

GOLDEN GREENS GOLF AND RESORTS LIMITED

Registered office:-Tranquility Avenue, Village Sakatpur, Gurgaon, Haryana- 122002

CIN No: U55101HR1988PLC030288

Tel No. 0124-4069866

Email ID: vkumar@gggrl.com

Website: www.gggrl.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To,

The Shareholder(s):

NOTICE IS HEREBY GIVEN, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (THE "COMPANIES ACT") READ WITH THE APPLICABLE RULES OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF RESOLUTIONS BY POSTAL BALLOT (THE "POSTAL BALLOT RULES"), TO THE EQUITY SHAREHOLDERS (THE "SHAREHOLDERS") OF GOLDEN GREENS GOLF AND RESORTS LIMITED (THE "COMPANY") BY WAY OF POSTAL BALLOT.

The proposed resolutions along with the explanatory statement setting out the material facts and reasons thereto are appended below and a postal ballot form is enclosed for your consideration.

The Board has appointed Shri Sudeep D Vartak, Company Secretary in Practice, Mumbai as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

The Board has appointed Shri Ravindra Grover, Whole-time Director and Smt. Shefali Mittal, Company Secretary, of the Company as the persons responsible for the entire Postal Ballot process.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

SPECIAL BUSINESS

1. To approve the Alteration of Articles of Association:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 5, 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association (as circulated along with notice of this meeting) be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Ravindra Grover and Ms. Seema Omble, Directors of the Company and Ms. Shefali Mittal, Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT Mr. Ravindra Grover and Ms. Seema Omble Directors of the Company and Ms. Shefali Mittal, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, New Delhi/ Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

SPECIAL BUSINESS

2. To Convert unsecured loan into Compulsorily Convertible Debentures (CCDs)

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of sections 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders be and is hereby accorded for the conversion of existing unsecured Loan of Rs. 86,85,00,000/- (Rupees Eighty Six Crore Eighty Five Lakhs only) of the below mentioned lenders (herein after referred to as Lenders) into 86,850 (Eighty Six Thousand Eight Hundred and Fifty) **0.10%** Compulsorily Convertible Debentures of Rs.10,000/- (Rupees Ten Thousand only) each (hereinafter referred to as the

“CCDs”) and on such other terms and conditions inter alia as enumerated in Item No. 2 of the Explanatory Statement as enclosed herewith forming part of the Notice.

Sr. No.	Name of the Lenders	Maximum No. of CCD(s)	Face Value of each CCD (Rs.)	Total consideration (Rs.)
1.	Kredence Multi Trading Limited	86,850	10,000	86,85,00,000

RESOLVED FURTHER THAT the subscription money in respect of CCDs has already been paid by the Lender’s. The payment of consideration for the allotment of CCDs shall be by appropriation of the outstanding loan due to the Lenders.

RESOLVED FURTHER THAT each CCD having face value of Rs.10,000/- (Rupees Ten Thousand only) be converted into Preference shares at fair value which is to be determined by the Company as per applicable laws at the time of conversion.

RESOLVED FURTHER THAT in accordance with the provisions of the Companies Act, 2013, the Company shall complete the allotment of the CCDs on or before the expiry of 12 months from the date of passing of the resolution by the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or their bye-laws, rules, regulations or guidelines, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution and such other approvals as may be agreed by the Board.

3. Issue of Compulsorily Convertible Debentures on Preferential basis cum Private Placement:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of sections 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to create, offer and issue and allot by way of preferential issue on private placement basis, maximum of 10,000 (Ten Thousand) 0.10% Compulsorily Convertible Debentures (hereinafter referred to as the “CCDs”) having a face value of Rs. 10,000/- (Rupees Ten Thousand only) with the aggregate maximum amounts on such CCDs of Rs. 10,00,00,000/- (Rupees Ten Crores only) for a term of 10 years, to the identified investor, whose name is mentioned below and on such other terms and conditions inter alia as enumerated in Item No. 3 of the Explanatory Statement as enclosed herewith forming part of the Notice:

Sr. No.	Name of the Investor	Maximum No. of CCD(s)	Face Value of each CCD (Rs.)	Total consideration (Rs.)
1.	Kredence Multi Trading Limited	10,000	10,000	10,00,00,000

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s) / term sheet, determining the form and manner of the issue, number of Debentures to be allotted, issue price, face value, premium amount on issue, if any, tenor, interest/coupon rate issue schedule/period, execution of various transaction documents, making application to regulatory authorities to obtain their approval for issuance of the CCDs to Kredence Multi Trading Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign the term sheet, filing of return of allotment, record the Investor as the offeree for the CCDs being offered by the Company in Form PAS 5 and signing necessary declarations, agreements, deeds and documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the said CCDs as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign on behalf of the Company all necessary letter of offers, forms, agreements and other documents as may be required in this regard and do all such activities to finalize and execute the aforementioned funding proposal, obtaining approvals, statutory, contractual or otherwise, in relation to the

above and to settle all matters arising out of and incidental thereto, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Debentures.""

**For & on Behalf of the Board of Directors
GOLDEN GREENS GOLF AND RESORTS LIMITED**

Sd/-

**Shefali Mittal
Company Secretary
Membership No.: 28641**

Place: Gurgaon

Date: 26.02.2024

Registered Office:
**Tranquility Avenue,
Village Sakatpur
Gurgaon, Haryana- 122002.**

Note:

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- In accordance with Section 110 of the Companies Act read with the Postal Ballot Rules, the item of business set out in the abovementioned notice is sought to be passed through postal ballot.
- The Board has pursuant to its meeting held on 26th February, 2024 appointed Shri Sudeep D Vartak, Company Secretary in Practice, Mumbai as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.
- The dispatch of the postal ballot notice and the Explanatory Statement shall be announced through advertisement in at least one English newspaper and at least one Hindi newspaper, each with wide circulation in Gurgaon, where the registered office of the Company is situated, and published on the website of the Company.
- The Shareholders are requested to exercise their voting right by using the attached postal ballot form.
- A member desiring to exercise vote by physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form, and cast their votes and return the duly completed form in the enclosed self-addressed business reply envelope. However, envelope containing Postal Ballot Form, if sent by courier / any other mode at the expenses of the Member will also be accepted, so as to reach Shri Sudeep D. Vartak, Scrutinizer of Golden Greens Golf and Resorts Limited, C/o. Uttam House, 69, P D'Mello Road, Carnac Bunder, Mumbai- 400009 on or before 6:00 p.m., on Thursday, 28th March, 2024. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received.
- Only a Member entitled to vote is entitled to exercise his/her vote through Postal Ballot. Any person other than the member of the company receives this notice should treat it as intimation only.
- The resolutions, if approved by the requisite majority shall be deemed to have been passed on March 28, 2024, i.e., the last date specified for receipt of duly completed Postal Ballot Forms.
- The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final.
- Upon completion of the scrutiny of postal ballots, the Scrutinizer will submit his report to the Whole-time Director of the Company or the Company Secretary or any person authorized by the Board.
- The result of voting by postal ballot will be announced on Friday, March 29, 2024 at the registered office of the Company and will be posted on the website of the Company www.gggrl.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 23 February 2024 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Extra-Ordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the registered Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your Directors commend passing of this resolution by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

Item No. 2

Your Company has outstanding dues of Rs. 86,85,00,000/- (Rupees Eighty Six Crore Eighty Five Lakhs only) from M/s Kredence Multi Trading Limited (Lender) as an unsecured loan. In this regard, the Company has requested the Lender to convert the Unsecured Loan into Compulsorily Convertible Debentures ("CCDs") on such terms and conditions as may be mutually agreed between the Company and the Lender and the same was accepted by the respective Lender Company. Accordingly, the Board of Directors of the Company at its meeting held on 23 February 2024 has given

consent, subject to approval of Members by way of Special Resolution, to convert Unsecured Loan of 86,85,00,000/- (Rupees Eighty Six Crore Eighty Five Lakhs only) into 86,850 (Eighty Six Thousand Eight Hundred and Fifty) **0.10%** Compulsorily Convertible Debentures of Rs.10,000/- (Rupees Ten Thousand only) each (hereinafter referred to as the “CCDs”).

The following disclosures as required under section 42 read with Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable laws are as follows:

- i) **Object of the Issue-** The Company has decided to restructure its existing debt, has requested the Lender for conversion of their existing loan into Compulsorily Convertible Debentures (CCDs) with face value of Rs.10,000/- (Rupees Ten Thousand only) each (hereinafter referred to as the “CCDs”) for a period of 10 years.
- ii) **Name of the Lenders, number of CCDs to be issued, amount to be raised** - The Board of Directors of the Company have proposed to make an offer of the Compulsorily Convertible Debentures (CCDs) on the terms and conditions specified to the following Lender. Further, since the transaction is that of conversion of loan, therefore, there is no fresh amount raised by way of such issue of CCDs.

Name of the Lenders	Amount of Loan (Rs.)	Number of CCDs	Face Value	Tenure
Kredence Multi Trading Limited	86,85,00,000	86,850	10,000	10

- i) **Relevant date with reference to which the price has been arrived at:** Not applicable
- ii) **Pricing and valuation of the preferential issue** - The CCDs are being issued at par.
- iii) **Terms for Issue of CCDs of the Company as executed by the Company:**
 - The CCDs will be convertible into preference Shares after expiry of the 10th year from date of allotment.
- iv) Since this is the conversion of loan into Debentures there is no offer period and no application.

- v) No allotment of any kind of securities on preferential basis has been made by the Company during the financial year 2023-24 till date and further presently there are no securities as issued are pending.
- vi) The proposed allotment of CCDs of Rs. 86,85,00,000/- (Rupees Eighty Six Crore Eighty Five Lakhs only) is not to be made for consideration other than cash.
- vii) The Shareholding Pattern of the Company (Pre and Post Preferential Allotment of the Securities):

Sl No.	Category	Pre-Issue		Post-Issue#	
		No of shares	Percentage	No of shares	Percentage
A.	Promoter's Holding				
1.	Indian	467969	4.59	467969	4.59
	Individuals/HUF				
	Bodies Corporate	4123788	40.41	4123788	40.41
	Sub-Total (A1)				
2.	Foreign Promoters				
	Sub-Total (A2)	0	0	0	0
	Sub-Total (A)= (A1)+ (A2)	4591757	45	4591757	45
B.	Non-Promoter's Holding				
1.	Institutional Investors				
2.	Non-Institutional Investors				
	Bodies Corporate	5204080	51	5204080	51
	Directors and Relatives				
	Indian Public	408243	4	408243	4
	Others (including NRIs)				
	Sub-Total (B)	5612323	55	5612323	55
	Grand Total	10204080	100	10204080	100

Since the conversion of CCD is at the option of the Debenture Holders at a future price, which will be determined as per applicable laws including the Companies Act,

2013, therefore it is not possible to determine and disclose the post issue shareholding pattern.

- viii) **The identity of the natural persons who are the ultimately beneficial owners of the shares proposed to be allotted and/or who ultimately control the Lenders, the percentage of post preferential issue capital that may be held by them:** Not applicable
- ix) **Change in control, if any, in the Company consequent to the preferential issue:** There shall be no change in the management or control of the Company pursuant to the issue and allotment of the CCDs of the Company. However, pursuant to conversion of the CCDs into preference shares of the Company, the shareholding pattern would undergo change accordingly.
- x) **Proposal of the Promoters, Directors, Key Managerial Personnel of the Company to Subscribe to the Offer-** Since the present transaction is of conversion of loan into CCDs, there is no subscription to the offer.
- xi) **Lock-in-** The CCDs to be issued and allotted, shall not be subject to any lock-in period.
- xii) **Undertaking to re-compute the price-** Not applicable
- xiii) **Undertaking to put under Lock-in till the recomputed price is paid-** Not applicable
- xiv) **Proposed time within which allotment will be completed-** The allotment of aforesaid CCDs of Rs. 86,85,00,000/- (Rupees Eighty Six Crore Eighty Five Lakhs only) on a preferential/private placement basis made pursuant to the above proposed Special Resolution shall be completed within the time period as per the applicable provisions of the Companies Act, 2013.
- xv) The said CCDs of Rs. 86,85,00,000/- (Rupees Eighty Six Crore Eighty Five Lakhs only) are offered on a private placement basis with an option of conversion into preference shares. The price of the resultant shares will be determined at the time of conversion as per the applicable laws.

The Directors consider that the Resolution is in the interest of the Company and its shareholders.

Your Directors recommend the Resolution for your approval as a Special Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Item No: 3

The Company has decided to avail funding by way of issue of Compulsory Convertible Debentures (hereinafter referred to as the “CCDs”). Accordingly, It is proposed to issue and allot 10,000 (Ten Thousand) **0.10%** Compulsorily Convertible Debentures having a face value of Rs. 10.000/- (Rupees Ten Thousand only), with the aggregate maximum amounts on such CCDs of Rs. 10,00,00,000/- (Rupees Ten Crores only) on private placement cum preferential basis for a term of 10 years. The CCDs shall presently be issued at par and it shall be convertible into such number of preference shares of the Company as may be determined by the Company as per applicable laws including the Companies Act, 2013, at the time of conversion.

The Board of Directors, at their meeting held on 23rd February 2024 have (subject to the approval of the Members and regulatory approvals) approved the proposal to issue the CCDs.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, the Company furnishes the following information in accordance with Section 62 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014.

Particulars of offer	10,000 (Ten Thousand) 0.10% Compulsorily Convertible Debentures having a face value of Rs. 10,000/- (Rupees Ten Thousand only), with the aggregate maximum amounts on such CCDs of Rs. 10,00,00,000/- (Rupees Ten Crores only)
Date of passing Board Resolution	23 rd February 2024
Purposes and object of the offer	To meet the Company’s requirement of working capital as well as other general corporate purposes including but not limited to expanding the business.
Kinds of securities offered	10,000 (Ten Thousand) 0.10% Compulsorily Convertible Debentures having a face value of Rs. 10.000/- (Rupees Ten Thousand only), with the aggregate maximum amounts on such CCDs of Rs. 10,00,00,000/- (Rupees Ten Crores only).

Price at which the security is being offered including the premium, if any, along with justification of the price	The CCDs are being issued at par.
Amount which the Company intends to raise by way of such securities	Rs. 10,00,00,000/- (Rupees Ten Crores only)
Principle terms of assets charged as securities	Not Applicable
Coupon Rate	The CCDs shall carry a coupon of 0.10% simple interest per annum calculated on the basis of a 365 (three hundred sixty-five) day year and the actual number of days elapsed.

The following disclosures as required under section 42 read with Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

- a. **Object of the Issue-** To meet the Company's requirement of working capital as well as other general corporate purposes including but not limited to expanding the business..
- b. **Maximum number of securities to be issued, kinds of Securities and price at which Securities are being offered and the funds intended to be raised by the proposed issue** - The Board intends to offer, issue and allot upto 10,000 (Ten Thousand) 0.10% Compulsorily Convertible Debentures having a face value of Rs. 10,000/- (Rupees Ten Thousand only), with the aggregate maximum amounts on such CCDs of Rs. 10,00,00,000/- (Rupees Ten Crores only).
- c. **Relevant date with reference to which the price has been arrived at:** Not applicable
- d. **Time frame within which the preferential issue shall be completed** - As per the provisions of the Companies Act, 2013, the Company shall complete the allotment of the CCDs in one or more tranches within 12 months from the date of passing of the resolution to offer and issue such CCDs.
- e. **The names of the Investors and the percentage of post preferential offer capital that may be held by them:**

Sr. No.	Name of the Investor	Maximum No. of CCD(s)	Face Value of each CCD (Rs.)	Total consideration (Rs.)
1.	Kredence Multi Trading Limited	10,000	10,000	10,00,00,000

f. Change in control, if any, in the Company consequent to the preferential issue

There will be no change in control of the Company pursuant to the issuance of the CCDs to the Investor(s) and as a consequence of issuance of preference shares by the Company to the Investor(s) upon conversion of CCDs.

g. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so

Not Applicable.

h. Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the CCDs shall continue to be locked- in till the time such amount is paid by the Investors

Not Applicable.

i. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the current year 2023-24.

j. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not Applicable.

k. Name and address of valuer who performed valuation

Not Applicable.

l. Any contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

None of the Directors or promoters of the Company intend to subscribe to the preferential offer.

m. Principle terms of assets charged as securities

Not Applicable.

n. The Shareholding Pattern of the Company (Pre and Post Preferential Allotment of the Securities):

Sl No.	Category	Pre-Issue		Post-Issue#	
		No of shares	Percentage	No of shares	Percentage
A.	Promoter's Holding				
1.	Indian	467969	4.59	467969	4.59
	Individuals/HUF				
	Bodies Corporate	4123788	40.41	4123788	40.41
	Sub-Total (A1)				
2.	Foreign Promoters				
	Sub-Total (A2)	0	0	0	0
	Sub-Total (A)= (A1)+ (A2)	4591757	45	4591757	45
B.	Non-Promoter's Holding				
1.	Institutional Investors				
2.	Non-Institutional Investors				
	Bodies Corporate	5204080	51	5204080	51
	Directors and Relatives				
	Indian Public	408243	4	408243	4
	Others (including NRIs)				
	Sub-Total (B)	5612323	55	5612323	55
	Grand Total	10204080	100	10204080	100

The Directors consider that the Resolution is in the interest of the Company and its shareholders.

Your Directors recommend the Resolution for your approval as a Special Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

GOLDEN GREENS GOLF AND RESORTS LIMITED

Registered office:-Tranquility Avenue, Village Sakatpur, Gurgaon, Haryana- 122002

CIN No: U55101HR1988PLC030288

Tel No. 0124-4069866

Email ID: vkumar@gggri.com

Website: www.gggri.com

POSTAL BALLOT FORM

1. Name(s) & Registered Address
of the sole / first named Member :
 2. Name(s) of the Joint-Holder(s), if any :
 3. Registered Folio Number / DP ID No / Client ID No.* :
- *(Applicable to investors holding Shares in dematerialized form)
4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 27th February, 2024 by sending my/our assent or dissent to the said resolution by placing a tick mark (✓) in the appropriate box below (Tick in both boxes will render the ballot invalid):

Sl No.	Description	No. of Shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Alteration of articles of association as per Companies Act, 2013.			
2.	Convert unsecured loan into Compulsorily Convertible Debentures (CCDs)			
3.	Issue of Compulsorily Convertible Debentures on Preferential basis cum Private Placement			

Place:

(Signature of the shareholder)

Date:

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/beneficial owners as on Monday, 26th February, 2024
2. Voting by Postal Ballot, in physical form can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person by Board Resolution. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from Wednesday, 28th February, 2024 at 10.00 a.m., and ends on Thursday, 28th March, 2024 at 6.00 p.m.
4. The result of the voting on the Resolutions will be declared at the registered office of the Company on Friday, 29th March, 2024 and will be posted on the website of the Company at www.gggrl.com.
5. A member need not use all his/her votes or cast his/her votes in the same way.
6. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
7. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: vkumar@gggrl.com

Procedure to vote by postal ballot

8. A Shareholder exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed business envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
9. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
10. The Postal Ballot Form should be signed by the Shareholder. In case, shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on Thursday, 28th March, 2024. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
12. In case of shares held by Companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the Postal Ballot Form.
13. The consent must be accorded by recording the assent in the column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate column. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
14. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. 2 above) along with the Postal Ballot Form in the enclosed self-addressed business envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
15. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
16. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
17. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
18. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES &
INCORPORATED UNDER COMPANIES ACT, 1956

ARTICLES OF ASSOCIATION*

OF

GOLDEN GREENS GOLF AND RESORTS LIMITED

- * The following regulations comprised in this Article of Associations were adopted pursuant to the Members resolution passed at the Annual General Meeting of the Company held on 30th September, 2021 in substitution for, and to the entire exclusion of, the earlier regulations comprising the extant Articles of Association of the Company

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company except in so far as otherwise expressly incorporated herein below.

INTERPRETATION

2. In these Regulations:-
 - (a) "Company" means **GOLDEN GREENS GOLF AND RESORTS LIMITED**
 - (b) "Office" means the Registered Office of the Company.
 - (c) "Act" means the Companies Act, 1956, and Companies Act, 2013 and any statutory modification thereof.
 - (d) "Seal" means the Common Seal of the Company.
 - (e) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
 - (f) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

PUBLIC LIMITED COMPANY

3. The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013

SHARE CAPITAL

4. The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special

rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.

5. The minimum paid up Capital of the Company shall be Rs. 5,00,000/- (Rupees Five Lac Only).
6. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same, to such person at such time and on such term & conditions as they may in their absolute discretion think fit & proper.
7. Shares may be registered in the name of any minor through a guardian only as fully paid shares.
8. The Directors may allot and issue shares in the Capital of the Company as partly or fully paid up in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business.
9. Subject to the provisions of section 68, 69, and 70 of the Companies Act, 2013 and any statutory amendments or reenactments thereof and compliance of the provisions thereof by the Company, the Company is authorized to purchase its own shares or other specified securities.
10. The Company in general meeting may decide to issue fully paid up bonus share to the members if so recommended by the Board of Directors.
11. The Share Certificate to the Share registered in the name of two or more person shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holders.
12. 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.
13. Each fully paid up share shall carry one vote.
14. Subject to the provisions of Section 55 of the Companies Act, 2013, the Company may issue preference shares, which shall be redeemed on such terms and in such manner as the company before the issue of shares may, by special resolution, determine.

INCREASE AND REDUCTION OF CAPITAL

15. The Company in General Meeting may, from time to time, by ordinary resolution increase the share capital of the Company by the creation of new shares by such sum, to be divided into shares of such amount as may be deemed expedient.

16. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company when issued, the new shares may be issued upon such terms and conditions and with such preferential, qualified or such rights and privileges or conditions there to as general meeting resolving upon the creation thereof shall direct. If no direction be given, the Board shall determine in particular the manner in which such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.
17. Before the issue of any new shares, the Company in General Meeting may make provisions as to the allotment and issue of the new shares and in particular may determine to whom the shares be offered in the first instance and whether at par or premium. In case no such provision is made by the Company in General Meeting, the new shares may be dealt with according to the provisions of these Articles.
18. Whenever the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered either to its existing shareholders or employees under ESOP scheme or to any other person subject to the provisions of Section 62 of the Companies Act, 2013. Such existing Shareholders shall have right to renounce the shares offered to him in favor of any other person;
19. Subject to the provisions of sections 66 of the Companies Act 2013, the Company may, from time to time in any manner, by special resolution and subject to any consent required under sections 66 of the Companies Act 2013 reduce:
 - (a) its share capital,
 - (b) any capital redemption reserve account; or
 - (c) any share premium account
20. Subject to provisions of sections 66 of the Companies Act 2013, the Board may accept from any member, to surrender, on such terms and conditions as shall be agreed, of all or any of his shares

ALTERATION OF SHARE CAPITAL

21. The Company, by ordinary resolution may, from time to time:
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - (b) Sub-divide its share or any of them into shares of smaller amount than is fixed by the Memorandum of Association so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
 - (c) 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 and diminish the amount of its share capital by the amount of share so cancelled. Where any share capital is sub-divided, the Company in General Meeting, subject to the provisions of Section 43, 47 of the Companies Act, 2013 and 106 of the Companies Act 1956, may determine that as between the holders of the shares resulting from sub-division, one or more of such

shares shall have same preferential or special rights as regards dividend, payment of capital, voting or otherwise.

LIEN

22. Subject to the provisions of Companies Act, 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

CALLS ON SHARES AND TRANSFER OF SHARES

23. The Directors are empowered to make call on members of any amount payable at a time fixed by them. However, the Company may accept from any member, the whole or a part of the amount remaining unpaid on any shares held by him, even if no part of that amount has been called up.
24. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and if the shares or any of them, are not so accepted within one month from the date of notice to the Board the members proposing transfers shall, at any time within Two months afterwards, be at liberty, subject to Articles 26 and 27 hereof, to sell and transfer the shares to any persons at the same or at higher price. In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company's Auditor whose decision shall be final.
25. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heirs. The Directors may decline to sanction the transfer subject to Section 58 of the Companies Act, 2013.
26. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 of the Companies Act, 2013.
27. Subject to Section 58 of the Companies Act, 2013 the Directors may in their discretion, , refuse to register the transfer of any shares to any person, whom it shall, in their opinion, be undesirable in the interest of the Company to admit to membership.
28. At the death of any members his or her shares be recognized as the property of his or her heirs upon production of reasonable evidence as may be required by the Board of Directors.

29. Subject to Sec 56 of the Companies Act 2013, every instrument of transfer, duly stamped must be accompanied by the certificate of share proposed to be transferred and such other evidence as the director may require.
30. The Certificate of title of share shall be provided attaching of the seal of the Company.

ISSUE OF DEBENTURES

31. Subject to the applicable provisions of the Act and other applicable Law, any debentures, debenture-stock or other Securities may be issued at a discount, premium or otherwise and may be issued on that condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting) the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution. The Company shall have power to issue non-convertible debentures subject to the provisions of the Act.

GENERAL MEETINGS

32. All General Meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.
33.
 - (a) The Board may whenever it thinks fit, call an Extra-ordinary General Meetings
 - (b) 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.
 - (c) An Extra Ordinary General Meeting may be held at any place, on any day including Sunday or other holidays (excluding National Holidays) and during business hours of the Company. Extra Ordinary General meeting may be convened at short notice with the minimum consent of the shareholders as per the act.
 - (d) The Board shall, on a requisition made by, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting call an Extraordinary General Meeting.
34. At least twenty-one days, clear notice of General Meetings of the Company, specifying the date, day, hour and place of meeting and the objects shall be given. In every such notice calling meeting of the Company there will appear a statement that member is entitled to appoint proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than twenty-one days if consent is accorded in case of any general meeting of all the members entitled to vote thereat and in case of any other meeting by members holding not less than 95 (Ninety Five) percent of the paid up share capital and is given a right to vote in a meeting.

35. No business shall be transacted at any general meeting, unless quorum of members in present. At least two members present in person shall be the quorum for general meeting subject to the provisions of Section 103 of the Companies Act, 2013.
36. The Chairman, if any, of the Board, shall preside as Chairman of all Board and general meetings, of the Company. If at any time the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present shall elect one of the Directors present to be Chairman of such meeting. If no director is present or unwilling to act as Chairman, the members may appoint one of their members as Chairman.
37. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

MINUTES

38. Directors shall respectively cause minutes of all proceedings of General Meetings and of all proceedings at meetings of Board of Directors or of committee of the Board or by postal ballot to be duly entered in books to be maintained for that purpose in accordance with Section 118 of the Companies Act, 2013.

The minutes of each meeting shall contain:

- (a) The fair and correct summary of the proceedings thereat.
- (b) The name of the Directors present at the meeting in case of meeting of Board or committee of Board of Directors.
- (c) The name of the Directors, if any, dissenting from or not consenting to the resolution, in the case of each resolution passed at the meeting of Board or committee of Board of Directors.
- (d) All appointments made at any meeting. Any such minutes, purposing to be signed in accordance with the provisions of Section 118 of the Act, shall be evidence of the proceedings.

DIRECTORS

39. The number of Directors shall not be less than three and not more than fifteen.
40. The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
41. The Directors shall have the power, at any time and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles, Any Directors so appointed shall hold office up to the date of the next Annual General Meeting or the last date

on which the Annual General Meeting should have been held, whichever is earlier.

42. The Managing Director if any may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another and the same has to be ratified by the shareholders in the General Meeting as per the provisions of Section 196, 197, 198 and Schedule V of the Companies Act 2013.
43. The quorum necessary for the transaction, of the business of the Board meeting subject to Section 174 of the Companies Act 2013, shall be one third of the total strength or at least two whichever is higher.
44. The Company shall not, directly or indirectly, advance any loan, or a loan represented as a book debt, to any of its Managing / Whole Time directors or to any person in whom such Managing / Whole Time director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person unless the same is approved by the members in general meeting or as a part of conditions of service extended to all of its employees by the Company subject to the provisions of section 185 of the Companies Act, 2013.
45. Subject to section 175 of the Companies Act 2013, a resolution in writing signed by the Director's except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called, held and constituted.
46. Subject to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors may, by passing a resolution in Board Meeting, appoint a person as an alternate director in place of a director who is absent from India for a period not less than 3 (three) months. Such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Director which he represents and shall be entitled to receive notice to attend and to vote a Director's meeting on behalf of meeting attended by him. Such alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.
47. The Director shall have power for engagement and dismissal of managers, engineers, assistants, clerks and others and shall have power of general direction, and management and superintendence, of the business of the company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business and concern of the Company including the power to make such investment of the Company's fund as they shall think fit, subject to the limit fixed by the Board of Directors under Section 179 of the Companies Act 2013 and sign contracts and to draw, make sign, accept, endorse and negotiate on behalf of the Company all bills of exchange, promissory notes, hundies drafts, Government Promissory Notes and other Government securities and such other instruments.

48. The Director may delegate all or any of their powers to such other Directors, Managers or other persons as they think fit and shall have power to grant to any such person such power of attorney, as they deem expedient and such powers at pleasure to revoke, subject to Section 179 and 166 of the Companies Act, 2013.
49. Subject to Provision under section 197 and Schedule V of the Companies Act, 2013 the director shall receive such remuneration for their services as may, from time to time, be determined by the Company in general meeting or in a Board Meeting or may be contained in an agreement, if any, between the Company and any Director or Directors.
50. A Director shall not be required to hold any qualification shares in the Company and also not required to retire by rotation.
51. The Director shall also be paid travelling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses incurred by them in connection with the business of the Company.
52. The Directors may also be remunerated for any extra services rendered by them outside their ordinary duties as Director, subject to the provisions of Section 188 of the Companies Act 2013.
53. Subject to the provisions of the Companies Act, 2013 and the Rules framed there under, Board may decide to pay a Director out of the funds of the Company by way of sitting fees a sum to be determined by the board for each meeting attended by him.
54. The Board of Directors may participate in Board Meeting by telephone or video conferencing or any other means of contemporaneous communication.
55. A Written Resolution circulated to all the Director, whether in India or overseas and signed by majority of them as approved, shall (subject to the provisions of section 175 of the Companies Act 2013.) be as valid and effective as a resolution duly passed at the meeting of the Board.
56. The controlling shareholders shall have the right to appoint managing director of the company. Wherever, the Managing Director has been appointed in a Board Meeting and has not been approved by shareholders in the General Meeting, all the acts done by such person in such duration shall not be invalid.

POWERS AND DUTIES OF DIRECTORS

57. The following powers shall be exercised by the Board or any Committee of the Board, or otherwise by the Company as may be so required:
 - (a) To make calls on shareholders in respect of moneys unpaid on shares held by them.
 - (b) To increase or reduce the Company's capital.
 - (c) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares

- (d) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination
 - (e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled
 - (f) To issue and allot new shares.
 - (g) To make any Rights Issue of shares.
 - (h) To adopt any resolution to alter the Memorandum and Articles of Association.
 - (i) To invest or to join any company to invest in any other company.
 - (j) To Issue Debentures.
 - (k) To undertake or permit any merger, consolidation or reorganization of the Company.
 - (l) To decide on the declaration of dividends and appropriation of profits according to provisions of Section 51 of the Companies Act, 2013.
 - (m) Subject to the provisions of Section 186 of the Companies Act 2013, to give to make any loan to any person or other body corporate or give guarantee or provide security in connection with a loan made by any other person to or to any other person by anybody corporate.
58. The business of the Company shall be managed by the Board of Directors who may pay all such expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such power of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company in general meeting and are not barred by statute or by these Articles and are required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the statute and to such regulations not being inconsistent with aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.
59. The Board of Directors may from time to time, pay to the members such interim dividends as appear to be justified from the profits of the Company Subject to the provisions of Section 123 of Companies Act, 2013.

BORROWING POWERS

60. Subject to section 73-76 and 179 of the Companies Act 2013, and Regulations made there under and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member companies or banks or they may themselves advance money to the company on such interest or no interest as may be approved by the Directors, without security or on security.
61. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.

62. Any debenture, bonds, or other securities may be issued at premium or otherwise and with special privileges as to redemption, surrender, drawing and allotment of shares of the Company and otherwise.

OPERATION OF BANK ACCOUNTS

63. The Directors shall have the power to open bank accounts, to sign Cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorize any other person or persons to exercise such powers.

ACCOUNTS AND AUDITS

64. 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 Director)
65. No members (not being Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorized by the Board or by the Company in General Meeting.

REGISTERS

66. Statutory Registers :

The Company shall keep and maintain at its registered office all statutory registers namely, register of chargers, register of members, register of debentures, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.

The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board of directors but not exceeding the limits prescribed by the Rules.

67. Foreign Registers (if any) :

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.

The foreign register shall be open for inspection and may be closed and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

COMMON SEAL

68. The Common Seal of the Company may be made of metal.
69. The Board shall provide for the safe custody of the Company's Common Seal.
70. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board thereof and except in the presence of any one Director or any Person / Representative of the Company as may be authorised by the Board of Directors in this behalf, who shall sign every instruments to which the seal of the Company if so affixed.

SECRECY

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

WINDING UP

72. Winding up when necessary will be done in accordance with the requirements of the Companies Act, 2013 or statutory modification thereto.

INDEMNITY

73. Every Director, Manager, Auditor, Secretary and other officers or servants of the Company shall be indemnified, out of the assets of the Company against any bonafide liability incurred by him in defending any bonafide proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under section 463 of the Companies Act 2013, in which relief is granted to him by the Court.

GENERAL AUTHORITY

74. Whenever in the act, it has been provided that the company shall have any right, privilege or authority or that company could carry out transactions only if the Company is so authorized by its Articles, then and that case these Articles hereby authorizes and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the act without there being any specific regulation in that behalf provided.

CONFORMITY WITH “THE ACT”

75. The clauses of Table “F” specified in terms of Section 5 and Schedule I of the act read with Companies {Incorporation} Rules, 2014 which set out the model Articles of Association for the Company Limited by Shares shall prevail over these Articles, wherever there is any inconsistency found in these articles and the provision of the act, and/or there is any other compliance is required to be made as per provisions of the act, not mentioned or partially mentioned in these Articles, provisions of the act and/or as aforesaid, Regulations contained in Table ‘F’ of schedule I of the act shall apply.

We, the several persons, whose names, address and occupations are hereinafter subscribed below, are desirous of being formed into a Company in pursuance of this Articles of Association:

Names, Addresses description and occupations of Subscribers	Signature of each Subscriber	Witnesses (along with names, addresses, descriptions and occupations)
<p>1. PREM SARUP SACHDEV S/o. Late Shri Labhamal Sachdev 10D, Sagar Apartments, 6 Tilak Marg, New Delhi</p> <p>Occupation: Business</p>	<p>Sd/-</p>	<p>Common Witness to both Sd/- SANJEEV BATRA Fellow Chartered Accountant</p>
<p>2. INDERVEER SINGH JUNEJA S/o. Late Shri Hakim Singh 7 Moonlight, 158 M Karve Road, Bombay- 20</p> <p>Occupation: Business</p>	<p>Sd/-</p>	<p>10D, Sagar Apartments, 6 Tilak Marg, New Delhi</p>

Dated the 31st day of May, 1989.

Place: Gurgaon