other company, firm or persons Indian or foreign for carrying out by such other company, firm or person on behalf of the company of the objects for which the company is formed.
3. To undertake any other business whether manufacturing or otherwise, which in the opinion of the Board of Directors of the company is capable of being advantageously or conveniently carried on by the company in connection with or as an ancillary to any of the company's objects or which may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the company may be interested.
4. To produce gas and electricity necessary for the purposes of the business of the company and to process all products resulting in the form of ancillary to such products and making of gas to convert the same into saleable materials like coke, road tar, cresol oil, phenols, cresols carbolic acid and other chemical or distilled products and by-products and to other wise deal with and dispose off of the same and to take all steps incidental or required in respect of the same.
5. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concern and undertakings and generally of any assets, property or rights.
6. To establish, provide, maintain and conduct or otherwise subsidize, schools, colleges, research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds; to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contribution to the aware of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the company is authorized to carry on.
7. To appoint Directors or Managers of any subsidiary company or of any other in company which this company is or may be interested.
8. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any right or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant, stock-in-trade, and either to retain any property to be acquired for the purpose of the company's business or to turn the same to account as may seem expedient.
9. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories of works, or any roads, tramways, railway branches or sidings, bridges, wells, reservoirs, water courses, chaws and other buildings, housing for work people and others or other works and conveniences which may seem calculated directly or indirectly to advance the company's interests and to contribute to, subsidies or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.

10. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the company and to finance the purchase of any such article or articles, whether made by the company or not by way of the purchase any such articles and the letting thereof on the hire purchase system or otherwise howsoever.
11. To amalgamate with any company or companies having objects, altogether or in part similar to those of this company or to sell, exchange, lease, under lease, surrender, abandon, amalgamate, sub-divide, mortgage or otherwise deal with, either absolutely, conditionally or for any limited interests, all or any part of the undertaking, property, rights, or privileges of the company as a going concern or otherwise, or to with any public body corporation, company, society or association or to a person or persons for such consideration as the company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture-stock, securities or property of any other company.
12. To acquire and undertake the whole or any part of any part of business, property and liabilities of any persons, firm or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed to property suitable for the purpose of this company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly too benefit the company.
13. Subject to the applicable provisions of the companies Act, 2013 or any other Act in force and rules made there under from time to time, to borrow or raise money or to receive money on deposit for the purposes of the Company, in such manner and upon such terms as may seem expedient, and to secure the repayment thereof and of moneys owing or obligations incurred by the company and to create, issue and a lot redeemable or irredeemable bonds, mortgages or other instruments, mortgage debentures (such bonds of debentures being made payable to bearer or otherwise and issuable or payable either at par, premium, discount, or as fully paid) and for any such purposes to change all or any part of the property and profits of the company both present and future including its uncalled capital.
14. To enter into partnership or into any agreement for sharing profits or losses, or for any union of interest, joint-adventure, reciprocal concession or cooperation with any person or firm or company carrying on or engaged in or about to carry on, or engaged in or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or in any business or transactions capable of being conducted so as directly or indirectly to benefit this company.
15. To invest any monies of the company not immediately required for the purposes if its business in such manner as may think fit, and to lend money to such parties and on such terms, with or without security as may be thought to be for the interests of the company, and in particular to customers of and persons having dealings with the persons or to the company or to companies, firms or persons carrying on any business which may be useful or beneficial to this.
16. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof and to exercise and conference all right and powers conferred by or incidental to the ownership thereof.
17. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities or the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.

18. To enter into any arrangement with any Government of authority, Supreme Municipal, local or otherwise or any person or company that may seem conducive to the companies objects or any of them and to obtain from any such Government, Authority, person or company any rights, privileges, charters, contracts, licenses and to carry out, exercise and comply therewith.
19. To construct, maintain, improve, develop, work, run, control and manage any water works, gas works, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure, grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise, assist or take part in the construction, maintenance, development, working, running, control and management thereof for the welfare of the officers and employees of the company.
20. To apply for, promote, and obtain any act, charter-privilege, concession, license, authorization, Government, State or Municipal, Provisional order or license of any authority or enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for any other purposes which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's Interest.
21. To apply for, otherwise, acquire and protect and renew in any part of the World any patent rights, brevets 'o' invention, trademarks, designs, licenses, concessions, goodwill and the design like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention, processes or know-how which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use exercise, develop or grant licenses in respect of or otherwise, turn to account the property, right information so acquired, and to expend money in experimenting upon testing or improving any such patents inventions or rights.
22. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and test of all kinds and to promote studies and research both scientific and technical investigations, invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award or exhibitions. Scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.
23. To make donations to such persons or institutions and in such cases and either in cash or in other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to this company and to subscribe, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent national, public or political, cultural educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and to support or said in the establishment and support of associations, institutions, funds trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the company or its predecessors in business or of persons having dealings with the company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of

annual payments or a lump sum and to make payment towards insurances and to form and contribute to provident benefit funds and other welfare funds of or for such persons.

24. To refer or agree to refer any claim, demand, dispute or and other question, by or against the company or in which the company is interested or concerned, and whether between the company and the member or members of his or their representatives or between the company and third parties to arbitrations in India or at any outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
25. To pay out of the funds of the company all or any expenses which the company may lawfully pay off and incidental to the promotion, for matters, organization's registration, advertising and the establishment of this or any such other company as is mentioned in paragraph (18) above and to the issue and subscription of the share or loan capital including brokerages, underwriting and commission for obtaining application for or placing or guaranteeing the placing of the shares or any debenture stock or other securities of this or any such other company and also all expenses attaining the issue of circulars, reports, maps, plants of notices, or the printing, stamping and circulating or proxies or forms to be filed up by the members of this company subject to applicable legal provisions of the Companies Act.
26. To pay for any rights or property acquired by the company and to remunerate any person or firm for services rendered or to be rendered in placing of shares in the company's capital or any debentures, debenture stock or otherwise securities of the company or about the formation of the company or the acquisition of property by the company or the conduct of its business whether by cash payment or by the allotment of shares, debentures, or other securities of the company credited as paid up in full or in part or otherwise.
27. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, radio, Tele Vision, by circulars, by purchase and exhibition of works or art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
28. To undertake and execute any trust the undertaking of which may seem to the company desirable and either gratuitous or otherwise.
29. Subject to the Banking Regulations Act, 1949 to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, handiest, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
30. To sell, improve, manage, develop, exchange, lease, mortgage, and dispose off turn to account or otherwise deal with all or any part of the properties and rights of the company.
31. Subject to the provisions of the Companies Act, 2013 or any other Act in force and the rules made thereupon from time to time, to distribute among the members in speckle any property of the company or any proceeds of sale or disposal off any property of the company but so that no distribution amounting to a reduction of the capital be made except with the sanction if any for the time being required by law.
32. To take up in any part of the world all or any part of the company's objects as principals, agents, factories, trustees, contractors or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, State Body Politic or Government or colony or dependency therefore.

33. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its States, Territories, Possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies there in as may be convenient.
34. To proceed the company to be registered or recognized in any part of the world.
35. To do all that is necessary suitable or proper for the accomplishment of any of the purposes or the attainment of the objects or the furtherance's of the powers herein before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts things incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers or any parts thereof, provided the same be not inconsistent with the laws of the Union of India.
36. To aid and support, pecuniary or otherwise, any person, association, body or movement, having for an object the solution, settlement or surmounting of industrial or labor problems or troubles or the promotion of industry of trade concerning the objects or business of the Company related interests.
37. To subscribe, contribute, pay, transfer or guarantee money for or to dedicate, donate, present or otherwise dispose of either voluntarily or for value, any moneys or properties of the company to or for the benefit of any national, charitable, benevolent, religious, scientific, public, local general or useful objects, purposes or institutions or to or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its members.
38. To grant pensions or other emoluments or gratuities to any employees or ex-employees and to officers and ex-officers(including Directors and Ex-directors) of the Company or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute in accordance with the applicable legal provisions of the Companies Act, 2013 or any other Act in force and the rules made there under from time to time, to any scheme for the purchase by trustees of shares in the company to be held for the benefit of the Company's employees and officers and to lend money to the company's employees, and to provide for the welfare of the employees or ex-employees and ex-officers (including Directors and Ex-directors) of the building or contributing to the building of houses or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to provident Funds. Association, institutions, Schemes or Trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the company may from time to time think fit.
39. To refer all questions, disputes or differences arising between the company and any other person whosever (other than a Director of the Company) in connections with or in respect of any matter relating to the business or affairs of the company to arbitration in such manner and upon such terms as the company and such other person may mutually agreed upon in each case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the Rules of the International Chamber of Commerce relating to arbitration or otherwise.

40. In furtherance of the aforesaid and other objects of the Company among other things to enter into negotiations, collaborations, technical, financial or otherwise with any person, firm, company body corporate, institution or Government Indian or Foreign for obtaining by grant, license or on other terms of rights and benefits, and to obtain technical information, know-how and expert advice.
41. To pay to any person, firm or body corporate such remuneration and fees and otherwise compensate them for their time and for the services rendered by them and their directors as promoters of the company.
4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. \*The share capital of the company is Rs.15,00,00,000/-(Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Only) Equity shares of Rs.10/- (Rupees Ten Only) each.

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*\*Authorized Share Capital of the company is increased from Rs. 10,00,000/- (Rupees Ten Lakhs Only) to Rs.15,00,00,000/- (Rupees Fifteen Crores Only) by passing ordinary resolution at extraordinary General Meeting held on 14.08.2023.*

6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

Subscriber Details					
S. No	*Name, Address, Description and Occupation	DIN / PAN / Passport number	Number of Equity Shares by Each Subscribers	DSC	Dated
1	<b>DEVI PRASAD RATH</b> S/o. Surya Narayan Rath Address: Plot No. 524, Ground Floor, Behind Ntr Park, Pragathi Nagar, Hyderabad - 500072, Telangana, India. Dob: 05-05-1977 Occ: Private Employment (Nominee of Softsol India Limited)	AIXPR7485F	1 Equity Share	SD/-	08/08/2023
2	<b>SHYAM PRASAD PARTHIGALLA</b> S/O. Shankaraiah Parthigalla Address: Plot No.4, Software Units Layout, Infocity, Madhapur, Hyderabad - 500081, Telangana, India. Dob: 20-04-1983 Occ: Private Employment (Nominee of Softsol India Limited)	ASOPP5982A	1 Equity Share	SD/-	08/08/2023
3	<b>KOTESWARA RAO YERRAGOPI</b> S/o. Mastanarao Yerragopi Address: Flat No. 343-1E, Type - 5, 1 <sup>st</sup> Floor, Shimla Block, Hill County, Bachupally, Hyderabad - 500090, Telangana, India. Dob: 09-08-1981 Occ: Private Employment (Nominee of Softsol India Limited)	ACPPY4660H	1 Equity Share	SD/-	08/08/2023
4	<b>SRIKANTH KAMSALI</b> S/O. Ramachandra Murthy Kamsali Address: Kalamurthy Nilayam, Bn 435, 26-117/2, Balram Nagar, Safilguda, Hyderabad - 500047, Telangana, India. Dob: 11-01-1972 Occ: Private Employment (Nominee of Softsol India Limited)	ANQPK6336C	1 Equity Share	SD/-	08/08/2023



5	<b>NAGAMANI YERNENI,</b> D/o. VenkateswaraRao Yerneni Address: S M R Vinay Acro Polis, Block 2b,Flat 204, White Fields, Kondapur,Serilingampally - 500084, Telangana,India. Dob: 03-08-1973 Occ: Private Employment (Nominee of Softsol India Limited)	02827646	1 Equity Share	SD/-	08/08/2023
6	<b>SOFTSOL INDIA LIMITED</b> CIN: L72200TG1990PLC011771 Registered Office: PlotNo. 4, Infocit, Madhapur-500032 , Hyderabad, Telangana, India Represented ByBhaskar Rao Madala S/O. Madala Anjaiah DOB: ACQPM1775J OCC: Business	00474589	9994 Equity Shares	SD/-	08/08/2023
7	<b>ARVIND BADY,</b> S/o. Bady Narsimulu Address: No#4, Software Units Layout,Infocity, Madhapur, Hyderabad - 500081,Telangana, India. Dob: 02-01-1990 Occ: Private Employment (Nominee of Softsol India Limited)	BQVPB3299N	1 Equity Share	SD/-	08/08/2023
<b>TOTAL NO. OF SHARES TAKEN</b>			<b>(Ten Thousand Only)</b>		

Signed before me					
Membership type of the witness (ACA/FCA/ACS/FCS/ACMA/FCMA)	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
ACS	B. Sathish	Company Secretary in Practice Address: Flat No.5A, Parameshwara Apartments , Beside SBI Anand Nagar Colony, Khairtabad, Hyderabad-500004, Telangana, India	27885	SD/-	08/08/2023

**INCORPORATED  
UNDER  
THE COMPANIES ACT, 2013  
(Act No. 18 of 2013)  
COMPANY LIMITED BY SHARES  
  
ARTICLES OF ASSOCIATION  
OF  
COVANCE SOFTSOL LIMITED**

**I. Interpretation**

- (1) In these regulations-
  - (a) "the Act" means the Companies Act, 2013,
  - (b) "the Company" means **COVANCE SOFTSOL LIMITED**
  - (c) "the seal" means the common seal of the company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- (3) The Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to this Company so far as they are applicable to a public company save in so far as they are expressly or implicitly excluded by the following Articles.

**II. Share capital and variation of rights**

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-
  - (a) one certificate for all his shares without payment of any charges; or
  - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal of the company specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **Lien**

9. (i) The company shall have a first and paramount lien-
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

(iii) that the fully paid shares will be free from all lien, while in the case of partly paid shares, the company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares,

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

Provided that no sale shall be made-

(a) unless a sum in respect of which the lien exists is presently payable; or  
(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **Calls on Shares**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

(iv) Any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared.

(v) The option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board –

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### **Transfer of Shares**

19. (i) Shares in the Company may be transferred by an instrument in writing in such form and by such procedure as may from time to time be prescribed by law. Subject thereto the Directors may prescribe a common form for instruments of transfer, as may be prescribed by law.

(ii) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(iii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register -

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless -

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

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

### **Transmission of Shares**

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares

- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either --
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

#### **Forfeiture of Shares**

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall -
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### **Alteration of Capital**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. (i) Subject to the provisions of section 61, the company may, by ordinary resolution,-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- (ii) Subject to the provisions of Section 62, the company may increase its subscribed capital by the issue of further shares, such shares shall be offered-
- a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares;

b) employees under a scheme of employees stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed in the Companies Act and Rules made there under; or

c) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), 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 Companies Act and Rules made there under.

36. Where shares are converted into stock,-

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

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

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

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

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

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

### **Capitalization of Profits**

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

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

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);



(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power-

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

#### **Buy-Back of Shares**

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **General Meetings**

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

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

(ii) A general meeting of a company shall be called by giving not less than clear 21 days notice either in writing or through electronic mode, Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.

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

#### **Proceedings at General Meetings**

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

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

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

#### **Adjournment of Meeting**

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **Voting Rights**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares, -  
-  
(a) on a show of hands, every member present in person shall have one vote; and  
(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **Proxy**

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given.

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

### **Board of Directors**

58. (i) The number of Directors shall not be less than three and not more than fifteen.
- (ii) Subject to the provisions of Sections 149 of the Companies Act 2013, the company by an ordinary resolution may increase or reduce the number of Directors.
- (iii) The first Director(s) of the Company shall be;
- BHASKAR RAO MADALA
  - SUBBIAH SRINIVASANBATTINA AND
  - NAGA PADMA VALLI KILARI
- (iv) The office of a Director shall not be liable to be determined by rotation.
- (v) Any person, whether a member of the company or not may be appointed as Director. No qualification by way of holding shares in the Capital of the company shall be required of any director.
59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted,

endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **Proceedings of the Board**

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
70. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
71. (i) A committee may meet and adjourn as it thinks fit.

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

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

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

74. Subject to the provisions of the Act, -
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **The Seal**

76. (i) The Board shall provide for the safe custody of the seal
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **Dividends and Reserve**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve

80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (iii) Subject to the provisions of the Act, no unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.
83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
85. No dividend shall bear interest against the company.

#### **Accounts**

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### **Winding Up**

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

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

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

#### **Indemnity**

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

Subscriber Details					
S. No	*Name, Address, Description and Occupation	DIN / PAN / Passport number	Place	DSC	Dated
1	NAGAMANI YERNENI, D/o. Venkateswara Rao Yerneni Address: S M R Vinay Acro Polis, Block 2b, Flat 204, White Fields, Kondapur, Serilingampally - 500084, Telangana, India. Dob: 03-08-1973 Occ: Private Employment (Nominee of Softsol India Limited)	02827646	Hyderabad	SD/-	08/08/2023
2	ARVIND BADDY, S/o. Bady Narsimulu Address: No#4, Software Units Layout, Infocity, Madhapur, Hyderabad - 500081, Telangana, India. Dob: 02-01-1990 Occ: Private Employment (Nominee of Softsol India Limited)	BQVPB3299N	Hyderabad	SD/-	08/08/2023
3	DEVI PRASAD RATH S/o. Surya Narayan Rath Address: Plot No. 524, Ground Floor, Behind Ntr Park, Pragathi Nagar, Hyderabad - 500072, Telangana, India. Dob: 05-05-1977 Occ: Private Employment (Nominee of Softsol India Limited)	AIXPR7485F	Hyderabad	SD/-	08/08/2023
4	SHYAM PRASAD PARTHIGALLA S/O. Shankaraiah Parthigalla Address: Plot No.4, Software Units Layout, Infocity, Madhapur, Hyderabad - 500081, Telangana, India. Dob: 20-04-1983 Occ: Private Employment (Nominee of Softsol India Limited)	ASOPP5982A	Hyderabad	SD/-	08/08/2023



5	SOFTSOL INDIA LIMITED Cin: L72200TG1990PLC011771 Registered Office: Registered Office: Plot No. 4, Infocit, Madhapur-500032 , Hyderabad, Telangana, India Represented By Bhaskar Rao Madala S/O. Madala Anjaiah DOB: ACQPM1775J OCC: Business	00474589	Hyderabad	SD/-	08/08/2023
6	KOTESWARA RAO YERRAGOPI S/o. Mastanarao Yerragopi Address: Flat No. 343-1E, Type - 5, 1st Floor, Shimla Block, Hill County, Bachupally, Hyderabad - 500090, Telangana, India. Dob: 09-08-1981 Occ: Private Employment (Nominee of Softsol India Limited)	ACPPY4660H	Hyderabad	SD/-	08/08/2023
7	SRIKANTH KAMSALI S/O. Ramachandra Murthy Kamsali Address: Kalamurthy Nilayam, Bn 435, 26-117/2, Balram Nagar, Safilguda, Hyderabad - 500047, Telangana, India. Dob: 11-01-1972 Occ: Private Employment (Nominee of Softsol India Limited)	ANQPK6336C	Hyderabad	SD/-	08/08/2023

Signed before me					
Membership type of the witness (ACA/FCA/ACS/FCS/ACMA/FCMA)	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
ACS	B Sathish	Company Secretary in Practice Address: Flat No. 5A, Parameshwara Apartments , Beside SBIA and Nagar Colony, Khairatabad, Hyderabad-500004, Telangana, India	27885	SD/-	08/08/2023