



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

10/499-B, Allenganj,, Khalasi Line,, Kanpur, Uttar Pradesh, India, 208002

Corporate Identity Number: L45202UP1985PLC099376

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s ELDECO HOUSING AND 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 Haryana to the Uttar Pradesh and such alteration having been confirmed by an order of Regional Director bearing the date 16/10/2017.

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

Given under my hand at Kanpur this Fourteenth day of December Two thousand seventeen.



PUNEET KUMAR DUGGAL

Registrar of Companies

Registrar of Companies

RoC - Kanpur

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

ELDECO HOUSING AND INDUSTRIES LIMITED

Eldeco Corporate Chamber-1, 2nd Floor,, Vibhuti Khand(Opp. Mandi Parishad),
Gomti Nagar,, Lucknow, Lucknow, Uttar Pradesh, India, 226010

For Eldeco Housing & Industries Ltd.

Company Secretary





भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

कम्पनी अधिनियम, 1956 की धारा 18(3)

राज्य परिवर्तित करने के संबंध में, कम्पनी विधि बोर्ड के आदेश के पंजीकरण से संबंधित प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L45202HR1985PLC044265

मेसर्स ELDECO HOUSING AND INDUSTRIES LIMITED

ने अपने विशेष विनिश्चय द्वारा, इसके पंजीकृत कार्यालय को दिल्ली राज्य से हरियाणा राज्य में स्थानान्तरित करने के निमित्त अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है और इस परिवर्तन की पुष्टि

co law board new delhi, co law board new delhi

के दिनांक 05/09/2011 के आदेश द्वारा किए जाने पर,

मैं, यह सत्यापित करता हूँ कि उक्त आदेश की सत्यापित प्रतिलिपि को आज पंजीकृत कर लिया गया है।

दिल्ली में, यह प्रमाण-पत्र, आज दिनांक नौ नवम्बर दो हजार ग्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, National Capital Territory of Delhi and Haryana

SECTION 18(3) OF THE COMPANIES ACT, 1956

Certificate of Registration of Company Law Board order for Change of State

Corporate Identity Number : L45202HR1985PLC044265

M/s ELDECO HOUSING AND 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 Delhi to the Haryana and such alteration having been confirmed by an order of co law board new delhi, co law board new delhi bearing the date 05/09/2011.

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

Given at Delhi this Ninth day of November Two Thousand Eleven.

Digitally signed by
Registrar of Companies
Date: 2011.11.09 18:07:04
GMT+05:30

Registrar of Companies, National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

*Note: The corresponding form has been approved by EGINIUS TIRKEY, Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

ELDECO HOUSING AND INDUSTRIES LIMITED

SHOP NO.16, SECOND FLOOR, ELDECO STATION 1,, SITE NO.1, SECTOR-12,
FARIDABAD - 121007,

Haryana, INDIA



For Eldeco Housing & Industries Ltd.

[Signature]
Company Secretary



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

कम्पनी अधिनियम, 1956 की धारा 18(3)
राज्य परिवर्तित करने के संबंध में, कम्पनी विधि बोर्ड के आदेश के पंजीकरण से संबंधित प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L45202DL1985PLC197611

मैसर्स ELDECO HOUSING AND INDUSTRIES LIMITED

ने अपने विशेष विनिश्चय द्वारा, इसके पंजीकृत कार्यालय को उत्तर प्रदेश राज्य से दिल्ली राज्य में स्थानान्तरित करने के निमित्त अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है और इस परिवर्तन की पुष्टि

CLB, New Delhi bench, New Delhi

के दिनांक 06/11/2009 के आदेश द्वारा किए जाने पर,

मैं, यह सत्यापित करता हूँ कि उक्त आदेश की सत्यापित प्रतिलिपि को आज पंजीकृत कर लिया गया है।

मेरे हस्ताक्षर द्वारा दिल्ली में, यह प्रमाण-पत्र, आज दिनांक चार जनवरी दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

SECTION 18(3) OF THE COMPANIES ACT, 1956
Certificate of Registration of Company Law Board order for Change of State

Corporate Identity Number : L45202DL1985PLC197611

M/s ELDECO HOUSING AND 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 Uttar Pradesh to the Delhi and such alteration having been confirmed by an order of CLB, New Delhi bench, New Delhi bearing the date 06/11/2009.

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

Given under my hand at Delhi this Fourth day of January Two Thousand Ten .

(ATMA SAH)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

ELDECO HOUSING AND INDUSTRIES LIMITED

201-212, 2nd Floor, Spendor Forum, Jasola District Centre,

New Delhi - 110025,

Delhi, INDIA

For Eldeco Housing & Industries Ltd.


Company Secretary

NO. 20-07062

(Under the Companies Act, 1956 (1 of 1956))

Given under my hand at KANPUR this day of 17th
July, 1990 (One thousand Nine Hundred Eighty
Ninety).

Chandni
Company Secretary



(S.P.Taya1

~~188004~~ REGISTRAR OF COMPANIES, U.P.,
KANPUR.

7062/RC/



प्रारूप आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता० का सं०

No. 7062 of 19.85.

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज

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

I hereby certify that **ELDECO HOUSING AND FINANCE LIMITED**

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

मेरे हस्ताक्षर से आज ता० को दिया गया ।

Given under my hand at **KANPUR** this **6th**

day of **MARCH** One thousand nine hundred and **Eighty Five**

15th Phalguna 1986 (S.E.)



(V.P. KAPOOR)

कम्पनियों का रजिस्ट्रार

उ० प्र० कानपुर

Registrar of Companies

U. P. KANPUR

जे० एस० सी०-1.
J. S. C.-1

Shivoy-6-84

For Eldeco Housing & Industries Ltd.

Handwritten signature

Company Secretary

CO.NO.7062



कारबार प्रारम्भ करने के लिए प्रमाण-पत्र
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसरण में
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि.....

जो कम्पनी अधिनियम, 1956 के अधीन तारीख..... को निगमित की गई थी और जिसने आज विहित प्रारूप में सम्यक् रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149 (1) (क) से लेकर (घ) तक / 149 (2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the... **ELDECO HOUSING AND FINANCE LIMITED**

which was incorporated under the Companies Act, 1956, on the... **6th** day of... **MARCH** ... 19 **85**, and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149(1) (a) to (d)/149(2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख..... को
में दिया गया।

Given under my hand at... **KANPUR** this... **3rd** day of... **JULY** ... One thousand nine hundred and... **EIGHTY FIVE**

(V. P. KAPOOR) 3.7.85

उ० प्र० कानपुर
Registrar of Companies
U. P. Kanpur



जे० एस० सी०-10
J. S. C.-10

Shivoy-6-84

For Eldeco Housing & Industries Ltd.

Chandni
Company Secretary

**UNDER THE COMPANIES ACT, 2013
(INCORPORATED UNDER THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION
OF
ELDECO HOUSING AND INDUSTRIES LIMITED**

- I. The name of the Company is "ELDECO HOUSING AND INDUSTRIES LIMITED".
- II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.
- III. The objects for which the Company is established are :

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- (1) To carry on in all their respective branches the business of hire purchase, Housing general finance and to construct, purchase or otherwise acquire, for close purchase on auction, hire, lease, sell or sell on hire purchase system or advance and loan money on or arrange loan on mortgage of any buildings, houses, Bungalows, Factories, Trade premises, Plants, machinery, public-buildings, land, farms or any other kind of assets, estates or properties, (movable or immovable) rights or things in action.
- (2) To purchase or otherwise acquire land, houses, buildings, sheds and other fixtures on lands and buildings and to let them out on lease, rent, contract or any agreement as may be deemed fit by the company and to construct, erect and maintain, buy and sell land, houses, apartments to any person and on such terms and conditions as may be deemed fit by the Company. To hold, maintain, sell, allot houses, apartments, flats or parts thereof to the shareholders or any other person.
- (3) To acquire, improve, manage, develop all rights in respect of leasehold and freehold rights or properties and to sell and dispose of, turn to account and otherwise deal with the property of all kinds including land, buildings, and to undertake the construction and the management of the properties, buildings, and estates (of any tenure or kind) of any persons, whether members of the Company or not in the capacity of stewards or receivers or otherwise and to act as contractors for any person or governmental authorities for the construction of buildings, roads and bridges of all description or to act or in connection therewith to act as investors, promoters, valuers or to act as consultants, technical consultants and collaborators and to generally carry on the business of builders, surveyors, bricks, tile-makers, estate agents, and to deal in every kind of articles and products and materials used for building and in particular cement, lime, grit, iron steel, wood, timber, and glass, stone, concrete, plastics, masonry and earth construction.
- (4) To establish and set up a Building Centre with the assistance of HUDCO or any other body for propagating cost-effective and environment-friendly building technologies; to act as a technology transfer centre in the field of housing, building and development for disseminating information on cost-effective and environment-friendly building materials and technologies; to act as a skill upgradation and training centre for masons, artisans, carpenters, other building work force trades including both urban and rural youths, in various cost-effective and environment-friendly building materials and technologies; to undertake production of cost-effective and environment-friendly building materials, components etc.; and to accept the grant, land etc., from HUDCO or any other financial institutions, banks, in connection herewith.

For Eldeco Housing & Industries Limited


Company Secretary

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

- (1) To acquire, store, purchase, sell, distribute, export, import any kind of merchandise, machinery, appliances, goods or articles which directly or indirectly be dealt with or pertain to the main business of the Company.
- (2) To advance money to any person or persons or corporation, either at interest or without, upon the security of freehold or leasehold property by way of mortgage or upon marketable security and in particular to advance money upon the security of or for the purpose of enabling the person borrowing the same to erect or purchase, enlarge, repair any house or building or to purchase any estate or interest for any term or terms of years of any freehold or leasehold property in India upon such terms and conditions as the Company may think fit.
- (3) To guarantee the payment of money secured by or payable under or in respect of bonds, debenture, stocks, contracts, mortgages, charges, obligations and other securities or of any company or of any authority, Central, State, Municipal, local or otherwise or of any person whosoever, whether incorporated and or not incorporated and to transact all kinds of guarantee business, and to further transact all kinds of trust and agency business in connection with the business of the Company.
- (4) Subject to the provisions of the Companies Act, 2013 and directives of Reserve Bank of India to receive money, securities, valuable of all kinds on deposit or safe custody (not amounting to the business of Banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company may think fit and in particular by issue of debenture stocks (perpetual or otherwise) and to secure the re-payment of any money borrowed, raised or owing by mortgage, charge, or lien and to secure and guarantee the performance by the Company or any other person or body corporate of any obligation undertaken by the Company or any other person or Company, as the case may be.
- (5) To take or otherwise acquire and hold shares in any other company and particularly in a company having objects altogether or in part similar to those of the Company.
- (6) To erect, construct, carry on and continue the erection or construction or improve, enlarge, alter or maintain buildings structures and work of every kind necessary or convenient for the purpose of the Company or its business.
- (7) To acquire from time to time and to deal in all such stocks in trades, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.
- (8) To procure the registration of the Company in any place and to establish agencies, branches and subsidiary companies, for conducting business for which the company is authorized, in any part of India or abroad.
- (9) To enter into any arrangements with any Government or authorities, municipal, local or otherwise or any person or Company, in India or abroad, that may seem conducive to the objects of the Company or any of them, to obtain from any such government authority, person or Company any rights, privileges, charters, contracts, licences and concessions including rights in respect of water, waterways, roads and highways which the company may think desirable and to carry out, exercise and comply therewith.
- (10) To enter into any arrangements or partnership for sharing profits or amalgamate with any person, authority, government, firm or company carrying on or about to carry on any business

For Eldeco Housing & Industries Limited


Company Secretary

which the company is authorized to carry on or which may seem, capable of being carried on or conducive so as to directly benefit this Company.

- (11) To invest and deal with the monies of the Company not immediately required in any manner and in particular to accumulate funds or to acquire by subscription, purchase or otherwise shares, debentures, securities and bonds of companies, Government and local authorities, firms, proprietary concerns etc., if calculated to benefit the Company.
- (12) To open current, fixed or other accounts with one or more bank or bankers or banking house in India or outside India and to authorize persons to operate the accounts severally or jointly.
- (13) To make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (14) To provide for the welfare of Directors, employees or ex-employees of the Company and the wives and families and dependents or connections of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, pensions, gratuities, bonuses, profit sharing bonuses and benefit, or any other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds, profits sharing or other scheme or trusts and by providing or subscribing or contributing towards places of inspection and recreation, hospitals and dispensaries medical and other assistance as the Company shall think fit.
- (15) To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for repairing, improving extending or maintaining any of the properties of the company or for any other purpose conducive to the interest of the Company.
- (16) To insure and re-insure the buildings, workshops, offices, stores, warehouses, depots and other movable and immovable property belonging to the Company against the contingencies of fire, earthquake, floods, riots and any other risk to which the property of the Company may be exposed and also against contingencies under the Workman's Compensation Act, the Fatal Accident Act and measures of a similar nature.
- (17) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stocks, debentures, or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.
- (18) In the event of winding up of the Company, to distribute among the members in any property of the Company or any proceeds of the sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
- (19) To pay all or any expenses incurred in connection with the promotion, formation, incorporation and establishment of the Company or to contract with any other person, firm or Company.
- (20) To remunerate any person or Company for the services rendered or to be rendered in or about the formation of the Company, or the acquisition of the property by the Company or the conduct of its business.
- (21) Subject to the provisions of the Companies Act, 2013, or any other enactment in force, to indemnify and keep indemnified members, officer, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of Company and for any loss, damage or

For Eldeco Housing & Industries Limited


Company Secretary

misfortune whatsoever and which may happen in execution of the duties of their office or in relation thereto.

- (22) To acquire from any person or Company (Whether incorporated or not) whether in India or elsewhere technical information, know-how, processes, engineering, manufacturing and operating data plans, layouts and blueprints useful for the design, erection and operation of the plant required for any of the businesses of the Company and to acquire any grant or licence and other rights and benefits in the forgoing matter and things.
- (23) To employ experts, brokers, commission agents or any other person in India or outside India, for Company's business, to render any service to the Company and to pay remuneration to any such person or persons.
- (24) To purchase in India or import from other countries raw materials, chemicals, mill stores, tools, accessories, appliances, machinery, means of transport, vehicles and conveyance for the purpose of Company and sell or otherwise dispose of the said articles and things and engineering and contracting electronic machinery, equipment's, apparatus and devices.
- (25) To amalgamate with any other Company having objects altogether or in part similar to those of this Company subject to the provisions of the Companies Act, 2013.
- (26) To make donations to such persons or institutions subject to the provision of the Companies Act, 2013, or otherwise in cash or in other assets and in particular to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for charitable or benevolent objects for any exhibition or for any public general or other objects.
- (27) To place, reserve or distribute as dividend or bonus among the members or otherwise to apply, as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on forfeited shares subject to the provisions of the Companies Act, 2013.
- (28) To acquire the business of any person, firm, individual, family, Company, corporation or association of persons, within the object of the Memorandum of Association, by taking over all or any of the assets and liabilities, and to pay or to issue debentures, shares, bonds, property, present or future, personal or real, reversion, rights or in any other shape or forms.
- (29) To appoint trusts and to hold securities on behalf of the Company and to protect the interests of the Company, its members, debenture-holders and customers.
- (30) To compensate for loss of office of any Managing Director, Director, or other officer of the Company within the limitations prescribed under the Companies Act, 2013, or other statute or rule having the force of law and to make payments to any person whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
- (31) To receive, borrow or raise loans for financing the business of the Company from Banks, Govt. Financial Corporations or Govt. Agencies and Institutions whether of State or Central Govt. to provide for securing the repayment of loans so borrowed by the Company in such manner as may be expedient and, in particular, by the mortgage or charge of whole or any part of property and effects or by the issue or conversion of debentures (perpetual or otherwise), charged upon all or any of the company's property (whether present or future) including its uncalled or unpaid capital and to redeem or pay of the same.
- (32) To act as importers, exporters, financiers, traders, commission agents, merchants, stockists, dealers, in product in which the company may be dealing and to act as advertising agents.

For Eldeco Housing & Industries Limited


Company Secretary

(33) To carry on other trade or business whatsoever which may seem to the company capable of being carried on conveniently in connection with any business of Company or calculated directly or indirectly to enhance the value of the Company's properties or rights for the time being and to carry on the business of cinema exhibition, distribution and production.

(34) To do all acts and things as are incidental or conducive to the attainment of main objects of the Company.

IV. The liability of the member(s) is limited.

V. * "The Authorised Share Capital of the Company is Rupees 45,55,00,000/- (Rupees Forty Five Crores and Fifty Five Lakhs Only) divided into 14,02,50,000 (Fourteen Crores Two Lakhs and Fifty Thousand) Equity Shares of Rs. 2/- (Rupees Two only) each and 1,75,00,000 (One Crore Seventy Five Lakhs) Preference Shares of Rs. 10/- (Rs. Ten only) each."

** Altered vide shareholders resolution passed on December 16, 2021 pursuant to sub-division of 1 (One) Equity Share having face value of Rs. 10/- (Rupees Ten only) each fully paid-up into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up.*

For Eldeco Housing & Industries Limited


Company Secretary

We, the several persons whose names and address 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:

Sl. No.	Name, Address, Description, Occupation of Subscribers	Number of Equity Shares taken by each subscriber	Signatures of each subscriber
1.	Sri Shiv Kumar Garg, S/o Late Sri K.L. Garg, 11/50, B.K. Khan, Agra (Business)	200 (Two Hundred equity shares)	-Sd/-
2.	Sri Nagendra Saxena, S/o Sri B.L. Saxena, A-3, Kamla Nagar, Agra (Business)	200 (Two Hundred equity shares)	-Sd/-
3.	Smt. Pushpa Gupta W/o Sri S.K. Gupta D-520, Kamla Nagar, Agra (Business)	100 (Two Hundred equity shares)	-Sd/-
4.	Smt. Nirmal Garg W/o Sri V.K. Garg 11/50, B.M. Khan, Agra (Business)	100 (Two Hundred equity shares)	-Sd/-
5.	Sri Som Prakash Goyal S/o Late Shri V.L. Vaish 9/80, Ghia Mandi, Taj Ganj, Agra (Business)	100 (Two Hundred equity shares)	-Sd/-
6.	Asha Patterson D/o Sri John Patterson A-589, Indira Nagar, Lucknow (Business)	100 (Two Hundred equity shares)	-Sd/-
7.	Smt. Adarsh Saxena W/o Sri Nagendra Saxena A-3, New Agra, Agra (Business)	100 (Two Hundred equity shares)	-Sd/-

Total: 900 (Nine Hundred Equity Shares)

Dated this: 16th day of Dec. 1984
Witness to the above signatures

-Sd/-
(Mukesh Tandon)
S/o Late Sri S.K. tendon
M/s M.K. Tandon & Co.
Chartered Accountants
17/214, City Station Road, Agra-3

For Eldeco Housing & Industries Limited


Company Secretary

**UNDER THE COMPANIES ACT, 2013
(INCORPORATED UNDER THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)**

**ARTICLES OF ASSOCIATION
OF
ELDECO HOUSING AND INDUSTRIES LIMITED**

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed by Postal Ballot on December 16, 2021 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

TABLE F EXCLUDED

The Regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

INTERPRETATION

1. In these regulations
 - a) "Act" means the Companies Act, 2013 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 relatable to the relevant Article in which the said term appears in these Articles and any previous Company law, so far as may be applicable.
 - b) "Articles" means these Articles of Association of the Company or as altered from time to time.
 - c) "Board of Directors" or "Board" or "the Board" means the collective body of the directors of the Company.
 - d) "Beneficial owner" means a person or persons whose name(s) is/are recorded in the Register maintained by a Depository under the Depositories Act, 1996.
 - e) "Company" means Eldeco Housing and Industries Limited.
 - f) "Committee" means committee of Board constituted in accordance with the Act.
 - g) "Directors" means the Directors of the Company and includes person occupying the position of Directors by whatever named called.
 - h) "Dividend" includes interim dividend.
 - i) "Depository" means a Company formed and registered under the Act and which has been granted a certificate of registration by SEBI under the Securities & Exchange Board of India Act, 1992.
 - j) "Depositories Act, 1996" shall include any statutory modification or re-enactment thereof.
 - k) "Document" includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

For Eldeco Housing & Industries Limited


Company Secretary

- l) **"Month(s)"** means Calendar Month.
 - m) **"Office"** means the Registered Office for the time being of the Company.
 - n) **"Ordinary & Special Resolution"** shall have the meanings assigned to these terms by Section 114 of the Act.
 - o) **"Rules"** means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
 - p) **"The Register"** means the Register of the Members to be kept pursuant to the Act.
 - q) **"The Registrar"** means the Registrar of the Companies of the State of which the Registered Office is situated.
 - r) **"SEBI"** means Securities and Exchange Board of India.
 - s) **"Seal"** means the common seal of the Company.
 - t) **"Securities"** means the Securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.
 - u) **"Working Day"** means all days except public holidays and national holidays.
- 2.
- a) Unless the context otherwise requires, words or expressions contained in these Articles 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.
 - b) Words importing the singular number shall include the plural number and 'vice versa' and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.
 - c) 'In Writing' and 'Written' include printing, lithography and other modes of representing or reproducing words in a visible form.
 - d) The provisions of these Articles shall mutatis mutandis apply to any other Securities (except where the Act otherwise requires) of the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 3.
- a) The Authorised Share Capital of the Company shall be of such amount as may be mentioned in the Capital Clause (Presently Clause V) of the Memorandum of Association of the Company from time to time. Subject to the provisions of the Act, the Company may, by Ordinary Resolution, increase or reduce the capital, divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to consolidate or sub-divide the shares and issue shares of higher and lower denominations.
 - b) 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.
 - c) Subject to the provisions of these articles, the Shares shall be under control of the Board of Director, who may allot or otherwise dispose off the same to such person on such terms and conditions and at such times, as the directors thinks fit and with power to issue any shares as fully paid up in consideration of services rendered to the Company in its formation or otherwise.

For Eldeco Housing & Industries Limited


Company Secretary

4. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
 - a) Equity share capital:
 - i) with voting rights; and / or
 - ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
 - b) Preference share capital
5. 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 such charges as maybe fixed by the Board for each certificate after the first.
6. Every certificate shall be issued under the seal and shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary, wherever the Company has appointed a Company Secretary.
7. 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.
8. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a Depository. Where a person opts to hold any share with the Depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
9. 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 Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
10. 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.
11.
 - i) The Company may exercise the powers of paying commissions conferred by 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 the Act and the Rules made thereunder.
 - ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in Rules.

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- 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.
12. 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 Articles relating to general meetings shall *mutatis mutandis* apply.
13. 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.
14. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
15. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to-
- a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- b) employees under any scheme of employees' stock option; or
- c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
16. A further issue of shares 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 the Rules.
17. Notwithstanding anything contained in Section 53 of the Act but subject to the provisions of Section 54 read with rules made there under with the regulations made by the SEBI, the Company may issue Sweat Equity Shares of a class already issued in accordance with the provisions of the Act and the regulations made by the SEBI.
18. The Board of Directors may from time to time make such calls upon the members in respect of all money unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed time and each member shall be liable to pay at the time and place appointed by the directors. A call may be payable by instalments.
19. Provided that where the Directors decide to increase the issued capital of the Company by the issue of further shares, provisions of the Act will be complied with. That options are right to call of shares shall not be given to any person with the sanction of the Company in general meeting either at par or at a premium and for such period and for such consideration as the Directors thinks fit.
20. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as

ordered by a court of competent jurisdiction or as by law required, be bound to recognise any trust, benami, or equitable or other claim to or interest in such shares on the part of any other person or any interest in any fractional part of a share whether or not it shall have express or other notice thereof.

LIEN

21. The Company shall have a first and paramount lien-

- i) On every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- ii) On all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

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

- iii) 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.

22. 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 or otherwise.

23. i) To give effect to any such sale, the Board may authorize 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 receipt of the consideration (if any) by the Company on the sale of any shares (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) shall constitute a good title to the share and the purchaser shall be registered as the holder of the share.

- iv) 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.

24. 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.

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.

25. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

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CALLS ON SHARES

26. 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.
- 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) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
- iv) A call may be revoked or postponed at the discretion of the Board.
27. 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 instalments.
28. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
29. 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 such rate as maybe fixed by the Board.

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

30. (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 Articles, 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 Articles 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.
31. 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 as maybe determined by the Board.
32. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
33. All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

34. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such

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shares as herein provided.

35. On the trial or hearing of any action or suit brought by the Company against any Member or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it be sufficient to prove that the name of the Defendant is or was, when the claim arose, on the Register of Members of the Company as the holder or one of the holders of the number of shares in respect of which such claim is made, that the resolution making the call is duly recorded in the Minute Book and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board meeting at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

TRANSFER OF SHARES

36. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
37. The Board may, subject to the right of appeal conferred by the Act 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.
38. In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless:-
- a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under 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
39. On giving not less than seven days' previous notice in accordance with the Act 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

40. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
41. (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—

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- 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.
 - (iii) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
42. (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.
43. 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.
44. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice; and give effect thereto if the Board shall so think fit.

DEMATERIALISATION OF SECURITIES

45. Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the provisions of the Depositories Act, 1996 or otherwise.
46. Beneficial owners shall have the option to rematerialize the Securities subsequent to the

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allotment or dematerialization as the case may be, in which event the Company shall issue to the investor/beneficiary the required certificates of securities subject to the provisions of applicable laws, rules, regulations or guidelines, the shares so rematerialized shall bear new distinctive numbers so as to identify them from the shares not dematerialized.

47. All securities held by a depository shall be dematerialized and be in fungible form.
48. Notwithstanding anything to the contrary contained in these Articles, a depository shall be deemed to be the registered owner for the purpose of ownership of securities on behalf of the beneficial owner.
49. Save as otherwise provided in the above Article (55), the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
50. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a depository.
51. Nothing contained in the Act or these articles, shall apply to transfer of securities affected by a transferor and transferee both of them are entered as beneficial owners in the records of a depository.
52. Notwithstanding anything in the Act or these Articles, where securities are dealt by the depository, the Company shall intimate details thereof of the depository immediately on allotment of securities.
53. Nothing contained in the Act or theses Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.
54. The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, 1996, shall be deemed to be the corresponding register and index for the purposes of the Act.

FORFEITURE OF SHARES

55. If a member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
56. 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.
57. 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.

Boards of Directors, Industries Limited

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Company Secretary

58. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
59. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
60. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
61. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
62. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
63. (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.
64. (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.
65. (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.

66. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
67. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
68. 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

69. Subject to the provisions of the Act, the Company may, by Ordinary Resolution,—
- a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
 - b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - e) 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.
70. 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 Articles 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 Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder/member" shall include "stock" and "stockholder" respectively.
71. The Company may, by passing appropriate resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and Rules,—
- a) its share capital; and/or

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- b) any capital redemption reserve account; and/or
 - c) any share premium account; and/or
 - d) any other reserve in the nature of share capital
72. The Board may accept from any members the surrender of all or any of his Shares on such terms and conditions as shall be agreed.

JOINT HOLDERS

73. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
- a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.
 - b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
 - c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
 - d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
 - e) i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
 - (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

CAPITALISATION OF PROFITS

74. (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—

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- 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);
- (iii) A securities premium account and a capital redemption reserve account may, for the purposes of these Articles, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
- (iv) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.
75. i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- a. make all appropriations and applications of the amounts 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 or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
 - b. to authorize 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 or other securities to which they may be entitled upon such capitalization, 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 capitalized, 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

76. Notwithstanding anything contained in these Articles but subject to all the applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other securities.

GENERAL MEETINGS

77. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year as per the provisions of the Act. All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting.
78. i) The Board may, whenever it thinks fit, call an extraordinary general meeting, subject to the provision as laid down in the Companies Act, 2013.
- 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.

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79. i) A General Meeting may be called by giving not less than 21 (Twenty One) clear days' notice in writing.
- ii) However, a general meeting may be called after giving shorter notice than 21 (twenty-one) days, if the consent is accorded thereto by such number of members as provided in the Act or any other law for the time being in force.

PROCEEDINGS AT GENERAL MEETINGS

80. (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) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- (iii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.
81. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.
82. 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.
83. 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.
84. On any business at any general meeting, in case of an equality of votes on any resolution, the Chairperson shall have a second or casting vote.
85. The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
86. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -
- a) is, or could reasonably be regarded, as defamatory of any person; or
- b) is irrelevant or immaterial to the proceedings; or
- c) is detrimental to the interests of the Company.
87. The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
88. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
89. (i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

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- a) be kept at the registered office of the Company; and
 - b) be open for inspection by any member without charge, on such days and during such business hours as may, in that behalf be determined by the Board.
- (ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (i) above.

90. The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

ADJOURNMENT OF MEETING

91. (i) The Chairperson may adjourn the meeting from time to time and from place to place as per applicable laws.
- (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 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

92. 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.
93. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
94. (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.
95. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
96. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting.


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thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

97. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
98. 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.
99. (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.
100. Notwithstanding anything contained in these Articles of Association of the Company, the Company do adopt the mode of passing a resolution by the member of the Company by means of Postal Ballot and/or other ways as may be prescribed by the Act in this behalf on the following matters:
 - i. Any business that can be transacted by the Company in general meeting: and
 - ii. Particularly, resolutions relating to such business as the government may by notification, declare to be conducted only by way of postal ballot.

The Company shall comply with the procedure for such postal ballot and/or other ways as prescribed by the Act in this regard.

101. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

PROXY

102. Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
103. 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.
104. An instrument appointing a proxy shall be in the form as prescribed in the Rules.
105. 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.

For Eldeco Housing & Industries Limited


Company Secretary

BOARD OF DIRECTORS

106. (i) Following were the first Directors of the Company at the time of incorporation:
- a) Mr. Shiv Kumar Garg
 - b) Mr. Nagendra Saxena
 - c) Asha Patterson
- (ii) The Directors need not hold any qualification shares in the Company.
107. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (Three) and shall not be more than 15 (Fifteen). The number of director can be increased beyond 15 (Fifteen) in accordance with the provisions of the Act.
108. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation. A retiring Director shall be eligible for re-election and shall act as Director throughout the meeting at which he retires.
109. The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
110. (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) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary/special resolution passed by the Company in general meeting.
- (iii) 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.
111. The fees payable to the directors for attending the meetings of the Board or committee thereof shall be decided by the Board from time to time and shall be within the maximum limit permitted under the provisions of the Act.
112. The Board may pay all expenses incurred in getting up and registering the Company.
113. 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.
114. 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.
115. 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.
116. (i) Subject to the provisions 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.
117. (i) Subject to the provisions of the Act, the Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- (ii) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
- (iii) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
118. (i) Subject to provisions of the Act or any other law for time being in force, the Company shall have such number of independent directors as it may deem fit.
- (ii) A person shall be eligible for appointment as independent director if he fulfils the criteria as mentioned under the Act or any other law for the time being in force.
- (iii) Independent directors shall not be liable to retire by rotation.
119. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
120. The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.
121. The regulation of quorum of meeting of Board shall apply *mutatis mutandis* to the meeting of Committee unless otherwise decided by the Board.

POWERS OF BOARD

122. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

PROCEEDINGS OF THE BOARD

123. i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit and as per the provisions of the Act.
- ii) Any director of the Company may, at any time, and the Company secretary or where there is no Company Secretary, any person authorized by the Board in this behalf, on the requisition of a Director shall, at any time, summon a meeting of the Board.

For Eldeco Housing & Industries Limited


Company Secretary

iii) Not less than seven (7) days' Notice of every meeting of the Board may be given, in writing, to every director and such notice shall be sent by hand delivery or by post or by electronic means. Subject to the provisions of Section 173(3) of the Act, meeting may be called at a shorter notice.

iv) The quorum for a Board meeting shall be as provided in the Act.

v) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

vi) The Board shall be entitled to exercise all such powers and to do all acts and things as the Company is authorized to exercise and do under the Act, the Listing Regulations, Deeds, Agreements or any other law applicable to the Company.

124. 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.

125. 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.

126. i) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, 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 fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of them to be Chairperson of the meeting.

127. 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.

iii) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

128. i) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

129. i) A committee may meet and adjourn as it thinks fit.

For Eldeco Housing & Industries Limited


Company Secretary

- 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.

130. 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.
131. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all or majority of 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.
132. The Board shall cause minutes of all proceedings of every meeting of the Board or of the Committee of the Board to be kept in accordance with the provisions of the Act.

All such minutes shall be signed by the Chairman of the Board or committee meeting as recorded, or by the person who shall preside as Chairman at the next succeeding meeting of the Board or committee, and minutes purported to be so signed shall, for all purposes whatsoever, be prima facie evidence of the actual passing of the resolutions recorded, and the transactions or occurrence of the proceedings so recorded and regularity of the meeting at which the same shall appear to have taken place.

133. A resolution may be passed by the Board by circulation in accordance with the provision of Section 175 of the Act.

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

134. Subject to the provisions of the Act,—
- iii) 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;
- iv) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
135. 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.

REGISTERS

136. The Company shall maintain registers, indices and documents including the annual returns as required by the Act or rules made thereunder. The registers, indices and documents shall be kept open for inspection by such persons as may be entitled thereto respectively, under the Act, on such days and during such business hours as may, in that behalf be determined by the Board, and extracts of such registers, indices and documents shall be supplied to the person entitled thereto in accordance with the provisions of the Act.

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Company Secretary

137. The Company may keep a Foreign Register of Members in accordance with the provisions of the Act.

THE SEAL

138. i) The Board may provide for the Seal of the Company to be affixed on such document as may be decided by Board or as required under any law. The Seal shall be kept in the safe custody of such officer of the Company as the Board may decide.
- ii) The Seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least 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

139. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
140. Subject to the provisions 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.
141. i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
142. 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.
143. i) 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.
- ii) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
144. (i) There shall be no forfeiture of unclaimed dividend. All unclaimed Dividend shall be dealt in accordance with the Act.

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- (ii) The Director may retain any dividend on which the Company has lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
145. (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) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
146. 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.
147. 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.
148. No dividend shall bear interest against the Company. The Company shall comply the applicable provisions of the Act in respect of such shares.
149. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

ACCOUNTS AND AUDIT

150. i) The Company shall cause proper books of accounts to be maintained in accordance with the provision of the Act.
- ii) 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.
- iii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.
151. The books of account shall be kept at the Registered Office of the Company or such other places as the Board thinks fit.
152. The Company shall preserve in good order the Books of Account relating to a period of not less than eight years or such other period, as may be prescribed, from time to time, under the Act, preceding the current year together with the voucher relevant to any entry in such Books of Account.
153. Every Financial Statement that is required to be laid before the Company shall be audited by one or more auditors to be appointed as hereinafter mentioned for the correctness as per the applicable provisions of the Act.

The appointment, powers, rights, remuneration and duties of the Auditors shall be regulated

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by the provisions of the Act and rules made thereunder.

WINDING UP

- 154.** Subject to the applicable provisions 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

- 155.** Subject to the provisions of the Act, every Director, Managing Director, Whole-Time Director, Manager, Chief Executive Officer, Chief Financial Officer, Company Secretary and other officers of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, chief executive officer, chief financial officer, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
- 156.** Subject to the provisions of the Act, no Director, Auditor or any other officer of the company shall be liable for such acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or act of conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property required by order of the directors for or on behalf of the company or for the insufficiency or deficiency of any security in or upon which any of the money of the Company shall be invested or for any loss occasioned by any error of judgment, omission default or oversight on his part, or for any loss damage of misfortune whatever which shall happen in execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.
- 157.** 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.

SECRECY

- 158.** Every Director, Manager, Secretary, Auditor, Trustee, Treasurer, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with its customers and the state of accounts, 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 law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents and the provisions of the Companies Act, 2013.

For Eldeco Housing & Industries Limited


Company Secretary

159. Subject to the provisions of these Articles and the Act, no member or other person (not being a Director) shall be entitled to visit or inspect the Company's works without permission of the Board or the Managing Director; or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Board or the managing director, will be inexpedient in the interest of the members of the Company to communicate to the public.

GENERAL POWER

160. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

For Eldeco Housing & Industries Limited


Company Secretary

We, the several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of this Articles of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

S. No.	Names, addresses, descriptions and occupations of subscribers	Witnesses (along with names, addresses, descriptions and occupations)	Signature of each subscriber
1.	Sri Shiv Kumar Gar S/o Late Sri K.L. Garg, 11/50, BM Khan, Agra (Business)	200 (Two hundred Equity Shares)	-Sd/-
2.	Sri Nagendra Saxena S/o Sri BL Saxena A-3, New Agra, Agra (Business)	200 (Two hundred Equity Shares)	-Sd/-
3.	Smt. Pushpa Gupta D/o Sri SK Gupta, D-520, Kamla Nagar, Agra (Business)	100 (Two hundred Equity Shares)	-Sd/-
4.	Smt Nirmal Garg D/o Sri VK Garg, 11/50, BM Khan, Agra (Business)	100 (Two hundred Equity Shares)	-Sd/-
5.	Sri Som Prakash Goyal S/o Late Sri VL Vaish, 9/80, Ghia Mandi, Taj Ganj, Agra (Business)	100 (Two hundred Equity Shares)	-Sd/-
6.	Asha Patterson S/o Sri John Patterson , A-589, India Nagar, Lucknow (Business)	100 (Two hundred Equity Shares)	-Sd/-
7.	Smt. Adarsh Saxena W/o Sri Nagendra Saxena, A-3, New Agra, Agra (Business)	100 (Two hundred Equity Shares)	-Sd/-

Total: 900 (Nine Hundred Equity Shares)

Dated this: 16th day of Dec. 1984
Witness to the above signatures

-Sd/-
(Mukesh Tandon)
S/o Late Sri S.K. tendon
M/s M.K. Tandon & Co.
Chartered Accountants
17/214, City Station Road, Agra-3

For Eldeco Housing & Industries Limited


Company Secretary