



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that SPA MOUNTAIN (OPC) PRIVATE LIMITED is incorporated on this TWELFTH day of JANUARY TWO THOUSAND TWENTY FOUR under the Companies Act, 2013 (18 of 2013) and that the company is Company limited by shares

The Corporate Identity Number of the company is **U86901KL2024OPC085579**

The Permanent Account Number (PAN) of the company is **ABMCS5190B***

The Tax Deduction and Collection Account Number (TAN) of the company is **CHNS18066G***

Given under my hand at Manesar this TWELFTH day of JANUARY TWO THOUSAND TWENTY FOUR

Document certified by DS MINISTRY OF
CORPORATE AFFAIRS 10 <roc-crc@mca.gov.in>.

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS 10
Date: 2024.01.12 22:40:18 IST

afsar Ali

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

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on mca.gov.in

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

SPA MOUNTAIN (OPC) PRIVATE LIMITED

DOOR NO PP.11/217, PADINJARATHARA, Padinhara Thara, Vythiri, Wayanad- 673575, Kerala

*as issued by Income tax Department



Form No. INC-33

e-MOA (e-Memorandum of Association)

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013]]



Form language

☒ English

☐ Hindi

Refer instruction kit for filing the form

All fields marked in * are mandatory

* Table applicable to company as notified under schedule I of the Companies Act, 2013

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

A - MEMORANDUM OF
ASSOCIATION OF A COMPANY
LIMITED BY SHARES

Table A/B/C/D/E

1 The name of the company is

SPA MOUNTAIN (OPC) PRIVATE
LIMITED

2 The registered office of the company will be situated in the State of

Kerala

3 (a) The objects to be pursued by the company on its incorporation are:

To carry on the business of operating a massage center and spa, providing wellness and relaxation services, therapeutic treatments, and related activities, including but not limited to the establishment, maintenance, and operation of massage parlours, spa centers, wellness retreats, and associated facilities. To offer a range of massage therapies, spa treatments, and holistic wellness services with a focus on promoting physical and mental well-being."

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

1. To purchase, take on lease or in exchange or otherwise acquire any movable or immovable property or any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, building, easement, machinery, plant, vehicles and equipment's.
2. To enter into agreement or collaboration with any person, or company in India or outside India, for financial participation

technical knowhow or other services for the purpose of Company.

3. To apply for, purchase, or otherwise acquire any patents, licenses, know-how, concessions permit and the like conferring any exclusive or limited rights, to use any secret or other information as to invention, which may seem capable of being used for any purpose of the Company and to use, exercise, develop on grant licences in respect thereof or otherwise turn to account the property, right or information so acquired.

4. To establish and manage shops, factories, laboratories, research institutions, marketing centres and such other conveniences necessary for conducting the business of the company.

5. To enter into any agreements or arrangements with the Government of India or with any State Government and similar authorities, that may seem conducive to the Company's objects or any of them and to obtain from any such Governments or authorities, all rights, concessions and privileges which the company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

6. To carry on business in Information Technology (IT) and IT-enabled services or products incidental to or supporting the main objects of the company,

7. To establish and maintain agencies, place of business and godowns to carry on the business of the company.

8. To modify any of the property of the company as, and to build or rent, shops, offices and other places of business and to use or lease any part of the property of the company not required for the above business.

9. To sell, lease, mortgage or otherwise dispose of or transfer the business, 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 having objects altogether or in part similar to those of this company

10. Subject to the provisions of the Companies Act, 2013 to borrow, raise or secure the payment of money or to receive as deposits, or in such manner as the company shall think fit and in particular by the issue of debentures, charged upon all or any of the Company's properties, both present and future including its uncalled capital and to purchase, redeem and pay off such securities, However, the acceptance of deposits shall be subject to the provisions of Section 73 of the Companies Act, 2013 and the Rules framed there under and also subject to such restrictions as may be imposed by the Government, Reserve Bank of India or any other statutory authorities.

11. To enter into partnership or into any arrangements for sharing of profits, union of interests, Joint venture, reciprocal concessions or otherwise with any person or company carrying on or engaged in or about to carry on any business or transaction which this company is authorised to carry on so as to directly or indirectly benefit of the company.

12. To apply for and utilise financial assistance from Government, State or Central, Financial institutions Bankers, Companies, firms or individuals for the purpose of carrying on and developing all or any of the business or businesses of the company.

13. To promote any other company, corporation, partnership or syndicate for the purpose of acquiring all or any of the property, assets and liabilities of the Company or of advancing, directly or indirectly, the objects thereof or for any other purpose

which this company may think expedient.

14. To make or otherwise acquire and hold shares, stock, debentures or other securities in any other company having objects similar to those of this company.

15. To adopt such means of making known the business or the products of the company as may deem expedient.

16. To pay all costs, charges and expenses incidental to the promotion, formation, registration and establishment of the company and issue of its capital.

17. To invest and deal with the monies of the company not immediately required upon such securities and in such manner as may from time to time be determined.

4 The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.

The liability of the member(s) is limited

The liability of the member(s) is Unlimited

5 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among

themselves), such amount as may be required, not exceeding * rupees.

(iii) The share capital of the company is rupees, divided into

100000	Equity Share	Shares of	10	Rupees each	
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☐ 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:

☒ I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:

☐ We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association:

Subscriber Details					
S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	JASID CHERALAKKAD HOUSE NEERAD Ernad Kerala 673638 Muthuvallur Malappuram India	AKNPJ6767C	10000 Equity,0 Preferenc	Jasid Digitally signed by Jasid Date: 2024.01.09 19:31:37 +05'30'	09/01/2024
Total shares taken			10000 Equity,0 Preference		

Signed before me					
Membership type of the witness (ACA/FCA/ACS/FCS/ ACMA/FCMA)	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
FCA	SHANIL USMAN MOHAMED	34/425, 2ND FLOOR, TWIN TOWER, IGBT BYPASS, MANJERI, KERALA, INDIA, CHARTERED ACCOUNTANT	236135	Shanil Usman Mohamed Digitally signed by Shanil Usman Mohamed Date: 2024.01.09 19:32:00 +05'30'	09/01/2024

7 Shri / Smt

ABHIJITH
KANDATHIPURACKAL
UDAYANAN

Son

Of

UDAYANAN
KUMARAN
KANDATHIPURACKAL

resident of

KANDATHIPURACKAL
AL KODIKULAM
Thodupuzha
Kerala 685582
Kodikulam Idukki
India

aged

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years shall be the nominee in the event of death of the sole member.

Form No. INC-34**e-AOA (e-Articles of Association)**

[Pursuant to Section 5 of the Companies Act, 2013
and rules made thereunder read with Schedule I]



Form language

☒ English☐ Hindi

Refer instruction kit for filing the form.

All fields marked in * are mandatory

Table applicable to company as notified under schedule I of the Companies Act, 2013
(F, G, H)

F

Table F / G / H (basis on the selection of above-mentioned field) as notified under schedule I of
the companies Act, 2013 is applicable to

(F – a company limited by shares

G – a company limited by guarantee and having a share capital

H – a company limited by guarantee and not having share capital)

F - A COMPANY LIMITED BY
SHARES

The name of the company is

SPA MOUNTAIN (OPC) PRIVATE
LIMITED

Check if not applicable	Check if altered	Article No.	Description
			Interpretation
☐	☒	I	In the interpretation of these Articles unless there be something in the subject or context inconsistent therewith (a) THE ACT means The Companies Act 2013 and its statutory modification from time to time whichever is applicable. (b) THE COMPANY means SPA MOUNTAIN (OPC) PRIVATE LIMITED. (c) THE BOARD means the Board of Directors for the time being of the Company. (d) THE CHAIRPERSON means the Chairperson of the Board of Directors for the time being of the Company. (e) THE SEAL means the Common Seal of the Company. (f) TABLE F means Table F of the First Schedule to the Companies Act 2013. (g) SHARE means share capital of the Company and includes equity shares preference shares and stock. (h) SHARE HOLDER means the duly registered holder of shares i.e. the Sole Member of the Company. (2) Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. (B) (a) The Company is a One Person Company within the meaning of section 2 (62) of the Companies Act 2013 which has only one person as a member. (b) The Company is a Private Limited Company within the meaning of Section 2 (68) of the Companies Act 2013 and accordingly- (i) restricts the right to transfer its shares (ii) prohibits any invitation to the public to subscribe for any securities of the company

			Share Capital and Variation of rights
☐	☒	II 1	The Authorized Share Capital of the Company is as expressed in the Memorandum of Association with power to alter the Capital subject to the provisions of the Act or any statutory modification thereof which are applicable to the Company.
☒	☐	2	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 one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
☒	☐	3	If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles(2) and(3) shall mutatis mutandis apply to debentures of the company.
☒	☐	4	Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
☒	☐	5	The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. 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.
☒	☐		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

		6	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. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
☒	☐	7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
☒	☐	8	Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
			Lien
☐	☒	9	The company shall have a first and paramount lien -(a) on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and (b) on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
☒	☐	10	The company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
☒	☐	11	To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
☒	☐	12	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.
			<i>Calls on shares</i>
☒	☐	13	The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. 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. A call may be revoked or postponed at the discretion of the Board.
☒	☐	14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
☒	☐	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
☒	☐	16	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
☒	☐	17	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
☒	☐	18	The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and b. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.
			<i>Transfer of shares</i>
☒	☐		The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the

		19	name of the transferee is entered in the register of members in respect thereof.
☒	☐	20	The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.
☒	☐	21	The Board may decline to recognise any instrument of transfer unlessa. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56b. 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 andc. the instrument of transfer is in respect of only one class of shares.
☒	☐	22	On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determineProvided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
			Transmission of shares
☒	☐	23	On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
☒	☐	24	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 to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
☒	☐	25	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. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or

			transfer were a transfer signed by that member.
☒	☐	26	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.
☒	☐		
☒	☐	27	In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.
☒	☐		
			Forfeiture of shares
☒	☐	28	If a member fails to pay any call or 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.
☒	☐		
☒	☐	29	The notice aforesaid shall 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 state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.
☒	☐		
☒	☐	30	If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.
☒	☐		
☒	☐	31	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
☒	☐		
☒	☐		A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding

		32	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. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
☒	☐	33	A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of The transferee shall thereupon be registered as the holder of the share and The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
☒	☐		
		34	The provisions of these regulations as to forfeiture shall apply in the case of 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
☒	☐	35	The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
☒	☐	36	Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
☒	☐	37	Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. 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. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.
☒	☐	38	The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.
			Capitalisation of profits
☒	☐	39	The company in general meeting may upon the recommendation of the Board resolve 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 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. 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 paying up any amounts for the time being unpaid on any shares held by such members respectively 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 partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
☒	☐	40	Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members
			Buy-back of shares
☒	☐		Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable

		41	provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.
			General meetings
☒	☐	42	All general meetings other than annual general meeting shall be called extraordinary general meeting.
☒	☐	43	The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.
			Proceedings at general meetings
☒	☐	44	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. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
☒	☐	45	The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
☒	☐	46	If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.
☒	☐	47	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.
☒	☐	48	In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
			Adjournment of meeting
☒	☐	49	The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. Save as aforesaid and as provided

			in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
☒	☐	50	Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
☒	☐	51	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
☒	☐	52	In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.
☒	☐	53	A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.
☒	☐	54	Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
☒	☐	55	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
☒	☐	56	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
			Proxy
☒	☐	57	The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
☐	☒	58	There shall be at least one Director for the Company. The maximum number of directors should not exceed fifteen. The maximum limit of fifteen (15) may be increased after passing a resolution as

			perArticle 44.
☐	☒	59	The first Director of the Company shall be Mr.JASID
			Board of Directors
☐	☒	60	The first Director shall be permanent Director of the Company.
☐	☒	61	Subject to the provisions of the Act the Director(s) may be paid remuneration for holding any office or place of profit in the Company.
☐	☒	62	Subject to the provisions of Section 149 of the Act the Board shall have power at any time and from time to time to appoint an additional director or an alternate director according to the provisions of the Act provided the total number of directors on the Board after such appointment shall not at any time exceed the maximum permissible strength fixed for the Board.
☐	☒	63	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
☐	☒	64	(i) Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
☐	☒	65	a) At least one meeting of the Board of Directors has to be conducted in each half of a calendar year. The gap between the two meetings should not be less than ninety (90) days. b) Where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under Section 118 of the Act i) such minutes book shall be signed and dated by the director ii) the resolution shall become effective from the date of signing such minutes by the director.
☐	☒	66	Subject to the provisions of the Act in this regard where the Company has more than one Director the quorum for a meeting of the Board of Directors of the Company shall be one-third of its total strength or two directors whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.
			Proceedings of the Board
☐	☒	67	Where the Company has more than one Director the Board may elect a Chairperson of its meetings and determine the period

			forwhich the Chairperson is to hold office.
☐	☒	68	If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one among them to be Chairperson of the meeting.
☐	☒	69	The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit.
☐	☒	70	Subject to the provisions of the Act questions arising at any meeting of the Board shall be decided by a majority of votes where the Company has more than one Director.
☐	☒	71	In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
☐	☒	72	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.
☐	☒	73	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.
☒	☐	74	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
☒	☐	75	Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.
☒	☐	76	In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
☒	☐	77	Subject to the provisions of the Act 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 A

			director may be appointed as chief executive officer manager company secretary or chief financial officer
☒	☐	78	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.
			The Seal
☒	☐	79	The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			Dividends and Reserve
☒	☐	80	The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
☒	☐	81	Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
☒	☐	82	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. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
☒	☐	83	Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend

			accordingly.
☒	☐	84	The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
☒	☐	85	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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
☒	☐	86	Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.
☒	☐	87	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
☒	☐	88	No dividend shall bear interest against the company.
			Accounts
☒	☐	89	The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
			Winding up
☒	☐	90	Subject to the provisions of Chapter XX of the Act and rules made thereunder 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. 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. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

			Indemnity
☒	☐	91	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
			Others
☒	☐	92	

Subscriber Details

S. No.	Subscriber Details				
	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	. JASID	AKNPJ6767C	Manjeri	Jasid Digitally signed by Jasid Date: 2024.01.09 19:29:24 +05'30'	09/01/2024

Signed before me						
Name Prefix (ACA/FCA/ACS/ FCS/ACMA/ FCMA)	*Name of the witness	*Address, Description and Occupation	*DIN / PAN / Passport number / Membership		DSC	Dated
FCA	SHANIL USMAN MOHAMED	34/425, 2ND FLOOR, TWIN TOWER, IGBT BYPASS, MANJERI, KERALA, INDIA, CHARTERED ACCOUNTANT	236135	Manjeri	Shanil Usman Digitally signed by Shanil Usman Mohamed Date: 2024.01.09 19:29:24 +05'30' DN2##236135	09/01/2024