सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies

2, ???Corporate Bhawan, Jaipur, G/6-7 Second Floor, Residency Area, Rajasthan, 302001, India

Corporate Identity Number: **U74900RJ2015PLC097517**

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s CAVENDISH INDUSTRIES LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of West Bengal to the Rajasthan outside the jurisdiction of existing RoC ROC Kolkata to the ROC Jaipur and such alteration having been confirmed by an order of Regional Director bearing the date 14/08/2024

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Jaipur this FIRST day of OCTOBER TWO THOUSAND TWENTY FOUR

Certification signature by DS REGISTRAR OF COMPANIES JAIPUR 01 <ROC.JAIPUR@MCA.GOV.IN>, Validity Unknown

Digitally signed by DS REGISTRAR OF COMPANIES JAIPUR 01
Date: 2024.10.01 19:23:35 IST

Jhabboo Meena

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies Registrar of Companies

Registrar of Companies

ROC Jaipur

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

CAVENDISH INDUSTRIES LIMITED

Jaykaygram, PO -Tyre Factory Kankroli, T F Kankroli, Kankroli, Rajsamand- 313342, Rajasthan, India

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Kolkata
Nizam Palace , 2nd MSO Building , 2nd Floor , 234/4, A.J.C.Bose Road

Certificate of Incorporation

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

I hereby certify that Cavendish Industries Limited is incorporated on this Twelfth day of January Two Thousand Fifteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U74900WB2015PLC204899.

Given under my hand at Kolkata this Twelfth day of January Two Thousand Fifteen.

DIP NARAYAN CHOWDHURY
Assistant Registrar of Companies
West Bengal

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

Cavendish Industries Limited
7, COUNCIL HOUSE STREET KOLKATA FLOOR,
KOLKATA - 700001,
West Bengal, INDIA

CAVENDISH INDUSTRIES LTD.

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Kolkata
Nizam Palace , 2nd MSO Building , 2nd Floor , 234/4, A.J.C.Bose Road

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Validity unknown

DIP NARAYAN CHOWDHURY
Assistant Registrar of Companies
West Bengal

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

Cavendish Industries Limited
BIRLA BUILDING,, 9/1, R. N. MUKHERJEE ROAD, 8TH FLOOR,
KOLKATA - 700001,
West Bengal, INDIA

(THE COMPANIES ACT, 2013)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CAVENDISH INDUSTRIES LIMITED

I. The name of the Company is **'CAVENDISH INDUSTRIES LIMITED'**.

II. The Registered Office of the Company will be situated in the State of Rajasthan* .

III. **(A)** The objects to be pursued by the Company on its incorporation are:

1. To carry on the business of makers, manufacturers, processors, producers, importers, exporters, buyers, sellers, dealers, stockists, distributors, suppliers, agents, merchants, fabricators, processors and concessionaires of all kinds of rubber, tyres, tubes, flaps, tyrecord, vehicles, wheels, automobile parts and components, automobile accessories, automobile consultants and the compounds, substances, derivatives, substitutes and by-products of the aforesaid materials and to prepare, press, vulcanize, repair and retreat such of them as are considered expedient.

2. To carry on the business of makers, manufacturers, processors, producers, weavers, importers, exporters, buyers, sellers, dealers, stockists, distributors, suppliers, agents, merchants, fabricators, processors and concessionaires of all varieties of nylons, rayon, cellulose rayon, viscose, rayon filament yarn, chemicals, transparent paper, silk and artificial silk, linen, cloth, fabrics, velvet, cords, flax, wool, threads and other goods and fabrics, whether natural, man made or machine made in its all forms, and to purchase comb, prepare, spin, dye polymethane, cellulose, dropping, spun or other fibrous substances and deal in silk, cotton, rayon, hemp, jute, wool and any fibrous substances, bleachers and dyers and makers of vitriol, bleaching and dyeing materials.

3. To carry on the business of makers, manufacturers, processors, producers, purchasers, sellers, makers, importers, exporters, dealers, brokers, agents, stockists, generators, distributors, suppliers, agents, merchants, fabricators, processors and concessionaires and to process, treat, prepare, refine limestone, cement and all types and kinds of cement or cement related products and all kind of lime, plasters, clay, gravel, gypsum, artificial stone and all other products made out of cement and products/ by-products, peripheral products like generation, transmission and distribution of power or any other product or preparations allied thereto by whatever name called.

Certified to be true
For Cavendish Industries Ltd.

(Kamal Kumar Manik)
CFO & Company Secretary

*Altered by Special Resolution passed on 29th March 2024 and confirmed by the Regional Director, Ministry of Corporate Affairs, kolkata by order dated 14th August 2024.

(B) THE MATTERS FOR FURTHERANCE OF THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To establish, acquire, support, maintain control, manage the schools, colleges, educational institutions, training centers, research libraries, study centers, reading rooms, or other institutions with a view to impart education and training.

2. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the business of the Company.

3. To advance, deposit or lend money, securities and property, either with or without security and give credit (not amounting to the business of banking) to or with such persons, firms or body corporates as the Company thinks subject to the provisions of the law and in particular to customers and others having dealings with the Company and on such terms as may seem expedient, and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee the performance of any contract or obligation and the payment of money by any such person in connection with the business of the Company.

4. To purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account or dispose of in connection with the business of the Company, real and personal property and rights of all kinds and in particular lands, buildings, hereditaments, business concerns and undertakings, debenture stocks, mortgages, debentures, produces, concessions, options, contracts, patents, annuities, licenses, stocks, shares, securities, bonds, policies, book debts and claims, privileges and chose in action of all kinds including any interest in real or personal property and any claims against such property or against any person or company and to carry on any business concerns or undertakings so acquired with the view of attainment of the objects pursued by the Company.

5. To receive money, securities, valuables of all kinds on loan or deposit or safe custody at interest or otherwise (not amounting to the business of banking) and to borrow or raise money with or without interest in such manner as the Company shall think fit subject to the provisions of the law and directions issued by Reserve Bank of India in connection therewith and to issue debentures, bonds, obligations and securities of all kinds, in particular debenture or debenture or stock convertible into shares of this or any other company and to frame, constitute and secure the same, as may seem expedient, with full powers to make the same transferable by delivery or by instruments of transfer or otherwise subject to the provisions of the law and either perpetual or terminable and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the undertaking of the company or upon all or any specific property, assets, revenue and rights (both present and future) of the company (including its uncalled capital) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligations undertaken by the Company or any other person or company, as the case may be in connection with the business of the Company.

6. To open accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts in connection with business of the Company.

7. To draw, make, accept, hold, endorse, discount, negotiate, execute and issue promissory notes, hundies, bills of exchange, bills of lading, cheques, drafts, delivery orders, warehouse keeper's certificates, warrants, debentures and other negotiable or transferable (commercial or mercantile) instruments or securities in connection with the business of the Company.

8. To acquire from time to time and to manufacture and deal in all such stocks-in trade, plant and machinery, goods, chattels and affects as may be necessary or convenient for any business for the time being carried on by the Company.

9. To invest and deal with any surplus money of the Company in such investments as the Company may deem fit and to hold, sell or otherwise deal with such investments in the manners most beneficial to the Company.

10. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.

11. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of, or interest on any stock, shares or securities of, any company, corporation, firm or person as the Company may think fit in any case in which such guarantee may be considered likely, directly or indirectly, to further the main objects of the Company on the interests of its shareholders.

12. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concert and promote, measures for the protection of the trade, industry and persons engaged therein.

13. To subscribe to, become a member of, subsidise and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to any such association, such information, as may be likely to forward the objects of the Company.

14. To apply, for, tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection equipment, improvement, management, administration or control of works and convenience and to undertake, execute, carry out, of dispose or otherwise turn to account the same.

15. To improve, manage, work, develop, alter, exchange or otherwise acquire and to sell, mortgage, hypothecate, lease, assign, dispose of, turn to account, abandon, grant rights or privileges or otherwise deal with all or any part of the properties, rights and concessions of the company on such terms and conditions as the Company deems fit.

16. To insure with any person or company against losses, damages, risks and liabilities of any kind, which may affect the company either wholly or partly.

17. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.

18. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.

19. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights or liabilities of any person, firm, company or body corporate carrying on or proposing to carry on any business which the Company is authorised to carry on, or having property suitable for the purposes of the Company or which can be carried on in conjunction there with or which is capable of being conducted so as to directly or indirectly benefit the Company and to purchase, acquire, apply for, hold, sell and deal in property, shares, stock, securities, debentures or debenture stock of any such person, firm or body corporate and to conduct, make or carry into effect any arrangement in regard to winding up of the business of any such person, firm, company or body corporate and to carry on any business concerns or undertakings so acquired with the view of attainment of the objects pursued by the Company.

20. To enter into any arrangements and to take all necessary or proper steps with any Government or any other authority Central, State, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interests of the Company and lawfully to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to apply for, procure and obtain from any such Government, authority or company any act of Parliament, charter, privilege, rights, concessions, licence, provisional order, authorisation, contracts, decrees, grants or loans which the Company may think it desirable for enabling to it carry out any of its objects into effect or putting the same into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such arrangements, acts, charter, right privilege, concession, licence, decree or authorisation.

21. To subscribe for, purchase, acquire, hold, exchange, dispose of or otherwise deal and invest in savings certificates, deposits, bonds, stocks, debentures, debenture stocks, shares, obligations and securities issued or guaranteed by any company, government, state, dominion, sovereign, ruler, commissioner, public body or authority central, state, municipal, local or otherwise, whether in India or elsewhere in cases where such investments are to be made either compulsorily or optionally to obtain some benefits (either by way of a tax concession, tax reduction or granting of rights, privileges, concessions, licenses, provisional orders, authorisation, contracts, decrees, grants on loans in favour of the company) by virtue of any statute, act, rules or under directions of any Government - Central, State, municipal, local or other authority (whether taxation, excise, custom, port or otherwise).

22. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur

any expenditure on any programme of rural development and to assist in execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development" will also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the words "rural area" will include such areas as may be regarded as rural areas under the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds or organisations or persons as the Directors may approve.

23. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or research and for establishing, conducting or assisting any institution, fund or trust having one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds or organisations or persons as the Directors may approve.

24. To purchase, take on lease or otherwise acquire, hold and maintain any lands, rights over or connected with land, mills, factories, machinery, buildings, works, plant, apparatus, stock-in-trade and any immovable or movable property of any description and any patents, inventions, trademarks, rights or privileges as may be deemed necessary or convenient for any business which the company is authorised to carry on.

25. To establish and maintain any agencies or branches in India and elsewhere and to get the Company registered or recognised in any part of the world for the conduct of the business of the Company or for the sale of any materials for the time being at the disposal of the Company for sale.

26. To amalgamate, enter into partnership or into any arrangement within the framework of the Companies Act for sharing profits, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being carried on or conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for such other purposes that may seem calculated beneficial and conducive to the objects of the Company; and to lend money, to guarantee the contracts of or otherwise assist any such person, association, firm or company and to take or

otherwise acquire and hold shares or securities of any such person, association, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares and securities.

27. To establish, form, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights, liberties and properties of the Company or for any other purpose which may seen 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 or companies and to subsidise or otherwise assist any such company.

28. To amalgamate, acquire or enter into a merger with any company or companies or entity incorporated or not having objects altogether or in part similar to those of this Company and to undergo any valid process of reconstruction within the framework of the law.

29. To carry on any business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch and to appoint directors or managers of any such subsidiary company.

30. To guarantee the performance of any control or obligations of and the payment of money secured by or payable under or in respect of bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations and other securities of any company, firm or person promoted, formed by the Company or of any of its subsidiary companies and other companies under same management subject to the provisions of the law.

31. To lease, let out on hire, assign, mortgage, pledge, hypothecate, exchange, sell and in any other manner deal with or dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company whether movable or immovable or any share or interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other body corporate having objects altogether or in part similar to those of the Company.

32. To enter into joint ventures, agreements and contracts with indigenous or foreign individuals, companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the company and to acquire from any such person technical and financial information, know-how, process, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants and equipments.

33. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patents, trademarks, trade names, designs, secret processes, patent, rights, *brevet d'invention* licenses, protections, concessions, rights, privileges and like conferring any exclusive or non-

exclusive or limited rights to their use, any secret or other information as to any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem directly or indirectly of use or benefit to the company or may appear likely to be advantageous or useful to the company and to use, exercise, develop or grant licence, privileges, in that respect or otherwise turn to account the property, right or information so acquired and to assists, encourage and spend money in making experiments, tests, improvements of any invention, patent and right, which the company acquire or propose to acquire or develop.

34. To expend money or research, experimentation, development, testing improving or seeking to improve existing products, patents, rights etc. in connection with any of its activities in pursuance of the aforesaid objects and to expend money to invest, develop or seek any new products allied to and in the course of pursuing the objects as aforesaid.

35. To work, develop, licence, sell or otherwise deal with any inventions in which the company is interested whether as owner, licensee or otherwise and to make, levy, or hire any machinery required for making or desirable to be used as machines included in such inventions.

36. To establish and equip laboratories and carry on analytical, experimental and other work or undertaking any research in relation to the general objects of the Company.

37. To employ or otherwise acquire technical experts, engineers, machines, foreman, skilled and unskilled labour and other staff for any of the purposes of the Company and to train and pay for the training in India or abroad of any of Company's officers, employers or any candidate in the interest of or for furtherance of the Company's objects.

38. To pay for any property, right or privilege acquired by the Company and to remunerate any person, firm, body corporate or public bodies (whether wholly or partly in cash or other assets or by allotment of shares, debentures, debenture, stock or other securities of this or any other company credited or paid up in full or in part or otherwise) whether out of the Company's capital, profits or otherwise for services rendered or to be rendered in connection with (I) either the promotion, formation of or conduct of the business of the Company, or (ii) introducing any property or business to the Company, or (iii) placing or assisting or place or guarantying the subscription of any shares, debentures, debenture stock or other securities of the Company, or (iv) for any other reasons which the Company may think proper.

39. To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the formation, promotion, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fee and charges in connection therewith including costs, charges of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

40. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement or contracts with the promoters and to reimburse

them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.

41. To advertise and adopt such means of making known the products, articles dealt with, business and interests of the company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, pamphlets, price list, by purchase, construction and exhibitions of works of art or general prizes, rewards and donations subject to the provisions of the law.

42. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for, depreciation or for repairing, improving, extending or maintaining any of the property of the company or for any other purposes conducive to the interest of the Company.

43. To avail carbon credit and to deal in the same in the national or international market by contracting directly or through the commodities or other commodity exchanges.

44. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonuses, benefits or any other payment to any persons, who are or were at any time in the employment or service of the Company or its successors in business or of any company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time directors or officers of the Company or any such other company as aforesaid and the wives, widows, families, dependent or connections of any such persons; and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising, donating or contributing to any institution, association, funds, clubs, trusts, profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places or institutions of instruction, education, recreating, medical and other attendances, hospitals and dispensaries and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

45. To aid pecuniary or otherwise any association, body or movement having for its objects the solution, settlement or surmounting of industrial or labour problems or the promotion of industry or trade.

46. To subscribe or contribute or donate or otherwise assist or guarantee money subject to the provisions of the Companies Act for any national, philanthropic, charitable, benevolent, religious, scientific, public, general or useful object, fund or organisation, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the objects of the Company or the interest of its members.

47. To establish trust, non-profit making company or companies by the Company or its holding or subsidiary company to carry out corporate social responsibility.

48. To do all such other things as are incidental or as the Company may think conducive or expedient to the attainment of the above objects or any of them.

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

* **V.** The Authorised Share Capital of the Company is Rs 5,000,00,00,000 (Five Thousand Crores) divided into 400,00,00,000 (Four Hundred Crores) Equity Shares of Rs.10/- each and 100,00,00,000 (One Hundred Crores) unclassified shares of Rs.10/- each, with power to classify the unclassified shares into Equity or Preference Shares or reclassify the same and to divide the shares in the capital for the time being into shares with or without voting rights as may be permissible in law, and to attach thereto any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with law and the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being be provided by the law and regulations of the Company.

**Substituted Clause V as approved by a Special Resolution passed in the EGM held on 23rd March 2015.*

We, the several persons, whose names and addresses and descriptions are subscribed, are desirous of being formed into a Company 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.

Names, Addresses, Descriptions and Occupations of Subscribers		Number of Shares to be taken by each subscriber	Signature of Subscribers	Signature, Names, addresses, descriptions and occupation of Witnesses
Photo	1. Sharmila Nath D/o. Haridas Mitra B6/3, E. M. Bypass EKTP, Phase – IV, Kolkata-700107 Service	7000 (Seven thousand only)	Sd/-	Sd/- Santosh Kumar Tibrewalla 5A, N.C. Dutta Sarani, 3rd Floor, Kolkata – 700 001. S/o. Shiw Narayan Tibrewalla Occ: Practising Company Secretary FCS: 3811, C.P. 3982.
Photo	2: Pinaki Sircar S/o. Pranab Chandra Sircar (Late) 31/7, N. C. Chowdhury Road, Kolkata - 700042 Company Secretary	8000 (Eight thousand only)	Sd/-	
Photo	3. Gaganendra Jha S/o. Raghabendra Jha C-2 Kiran Apartment, 38 Chanditala Lane, P.O. – Regent Park, Kolkata - 700040 Service	7000 (Seven thousand only)	Sd/-	
Photo	4. Arundhati Guha D/o. Chandi Charan Dutta 6B, Meher Ali Road, Park Circus, Kolkata - 700017 Service	7000 (Seven thousand only)	Sd/-	I Witness to subscribers who have subscribed and signed In my presence on 16th Day of December, 2014, Kolkata ; Further I have verified theor Id's for further identification & satisfied myself of their identification particulars as Filled in. Sd/- Santosh Kumar Tibrewalla

Names, Addresses, Descriptions and Occupations of Subscribers		Number of Shares to be taken by each subscriber	Signature of Subscribers	Signature, Names, addresses, descriptions and occupation of Witnesses
Photo	5. Manjir Ghosh D/o. Pratyush Prasun Ghosh CL – 219, Sector – II, Salt Lake, Kolkata – 700091 Service	7000 (Seven thousand only)	Sd/-	Sd/- Santosh Kumar Tibrewalla 5A, N.C. Dutta Sarani, 3rd Floor, Kolkata – 700 001. S/o. Shiw Narayan Tibrewalla Occ: Practising Company Secretary FCS: 3811, C.P: 3982.
Photo	6. Ruchira Chatterjee D/o. Sudhirendu Nath Roy 114F/D, Salimpur Road, Kolkata Municipal Corporation, Kasba, South 24 Paraganas Kolkata – 700031 Service	7000 (Seven thousand only)	Sd/-	
Photo	7. Tania Sen D/o. Shyamal Kanti Sen 29, Royed Park, Rishi Bankim Chandra Road, Meghamala Roy Education Centre, Behala, Kolkata - 700034 Service	7000 (Seven thousand only)	Sd/-	I Witness to subscribers who have subscribed and signed In my presence on 16th Day of December, 2014, Kolkata ; Further I have verified theor Id's for further identification & satisfied myself of their identification particulars as Filled in. Sd/- Santosh Kumar Tibrewalla
Total Shares taken:		50,000 (Fifty thousand only)		

Dated the 16th day of December, 2014

Place : Kolkata

(THE COMPANIES ACT, 2013)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF CAVENDISH INDUSTRIES LIMITED

PRELIMINARY

1. The Regulations contained in Table 'F' in the first schedule of the Companies Act, 2013 to the extent applicable to a public company shall be deemed to be incorporated with and to form part of these Articles with the exception of such portions of Table 'F' as are hereinafter expressly or by necessary implication excluded, altered or modified.

DEFINITION AND INTERPRETATION

2. (1) In these Articles -----

(a) "Act" means the Companies Act, 1956, as amended and replaced by the Companies Act, 2013 (to the extent notified) and any Rules made thereunder or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is reliable to the relevant Article in which the said term appears in these Articles, so far as may be applicable.

(b) "Articles" mean these articles of association of the Company as originally framed or altered from time to time or applied in pursuance of any previous company law or the Act.

(c) "Board of Directors" or "Board" means the collective body of the directors of the Company.

(d) "Company" means **CAVENDISH INDUSTRIES LIMITED**.

(e) "Company Secretary" or "Secretary" means a company secretary as defined in clause (c) of subsection (1) of Section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by a company to perform the functions of the Company Secretary under the Act.

(f) "Member", in relation to the Company, means –

(i) the subscriber to the memorandum of association of the Company who shall be deemed to have agreed to become a member of the Company, and on its registration, shall be entered as a member in the Register;

(ii) every other person who agrees in writing to become a member of the Company and whose name is entered in the Register;

(iii) every person holding shares of the Company and whose name is entered as a beneficial owner in the records of a depository.

(g) "Office" means the registered office for the time being of the Company.

(h) "Register" means the register of Members of the Company required to be kept pursuant to the Act.

(i) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

(j) "Seal" means the common seal of the Company.

(2) In "Writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form.

(3) Words importing persons shall include bodies corporate, corporations, companies and individuals.

(4) Words importing the masculine gender shall include the feminine gender and vice-versa.

(5) Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

(6) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as provided in the Act or the Rules made under the Act, as the case may be.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided under Clause No. V of the memorandum of association of the Company.

4. The Company shall have the power, subject to the provisions of the Act, to increase or reduce the capital for the time being of the Company and to divide the shares in the capital into several classes with rights, privileges or conditions as may be determined.

5. Subject to the provisions of these Articles and Section 55 of the Act, the Company shall have power to issue preference shares, which are, at the option of the Company liable to be redeemed / converted into equity shares on such terms and in such manner as the Company may determine.

6. 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 Board of 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.

7. (i) The Board of the Company or the Company itself, as the case may be, may, in accordance with the Act and these Articles, issue further securities to:

   (i) persons who, at the date of offer, are holders of the securities of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the securities offered to him or any of them in favour of any other person; or

   (ii) employees under any scheme of employees' stock option; or

   (iii) any persons, whether or not those persons include the persons referred to in Article 7(a)(i) or Article 7(a)(ii) above on preferential or private placement basis as may deem fit.

(b) A further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and these Articles.

8. The Company in a general meeting may decide to issue fully paid up bonus securities to the member if so recommended by the Board in accordance with the Act and these Articles.

9. (i) Every person whose name is entered as a Member in the Register shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided-

(a) one certificate for all his shares without payment of any charges, or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

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

(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.

10. (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 Act shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of aforesaid Articles shall *mutatis mutandis* apply to debentures of the Company to the extent applicable.

11. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

12. (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and the Rules made there under.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules made under sub-section (6) of Section 40 of the Act.

(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.

13. (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 provision of Section 48 of the Act, 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.

14. 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.

15. 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.

16. The Company may issue the shares in electronic and fungible form and in such case the provisions of Depositories Act, 1996 or any amendments thereto shall apply.

LIEN

17. (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 sub-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.

18. 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.

19. (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.

20. (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

21. (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 as per law.

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.

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

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

24. (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 the rate permissible under the law 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.

25. (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 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.

26. The Board –

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

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

TRANSFER OF SHARES

27. Any transfer of shares or other securities of the Company shall be completed in accordance with the provisions of the Act and these Articles.

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

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

29. The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register-

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

(ii) any transfer of shares on which the Company has a lien.

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

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

(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.

31. On giving not less than seven days' previous notice in accordance with Section 91 of the Act and the 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

32. (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.

33. (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.

34. (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.

35. 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

36. 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.

37. The notice aforesaid shall-

(i) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(ii) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

38. 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.

39. (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.

40. (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.

41. (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.

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

ALTERATION OF CAPITAL

43. 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.

44. Subject to the provisions of Section 61 of the Act, the Company may, by ordinary resolution,-

(i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(iv) cancel any shares which, at the date of the passing of the resolution, have not been taken agreed to be taken by any person.

45. Where shares are converted into stock,-

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

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

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

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

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

(i) its share capital;
(ii) any capital redemption reserve account; or
(iii) any share premium account.

CAPITALIZATION OF PROFITS

47. (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.

48. (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 capitalized 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 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 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, 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

49. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 of the Act 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

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

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

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

52. No general meeting shall be held unless at least 21 clear days prior written notice, or shorter written notice in accordance with the Act, of that meeting has been given to each Member as per the provisions of the Act; provided that any general meeting, may be called after giving shorter notice than the notices required above, if consent thereto is accorded, in the case of any other meeting, by Members of the Company holding not less than 95% of the paid-up share capital which gives the right to vote to the Members. In general meetings, only such agenda will be considered as is specified in the notice to the Members with respect to such meetings.

PROCEEDINGS AT GENERAL MEETING

53. (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) Same as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Act.

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

55. 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.

56. 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

57. (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

58. Subject to any rights or restrictions for the time being attached to any class or classes of shares,-

(i) on a show of hands, every Member present in person shall have one vote; and

(ii) on a poll, the voting rights of Members shall be in proportion to his share in the paid-up equity share capital of the Company.

59. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

60. (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.

61. 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.

62. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

63. 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.

64. (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

65. Any member of the Company entitle to attend and vote at a meeting of the Company shall be entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf, provided that a proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll.

66. 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 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.

67. An instrument appointing a proxy shall be in the form as prescribed in the Rules made under Section 105 of the Act.

68. 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

69. The number of directors on the Board shall not be less than three and not more than fifteen.

70. The following shall be the first directors of the Company:

(i) SHARMILA NATH
(ii) PINAKI SIRCAR
(iii) GAGANENDRA JHA

71. (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.

72. The Board may pay all expenses incurred in setting up and registering the Company.

73. The Company may exercise the powers conferred on it by Section 88 of the Act 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 thinks fit respecting the keeping of any such register.

74. 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.

75. 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.

76. (i) Subject to the provisions of Section 149 of the Act, 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

77. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) Subject to the provisions of the Act, the Board shall meet at least once every three months at such place where the meetings of the Board are routinely held or a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the Chairperson of the Board.

(iii) A director may, and the manager or the Secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

78. Subject to the provisions of the Act:

(i) any of the directors may participate in a Board meeting, or a committee thereof, by way of video conference or similar equipment designed to allow the directors to participate equally and efficiently and to communicate concurrently with each other without an intermediary in the Board meeting; and

(ii) a Board meeting held in the above manner shall be valid so long as, the video conference or similar equipment employed enables all persons participating in that meeting to communicate concurrently with each other without any intermediary and a quorum in accordance with this Article is present. Directors who are not physically present at the meeting or who have not joined the meeting via such method of remote participation shall be entitled to join via teleconference or any other manner, if permitted by the Act and subject to the provisions of the Act. The place where the Chairperson of the meeting or the Company Secretary of the Company is sitting shall be taken as the place of the meeting.

79. (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.

80. Subject to these Articles and applicable law, the Board shall be entitled to adopt circular resolutions in relation to such matters as it deems necessary and as permitted under the Act.

81. 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.

82. (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.

83. (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.

84. (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.

85. (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.

86. 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.

87. 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

88. 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 thinks 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.

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

THE SEAL

90. (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 one Director or the Company Secretary or such other person as the Board or committee of the Board may authorise for the purpose. Provided that in case of issue of certificate of shares, it shall be signed by two Directors authorized by the Board or committee thereof along with the Company Secretary or any person authorized by the Board or committee thereof.

*Substituted as per the special resolution passed in the EGM held on 30th June 2015 and before that it was as follows :-
(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

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

92. Subject to the provisions of Section 123 of the Act, 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.

93. (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 equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

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

94. (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.

95. 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.

96. (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 in The Register, 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.

97. 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.

98. 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.

99. No dividend shall bear interest against the Company.

ACCOUNTS

100. (a) 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.

(b) No Member (not being a director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

WINDING UP

101 Subject to the provisions of the Act -

(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.

SECRECY

102. Subject to the provisions of law and the Act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the Company shall, if so required by the Board before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these Articles.

INDEMNITY

103. 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.

AUDITORS

104. The first auditor of the Company shall be appointed by the Board within one month from the date of registration of the Company and the auditor so appointed shall hold office until the conclusion of the first annual general meeting of the Company.

105. The remuneration of the auditor shall be fixed by the Company in the annual general meeting or in such manner as the Company in the annual general meeting may determine. In case of an auditor appointed by the Board his remuneration shall be fixed by the Board.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company and hereby sign these Articles of Associations :-

Signature, Name, Address, Description and Occupation of Subscribers		Witnesses (along with Names, addresses, descriptions and occupations)
Photo	Sd/- 1. Sharmila Nath D/o. Haridas Mitra B6/3, E. M. Bypass EKTP, Phase – IV, Kolkata- 700107 Service	Sd/- Santosh Kumar Tibrewalla 5A, N.C. Dutta Sarani, 3rd Floor, Kolkata – 700 001. S/o. Shiw Narayan Tibrewalla Occ: Practising Company Secretary FCS: 3811, C.P. 3982.
Photo	Sd/- 2. Pinaki Sircar S/o. Pranab Chandra Sircar (Late) 31/7, N. C. Chowdhury Road, Kolkata - 700042 Company Secretary	
Photo	Sd/- 3. Gaganendra Jha S/o. Raghabendra Jha C-2 Kiran Apartment, 38 Chanditala Lane, P.O. – Regent Park, Kolkata - 700040 Service	I Witness to subscribers who have subscribed and signed In my presence on 16th Day of December, 2014, Kolkata ; Further I have verified theor Id's for further identification & satisfied myself of their identification particulars as Filled in. Sd/- Santosh Kumar Tibrewalla

Signature, Name, Address, Description and Occupation of Subscribers		Witnesses (along with Names, addresses, descriptions and occupations)
Photo	Sd/- 4. Arundhati Guha D/o. Chandi Charan Dutta 6B, Meher Ali Road, Park Circus, Kolkata - 700017 Service	Sd/- Santosh Kumar Tibrewalla 5A, N.C. Dutta Sarani, 3rd Floor, Kolkata – 700 001. S/o. Shiw Narayan Tibrewalla Occ: Practising Company Secretary FCS: 3811, C.P. 3982.
Photo	Sd/- 5. Manjir Ghosh D/o. Pratyush Prasun Ghosh CL – 219, Sector – II, Salt Lake, Kolkata – 700091 Service	
Photo	Sd/- 6. Ruchira Chatterjee D/o. Sudhirendu Nath Roy 114F/1 D, Salimpur Road, Kasba, Kolkata – 700031 Service	I.Witness to subscribers who have subscribed and signed In my presence on 16th Day of December, 2014, Kolkata ; Further I have verified theor Id's for further identification & satisfied myself of their identification particulars as Filled in. Sd/- Santosh Kumar Tibrewalla
Photo	Sd/- 7. Tania Sen D/o. Shyamal Kanti Sen 29, Royed Park, Behala, Kolkata - 700034 Service	

Dated the 16th day of December, 2014

Place : Kolkata

CAVENDISH
INDUSTRIES LTD.

Certified True Copy of the Special Resolution Passed by the Members of the Company at the Extra-Ordinary General Meeting held on 29th March 2024 at Patriot House (3rd Floor), 3, Bahadur Shah Zafar Marg, New Delhi- 110 002

"RESOLVED that pursuant to the provisions of Sections 12,13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 or any statutory modifications or re-enactments thereof and subject to the approval by the Regional Director, Ministry of Corporate Affairs/ Central Government/any other appropriate authority, as may be prescribed from time to time, the Registered Office of the Company be shifted from 7, Council House Street, Kolkata – 700 001, in the State of West Bengal to Jaykaygram PO- Tyre Factory, Rajsamand, Kankroli – 313 342 in the State of Rajasthan and that the existing Clause II of the Memorandum of Association of the Company be substituted by the following clause:

"*II. The Registered Office of the Company will be situated in the State of Rajasthan.*"

RESOLVED further that the Board of Directors of the Company or a Committee thereof or any person(s) authorized by the Board, be and is hereby authorised to do all such acts, deeds and things as they may deem necessary and proper in this matter, without requiring the Board to obtain any further consent or approval of the Members of the Company."

Certified to be true
For Cavendish Industries Ltd.

CAVENDISH INDUSTRIES LTD.

(Kamal Kumar Manik)
CFO & Company Secretary
ACS- 10741

Admin Off. : Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi - 110002
Works : Village - Khedimubarakpur, Tehsil - Laksar, Dist. - Haridwar - 247663, Uttarakhand. Ph: +91 1332 256000
Registered Office : 7, Council House Street, Kolkata - 700 001
CIN No. : U74900WB2015PLC204899
P : 91 11 23766515

CAVENDISH
INDUSTRIES LTD.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Company was incorporated in the year 2015 and its Registered Office since beginning has been in the State of West Bengal.

The Company is a material subsidiary of JK Tyre & Industries Limited (JK Tyre). The registered office of JK Tyre is situated at Jaykaygram PO- Tyre Factory, Rajsamand, Kankroli – 313 342 in the State of Rajasthan.

The Board of Directors at its meeting held on 29th March 2024 has proposed to shift the Registered Office of the Company from 7, Council House Street, Kolkata-700 001 in the state of West Bengal to Jaykaygram PO-Tyre Factory, Rajsamand, Kankroli-313 342 in the state of Rajasthan.

The Members approval is sought for shifting of the Registered Office of the Company from the State of West Bengal to the State of Rajasthan as aforesaid and for altering Clause II of the Memorandum of Association of the Company.

In terms of Sections 12 and 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, shifting of the Registered Office of the Company from one State or Union Territory to another State and alteration in Clause II of the Memorandum of Association of the Company requires approval of the Shareholders by way of a Special Resolution and the Central Government.

The relocation of the Registered Office as aforesaid will enable the Company to achieve administrative convenience and better control. The relocation is also in the overall interest of the Company and will not cause any difficulty whatsoever, in discharging all of Company's debt obligations.

The proposed change will also in no way be detrimental to the interest of any member of public or any other person in any manner whatsoever and shall in no manner adversely affect the creditors or operations or employees of the Company.

CAVENDISH INDUSTRIES LTD.

Admin Off. : Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi - 110002
Works : Village - Khedimubarakpur, Tehsil - Laksar, Dist. - Haridwar - 247663, Uttarakhand Ph. 13[illegible] 256000
Registered Office : 7, Council House Street, Kolkata - 700 001
CIN No. : U74900WB2015PLC204899
P : 91 11 [illegible] 766515
A UNIT OF JK TYRE

CAVENDISH
INDUSTRIES LTD.

The Board recommends the aforesaid resolution for approval of the Members by means of a Special Resolution.

A copy of the existing Memorandum and Articles of Association of the Company is open for inspection by the Members at the Administrative office (Delhi) and also at the Registered Office of the Company during normal business hours on all working days upto and including the date of the Extra-Ordinary General Meeting (EGM).

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company, if any.

Certified to be true
For Cavendish Industries Ltd.

CAVENDISH INDUSTRIES LTD.

(Kamal Kumar Manik)
CFO & Company Secretary
ACS- 10741

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Works : Village - Khedimubarakpur, Tehsil - Laksar, Dist. - Haridwar - 247663, Uttarakhand, Ph: +91 1332 256000
Registered Office : 7, Council House Street, Kolkata – 700 001
CIN No. : U74900WB2015PLC204899
11 2376651
A UNIT OF JK TYRE