

**THE COMPANIES ACT 2013,  
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
OF  
DURLAX TOP SURFACE LIMITED**

**I. The name of the company is Durlax Top Surface Limited.**

**II. The Registered Office of the company will be situated in the state of Maharashtra i.e. within the jurisdiction of registrar of Companies Maharashtra, at Mumbai.**

**III. The Objects for which the company is established are:**

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

1. To carry on in India or elsewhere the business to import or export manufacture, develop, fabricate, trade, buy, sell, repair, finish or manipulate any raw material, stock or goods in any form and to deal in furniture & fixtures for furnishing and decoration, marbles, Artificial marbles, solid surface, any description of acrylic, compact Sheet, Aluminium Composite Panel, any description of glass, ceramic and electrical fittings of all description as may be required by the customers, government, local authorities, local bodies, professional like Architect, Civil Contractor, Engineers, Carpenter, Plumber, Electrician, Fabrication work contractor, etc and to undertake repairing and maintenance contract, installation work, job work, wooden beading and moldings, acrylic moldings, marbles, Artificial marbles, solid surface, any description of glass, ceramic.

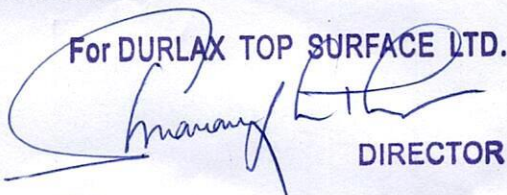
\*\*2. To carry on the business of buying, selling, importing, exporting, trading, and dealing in all kinds of granules, including plastic, chemical, agricultural, or any other type, on a wholesale and retail basis in India and abroad.

3. To carry on in India or overseas the business of trading in all kinds of construction and building materials, building machinery and equipments and all other related products.

*\*Altered vide Special Resolution passed by Members at their Extra Ordinary General meeting held on 17<sup>th</sup> July, 2017.*

*\*\*Object clause altered vide Special Resolution at their Extra Ordinary General meeting held on 24<sup>th</sup> November, 2025*

For DURLAX TOP SURFACE LTD.

  
DIRECTOR

Shravan Suthar

Din :- 02985316  
Date :- 28 Nov 2025

For DURLAX TOP SURFACE LTD.

  
DIRECTOR

Lalit Suthar

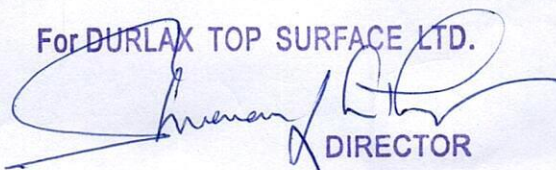
Din :- 02985324  
Date :- 28 NOV 2025



**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

1. To liason with Judicial and quasi judicial authorities like municipal authorities, Income tax authorities, Sales tax Authorities, Courts, department of company affairs, Reserve Bank of India and such other departments as may be required in connection with the business of the company.
2. To mortgage, hypothecate, pledge all or any of the property whether movable or immovable of any description whatsoever and other valuable securities of the company.
3. To invest and deal with the surplus money of the company immediately required in any manner as the company may determine from time to time.
4. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures and other negotiable or transferrable instrument.
5. To amalgamate, enter into partnership or into any arrangement for sharing profit, union of interest, co-operation, joint venture, joint marketing or reciprocal concession or for limiting competition with any person or company carrying on or engage in or about to carry on or engage in, any business or transaction which the company is authorised to carry on or engage in, or which can be carried in conjunction therewith.
6. To receive money on deposit, other than public deposit, loan and borrow or raise money from any person or bank or company or government in such manner and to extent as the company thinks fit and in particular by the issue of debentures, or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company, as the case may be. The company shall, however not carry on any banking business as laid down in Banking Act, 1949.
7. To establish, and regulate branches or agencies of the company at any place in India or elsewhere and discontinue the same.
8. To adopt such means of making known the business in which the Company deals or is inetersted as may seem expedient and in particular advertising and giving publicity to the buisness of the company in all legitimate and proper way.
9. To promote, form and invest in Company(ies) in India and abroad directly or as joint ventures in association with other appropriate bodies, organizations, Companies, Individuals, to achieve objects of the company for the business of the company.
10. To form, incorporate or promote any company or companies whether in India or aborad, having objects which in the opinion of the company could directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the cost and expense incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think

For DURLAX TOP SURFACE LTD.



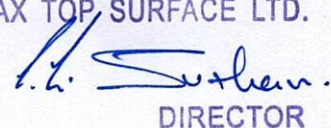
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fit for services rendered or to be rendered in the formation or promotion of the company or the conduct of its business or in or about the promotion of any other company in which the company may have a interest or in the issue of any securities of the company or any company or any company promoted by this company.

11. To distribute among its members in specie any property of the company or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

12. To indemnify members, officers, directors, agents and servants of the company against the proceedings, costs, damages, claims and demands in respect of the anything done by them for and in the interest of the company or any loss, damages or misfortune whatever which shall happen in execution of the duties of their office or in relation thereto.

13. To acquire by purchase or otherwise lands, buildings or any interest in immovable property for the purpose of the company.

14. To acquire from any person, firm, body corporate or incorporate, whether in India or Abroad, technical information, know how, process, engineering, manufacturing and operating data plans layout and blue prints useful for the design, erection, operation of plan required for any of the business of the client company and to acquire license or nay other rights and benefits in the forgoing matters and things.

15. To purchase, take on lease, hire or otherwise acquire, any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the company.

16. To apply for purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevet, invention, trade mark, designs, licenses, concession and the like. conferring any exclusive or non exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or to use, exercise, develop or grant license in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon testing improving any such patents, inventions or rights.

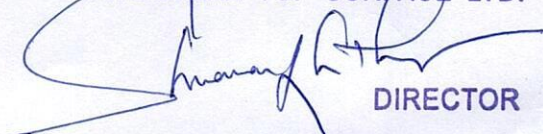
17. To acquire and undertake the whole or any part of the business, property and or liabilities of any business which the company is authorised to carry on, or possessed of property suitable for the purpose of the company, or business which can be carried on in conjunction therewith.

18. To improve, manage, develop, grant right and privilages in respect of, or otherwise deal with all or any part of property and rights of the company.

19. To subscribe for, take or otherwise acquire, and hold shares, stock, debentures or other securities of any other company, co-operative society or society registered under the Societies Registration Act,1860 for the business of the company.

20. To lend, advance money or give credit to such person or companies and on such terms as may seem to be expedient, and in particular to customers and others having dealings with the company, and to guarantee

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the performance of any such contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities. The company shall however not carry on any banking business as laid down in Banking Act, 1949.

21. To enter into any arrangements with any government or authorities, municipal, local or otherwise that may seem to be conducive to the objects of the company, or any of them, and to obtain from any such Government authority, person or Company any rights, privilege, charters, contracts, licenses and concessions which the company may think it desirable to obtain and to carry out, exercise and comply therewith.

22. To establish and maintain or procure the establishment and maintenance of an contributory or non contributory provident fund or pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments in any persons who are or were at any time Directors or Officers of the company, widows, families and dependents of any such persons and to establish, subsidies and subscribe to nay institutions, associations, clubs or funds calculated by the company to be benefit of or to advance the interest and well being of the employees of the company, and make payment to or towards the insurance of any such persons as aforesaid, subject to the provisions of the Companies Act, 1956.

23. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit.

24. To undertake and execute any trust, the undertaking of which may seem to benefit the company either gratuitously or otherwise.

25. To create, or to contribute to, any depreciation fund, reserve fund, sinking fund, insurance fund, development or any other special fund including funds for payment of subsidies whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for amortization of capital or for any other purpose conducive to the interest of the company.

26. To employ and pay experts, Indian and foreign consultants, in connection with the business of the company.

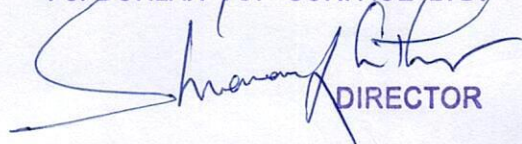
27. To promote and undertake the formation of any institution or company for the purpose of acquiring all or any of the property and liabilities of this company or form any subsidiary company or companies.

28. To dedicate, present or otherwise dispose of either voluntarily or for value any property of the company deemed to be of national, public or local interest to nay national trust, public body, museum, corporation or any of the same or of the public.

29. To enter in to all sorts of the internal and/or external foreign collaborations, technical assistance, financial or commercial arrangements including export, market survey, study of market conditions in India or outside India for fulfillment of any object herein contained.

30. To acquire or secure membership, act or privileges either in the name of the company or its nominee or nominees in and of any association, market, club or other institution in India or in any part of the world for the furtherance of business of the company.

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31. To insure any of the persons, properties, undertakings, contracts, guarantees or obligation or profit of the company of every nature & kind in any manner whatsoever.

32. To refer any dispute, claim or demand by or against the company to arbitrators & to secure & perform the awards.

33. To apply for secure, acquire by agent, legislative enactment, assignments, transfer, purchase or otherwise and exercise, carry out and enjoy any charter, licenses, power, authority, franchise, concession, rights, or privileges, which any government or authority or any corporation or other public body may be empowered to grant and to pay for and in aid contribute towards carrying the same into effect.

34. To accept gifts, bequests, devices and donations from members and others and to make gifts, to members and other in money, assets and properties of any kind, subject to the provisions of the Companies Act, 1956.

35. To be interested in, promote joining and undertake the formation and establishment of such institutions, associations, chamber of commerce, or other bodies, business with the object of the company as may be considered to be conducive to the profit and interest of the company and to acquire, promote, and/or subsidies any industry or undertaking.

36. To prepare, buy, deal, sell, import, export and generally to deal in wholesale business or retail business of any commodities, substances, apparatus, plant, machinery, tools, goods, articles, or things pertaining to business as covered in the main object which in the opinion of the company may be conveniently dealt with.

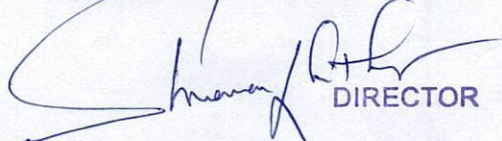
37. To carry on business of housekeeping and maintenance and improvement of property and to manufacture, buy, sell, repair, hire, alter, develop, exchange, marker or otherwise deal in housekeeping materials like furniture, carpets, house utensils, refrigerators, air conditioners, room coolers, washing machines, iron presses, mixtures, transformers, electric motors, electric appliances, radios, televisions, and to provide service of construction, plumbing, interior decoration, gardening, pest control, carpentering, fabricating, catering, providing security services and improvement and maintenance of furnitures, house hold utensils, for house, office, factories, godowns, warehouse and other structures whether residential commercial, industrial and/or for corporate sector including for multinational companies.

38. To open bank accounts of all kinds including overdraft accounts, and to operate the same.

39. To manufacture and deal in the work of Furniture and fixtures and undertake contracts for interior decoration and in particular to carry on the business of house and office furnishers, upholsters and dealer in and hire a repair, cleaners, stores and warehouse of furniture, carpeta and other floor covering household utensils, china and glass goods fittings and other furnishing and household things capable of being used therein.

40. To deal in and act as assembler, fabricators of engineering, scientific, electronic, tharmalasonic, optical, surgical and surveying Equipment and instruments of all kinds and descriptions including business machines.

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41. To manufacture, buy, sell, import, export and deal in all kinds of plant & machinery, Equipments and accessories including moulds, dies, jigs, fixtures, metal cutting dies required to covert rubber and plastic material into industrial, commercial and domestic products.

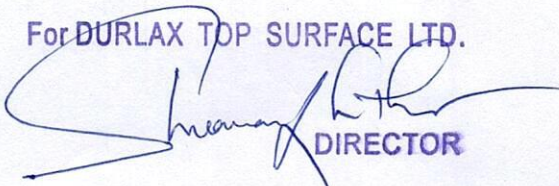
42. To carry on the business of fabrication of iron, steel, stainless steel, brass, copper and other Metals and to carry on the business of mechanical, electrical, hydraulic, electronic, precision And general engineers, machine and engineering tool makers, fitters mould makers, iron Founders, brass founders, smiths. wood workers pattern makers, mill -rights, metal workers, Iron and steel coverters ,ship builders smiths, fitters ,metalhurgists, plate-makes, dredgers Tugownera ,wharfingers, saltrefiners, and chemical manufacturera ,builders of bridges and Steel frame building and iron structutr of all kinds and to buy,sell, import,export ,manufacture, Repairs, convert, let on hire and machinery, rollingstock, iron steel, metel, implement, tools, Utensils and convenience in all their branches or any business of a character similer or anylogons to the foregoing.

43. To manufacture assemble, repairs, design, install, maintain, convert, maintain, services, improve, Renovate, cable, satellite, wireless, apparatus, Telecommunication devices, dish antenna mobile Phones instruments, space instruments, communication, equipements, telephonic and telegraphic Instruments, multimedia, equipments email and all kinds of communication equipments. To carry on business as buyers, sellers, provides lets on hires lease dealing in all the rights including Transmission, broad casting in respect of cables entollite, wireless telecommunication devices, Dish antenna, instruments space instruments communication telephone and telegraps, Communication, multimedia e mail ans structure cabling to companies, industrial, individual Entities in India and aborad.

44. To carry on business of business, contractors, land and property developers, dealers, brokers consultants, estate agent and to buy, Sell, deal, hold, take or give on lease, develop, reclaim, land or any interest in land whether leasehold or freehold or whether agricultural or non-agricultural and to construct, erect, build rebuild, repair, remodel, demolish, develop, improve, enlarge, and maintain buildings whether, residential commercial or industrial and flats, tenaments, towers, structures, houses, apartments, bungalows, offices, godowns, warehouses, industrial Galas, Hotels, place of worship and other similar constructions, leveling or paving works and for this purposes to purchase, acquire, hold take an lease or land, building, structure, or other construction of any nature.

45. To carry on a business of Travel and tourist agent and of contractors and to facilitate travelling and to produce and provide for tourist and travelling clients provisions of conveniences of all kind of booking by air, rail, sea, road and any other means of travel and to handle inland and foreign tours and to promote the provisions of all kind of conveniences by means of booking of tickets, circulars, tickets in sleeping cars or berths, seats compartments, coupes complete bogies, and to reserve places in hotel, guest house and lodging accommodation, taxi service, motor ships, private motor cars, cruise and ship, motor boats.

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46. To Manufacture, develop, design, buy, sell deal in, import, export, market, in computer machine, software packages, hardware parts, ERP Solution, entertainment software, animation technology software, net security solution, educational software, account software, web designing software, and to act as factors, assemblers, designers, brokers, agents, consultants, packers in various products used by any industry, business or profession on any media including tape, disc, film, chips and to deal in computer and their accessories, peripherals, net-work, information system, messaging system, data transmission, data warehousing, data mining, data imaging and to develop, assist in development of medical transcription, body shopping, E-commerce activities, E publishing, E-magazine, E-transcription, develop website for the customers on contract/ sub contractor job work basis and to deal in portals and other interest related products and services. To develop and provide software solution in the field of digital communication, telecom administrators through internet enabled system and devices.

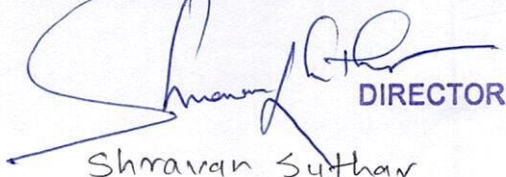
47. To act as advisors in the range of the corporate to finance and business activities including joint ventures, collaborations, mergers, acquisitions, demergers, divestment, takeovers and to find out logical partners for such ventures as per the need of the clients and also to act as advisors for matters relating to foreign investments in India, outbound investments from India including the regulatory framework relevant thereto. To carry on business of financial and investment consultants on behalf of the individuals, firms, companies and other persons in relation to investment banking for shares, stocks, bonds, securities, units, debentures, fixed and other deposits estates, properties and other assets and also to provide financial consultancy in relation to project finance, arranging for the private equity placements from the bank, financial institutions and other sources for working capital requirements in India or abroad. To carry on activity of Project Management Consultant advisor or otherwise in respect of construction, property developers, real estate, or in any other business and to render services either mechanical and electrical engineering and for that purpose to apply for tender, design and prepare layouts, estimates, and bid for contracts.

48. To build, construct, develop maintain, operate and run departmental stores, shopping malls, shopping centers, super markets, branches and franchise by offering, selling, textiles, fabrics, dress materials, ready made garments, fashion wear, hosiery, socks, handkerchiefs, woolen wear, ties, bows, up hosiery, watches, locks, jewellery, precious stones, handicrafts, novelties, showpieces, publications crockery's, glass ware, stationery, ceramic products, toys, sports goods, games, musical instruments, furniture's, suit case, household and office appliances, electric and electronic appliances, foot wears, briefcases, bags, food products, groceries, computers and its parts accessories centre, children's park, theatres, travel agents and all other items, articles or merchandise required otr connected with improvement and maintenance of the life style of human being at large.

49. To Manufacture and deal in the work of furnitures and Fixtures and undertake contracts for interior decoration and in particular to carry on the business of house and office furnishes, upholsters and dealer in and hires, repairer, cleaner, stores and warehouse of Furniture, carpets, linoleums and other floor covering household utensils, china and glass goods fitting and other furnishing and household things capable of being used therein.

50. To purchase acquire keep maintain, breed sell or otherwise deal in or aid and assist any persons especially farmers, agriculturists, dairy-owners and people rural sector co-operative or community societies and other association in procurement, keeping and maintenance of all kinds of cattle cows, buffaloes poultry

For DURLAX TOP SURFACE LTD.

  
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game and livestock of all descriptions and in that connection to undertake ,perform, promote maintain and provide all any services and facilities for breeding artificial insemination veterinary and related purposes and for collection, storage ,transportation, marketing and distribution of milk and other produce.

51. To manufacture and deal in all types of automobiles, vehicles, tractors, earth moving equipments, internal combustion engines, locomotives, aeroplanes and aerial conveyance and to manufacture and deal in spares parts and components thereof.

52. To act as consultants and advisors on information/internet system and purveyors of information services and to promote, encourage ,establish, develop, maintain, organize, undertake manage, operate conduct and to run in India or abroad internet computer training centres, data processing centres, and provide computer consultancy, software consultancy ,hardware consultancy ,and other activities and also to provide market and product service through internet provide web solution and to set up web site and carry on e-commerce activities like trading selling marketing of various product all sorts of services through internet for industrial, commercial domestic, public utility ,deafens, government and other general customers or section of society.

53. To incur expenditure on market surveys or engage the services of agents /brokers to achieve any or all the objectives set out herein.

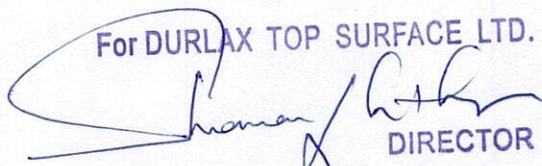
54. To carry on in India and abroad business of establishing , promoting ,developing ,providing operating ,handling, organizing co –loading and whole sale courier services and booking of cargo and passage by air, sea and land or by any other means and to act as dealer in logistics, express cargo ,door to door transport and service providers and chatters of ships, air, craft, coaches and to act as clearing agents, shipping agent, consolidation of cargo ,custom house agent, warehousing transporter, wharfinger, franchising ,cargo superintendents ,muqaddams, ship agent, ship tenders, disclaimer and to collect and deliver courier and cargo whether wholesale or retail, domestic and international either by its own management or through representative or agents or franchises any documents, parcels goods, articles, cargo or things including messages from one place to another place in India or abroad and to act as multimodal transport operators , ship owners, franchisers and to provide composite forwarding services, consolidation of cargo and to act as breakbulk agents and to act as agents of foreign buyers industries importers and exporters and to act as agent of Indian buyer, importers and exporters .

55. To manufacture produce, refine, process, formulas, buy sell, exports, imports or otherwise deal in all type heavy and light chemicals, chemical auxiliaries, chemical elements and compounds, including without limiting the generality of the foregoing laboratory and scientific chemical of any nature used or capable of being used in the pharmaceutical industry, agricultural chemicals, fertilizers, Petro-chemicals industrial chemicals, or any mixtures derivatives and compound thereof.

56. To collect and circulate statistics and other information relating to trade, commerce and industry.

#### IV. The liability of the members in limited.

For DURLAX TOP SURFACE LTD.



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**\*\*V. The Authorized Share Capital of the Company is ₹ 40,00,00,000 (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each, with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”**

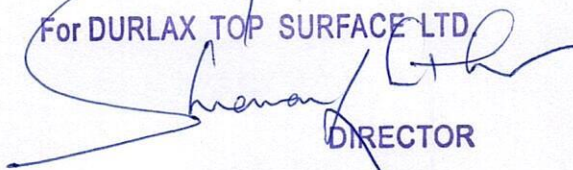
*\*Vide extra ordinary general meeting held on 21<sup>st</sup> November, 2022 at the registered office of the company the capital clause of the memorandum of association was changed to Rs. 20,00,00,000 (TWENTY CRORE) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rs. Ten) each*

*\*\*Vide extra ordinary general meeting held on 21<sup>st</sup> November, 2022 at the registered office of the company the name clause of the memorandum of association was changed to DURLAX TOP SURFACE PRIVATE LIMITED*

*\*Vide extra ordinary general meeting held on 27th January 2023 at the registered office of the company the name clause of the company be changed from DURLAX TOP SURFACE PRIVATE LIMITED to DURLAX TOP SURFACE LIMITED*

**\*\*Increase in Authorized Share Capital vide ordinary resolution passed at Extra Ordinary General Meeting held on 24th November, 2025: The Authorized Share Capital of the Company is increased from existing ₹ 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 40,00,00,000 (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only)**

For DURLAX TOP SURFACE LTD.



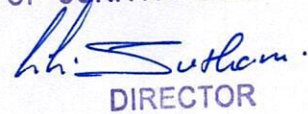
DIRECTOR

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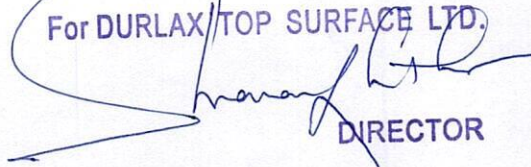


We the several persons whose names, addresses and descriptions are hereunder Subscribed are desirous of being formed into a company in pursuance to this MEMORANDUM and we respectively agree to take the number of shares in the Capital of company set opposite to our respective names.

Names, address, description and occupation of the subscribers	No of equity shares taken by each subscriber.	Signature of the subscribers	Signature of witness with address and occupation
1. Mr. Shravan Suthar S/o Laxmichand L. Suthar Rajeshwar Bhuvan, 6th Floor,601, Sradha Nand Road , Vile Parle (East), Mumbai 400057. Occupation: Business	20000 (TWENTY THOUSAND)	Sd/-	WITNESS TO BOTH THE SUBSCRIBER SD/- PARAS RAMESH PARIKH S/O RAMESH KANTILAL PARIKH B/403,4 <sup>TH</sup> FLOOR, SANTOSH CHSL, THANAWALAL LANE,VILEPARLE(EAST), MUMBAI 400057
2. Mr. Lalit L. Suthar S/o Laxmichand L. Suthar Rajeshwari Bhuvan, 6th Floor,601, Sradha Nand Road, Vileparle (East), Mumbai 400057. Occupation: Business:	20000 (TWENTY THOUSAND)	Sd/-	
TOTAL	40000 (FOURTY THOUSAND)		

Place: Mumbai  
Date: 03/05/2010

For DURLAX TOP SURFACE LTD.

  
DIRECTOR

Shravan Suthar

Dir #: 02985316

Date : 28 Nov 2025

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DIRECTOR

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**ARTICLES OF ASSOCIATION (AOA)**

**OF**

COMPANY LIMITED BY SHARES

**DURLAX TOP SURFACE LIMITED**

India Non-Government Company Having Share Capital

Incorporated under the Companies Act, 2013

*\*\*\*The following regulations comprised in these Articles of Association were adopted pursuant to Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 17<sup>th</sup> April 2023 in substitution for, and to the entire exclusion of, the earlier regulations comprised on the extant Articles of Association of the Company.*

Article No.	Sub Article No.	Sub Heading
<b>I. INTERPRETATION</b>		
I.	(1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
	(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.
	(3)	In these Articles:  (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.  (b) "Articles" means these articles of association of the Company or as altered from time to time.  (c) "Board of Directors" or "Board", means the collective body of the directors of the Company.  (d) "Company" means " <b>DULAX TOP SURFACE LIMITED</b> "  (e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.  (f) "Seal" means the common seal of the Company.
	(4)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.
	(5)	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.



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<b>II. SHARE CAPITAL AND VARIATION OF RIGHTS</b>		
1		<p><b>a.</b> Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p> <p><b>b.</b> The option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.</p>
2		Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
3		<p>The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:</p> <p>(a) Equity Share Capital:</p> <p>(i) with voting rights; and / or</p> <p>(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and</p> <p>(b) Preference Share Capital.</p>
4	(1)	<p>Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide -</p> <p>(a) one certificate for all his shares without payment of any charges; or</p> <p>(b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.</p>
	(2)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
	(3)	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.
5		A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
6	(1)	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall



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		be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
	(2)	The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
7	(1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules.
	(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.
	(3)	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.
	(4)	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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
	(5)	To every such separate meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply.
	(6)	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 <i>pari passu</i> therewith.
	(7)	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
8	(1)	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
	(2)	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
<b>LIEN</b>		
9	(1)	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



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		(not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company: Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
	(2)	The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10		The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency.
11	(1)	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
	(2)	The purchaser shall be registered as the holder of the shares comprised in any such transfer.
	(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
	(4)	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 with reference to the sale.
12	(1)	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.
	(2)	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.
	(3)	In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
	(4)	The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>CALLS ON SHARES</b>		
13	(1)	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.



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	(2)	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.
	(3)	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.
	(4)	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 authorising 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	(1)	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 percent per annum or at such lower rate, if any, as the Board may determine.
	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.
17	(1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
	(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18	(1)	The Board - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
	(2)	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
	(3)	All calls shall be made on a uniform basis on all shares falling under the same class. <i>Explanation:</i> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.



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	(4)	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
	(5)	The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including Debentures of the Company.
<b>TRANSFER OF SHARES</b>		
19	(1)	The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
	(2)	The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20		The Board may, subject to the right of appeal conferred by section 58 decline to register - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a lien.
21		In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless - (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
22	(1)	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:  Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
	(2)	The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>TRANSMISSION OF SHARES</b>		
23	(1)	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.
	(2)	Nothing in clause (1) 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	(1)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either - (a) to be registered himself as holder of the share; or



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		(b) to make such transfer of the share as the deceased or insolvent member could have made.
	(2)	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.
	(3)	The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
25	(1)	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.
	(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
	(3)	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		The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other Securities including debentures of the Company.
<b>FORFEITURE OF SHARES</b>		
28		If a member fails to pay any call, or instalment of a call or any money due in respect of any share, 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 or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
29		The notice aforesaid shall:  (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and  (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.



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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	(1)	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
	(2)	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
	(3)	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
	(4)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit. Forfeited shares may be sold, etc.
	(5)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
32	(1)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall 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.
	(2)	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
33	(3)	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.
	(1)	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;
	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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;
	(3)	The transferee shall thereupon be registered as the holder of the share; and



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	(4)	The transferee shall not be bound to see to the application 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, re-allotment or disposal of the share.
34	(1)	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
	(2)	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
	(3)	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
	(4)	The provisions of these Articles 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
		<p>a. The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p> <p>b. No unclaimed Dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provision of Sections 124 and 125 of the Act in respect of all unclaimed or unpaid dividends.</p>
<b>ALTERATION OF CAPITAL</b>		
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 the Act, the Company may, by Ordinary Resolution - (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
37	(1)	Where shares are converted into stock-



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		<p>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:</p> <p>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;</p>
	(2)	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;
	(3)	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	(1)	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, — (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.
	(2)	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
	(3)	The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
	(4)	On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
	(5)	Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
	(6)	Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
	(7)	(i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof. ii) Several executors or administrators of a deceased member in



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		whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
	(8)	The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.
<b>CAPITALISATION OF PROFITS</b>		
39	(1)	The Company in general meeting may, upon the recommendation of the Board, resolve — (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
	(2)	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards: (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).
	(3)	A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
	(4)	The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
40	(1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall - (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally, do all acts and things required to give effect thereto.
	(2)	The Board shall have power— (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities 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.
	(3)	Any agreement made under such authority shall be effective and binding on such members.



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<b>BUY-BACK OF SHARES</b>		
41		Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
<b>GENERAL MEETINGS</b>		
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.
<b>PROCEEDINGS AT GENERAL MEETINGS</b>		
44	(1)	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.
	(2)	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
	(3)	The quorum for a general meeting shall be as provided in the Act.
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	(1)	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
	(2)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
	(3)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting - (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.
	(4)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.



<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
	(5)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
	(6)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
	(7)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above: Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
	(8)	The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.
<b>ADJOURNMENT OF MEETING</b>		
49	(1)	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.
	(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
	(3)	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.
	(4)	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.
<b>VOTING RIGHTS</b>		
50		Subject to any rights or restrictions for the time being attached to any class or classes of shares  (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
51		A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52	(1)	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.
	(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

Article No.	Sub Article No.	Sub Heading
53	(1)	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. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
	(2)	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
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 or in regard to which the Company has exercised any right of lien.
56	(1)	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
	(2)	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
<b>PROXY</b>		
57	(1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
	(2)	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, and in default the instrument of proxy shall not be treated as valid.
58		An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59	(1)	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
	(2)	Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.



Article No.	Sub Article No.	Sub Heading
<b>BOARD OF DIRECTORS</b>		
60		<p>Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen). Nmaes of first Board of Directors of the company</p> <ol style="list-style-type: none"> <li>1. Shravan Suthar</li> <li>2. Lalit Suthar</li> <li>3. Amit Vyas</li> <li>4. Pankaj Suthar</li> </ol>
	(1)	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
	(2)	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
61	(1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
	(2)	The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.
	(3)	<p>In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—</p> <ol style="list-style-type: none"> <li>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</li> <li>(b) in connection with the business of the Company.</li> </ol>
62		The Board may pay all expenses incurred in getting up and registering the company.
63		The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
64		All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
65		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.
66	(1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
	(2)	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.

Article No.	Sub Article No.	Sub Heading
	(3)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
	(4)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
	(5)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
	(6)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
	(7)	The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.
	(8)	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
<b>PROCEEDINGS OF THE BOARD</b>		
67	(1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
	(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
	(3)	The quorum for a Board meeting shall be as provided in the Act.
	(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
68	(1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
69		The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act



Article No.	Sub Article No.	Sub Heading
		for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
70	(1)	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
71	(1)	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.
	(2)	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.
	(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
72	(1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
73	(1)	A Committee may meet and adjourn as it thinks fit.
	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
	(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
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— i. 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; ii. such minutes book shall be signed and dated by the director; iii. the resolution shall become effective from the date of signing such minutes by the director.

Article No.	Sub Article No.	Sub Heading
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>		
77	(1)	Subject to the provisions of the Act, — A chief executive officer, manager, company secretary and 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 and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
	(2)	A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
	(3)	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, 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 but not exceeding the limits prescribed by the Rules.
	(4)	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.
	(5)	The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.
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.
<b>THE SEAL</b>		
79	(1)	The Board shall provide for the safe custody of the seal.
	(2)	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 one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.
<b>DIVIDENDS AND RESERVE</b>		
80		The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.



Article No.	Sub Article No.	Sub Heading
81		Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
82	(1)	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 applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
83	(1)	Subject to the rights of persons, if any, entitle 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.
	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
	(3)	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	(1)	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.
	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
85	(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.
	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
	(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
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.

<b>Article No.</b>	<b>Sub Article No.</b>	<b>Sub Heading</b>
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	(1)	No dividend shall bear interest against the Company.
	(2)	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.
<b>ACCOUNTS</b>		
89	(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
	(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.
90	(1)	Subject to the applicable provisions of the Act and the Rules made there under –
		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.
(2)	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.	
<b>INDEMNITY</b>		
91	(1)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
	(2)	Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.



Article No.	Sub Article No.	Sub Heading
	(3)	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.
<b>OTHERS</b>		
92		Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

*\*\*The following regulations comprised in these Articles were adopted pursuant to members' resolution passed at the Extra-ordinary General Meeting of the Company held on Monday 17th July, 2017 in substitution for and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.*

*\*\*Vide extra ordinary general meeting held on 21st November, 2022 at the registered office of the company the name clause of the memorandum of association was changed to DURLAX TOP SURFACE PRIVATE LIMITED*

*\*\*Vide extra ordinary general meeting held on 27th January 2023 at the registered office of the company the Name clause of the company be changed from DURLAX TOP SURFACE PRIVATE LIMITED to DURLAX TOP SURFACE LIMITED*

*\*\*\* The following regulations comprised in these Articles of Association were adopted pursuant to Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 17th April 2023 in substitution for, and to the entire exclusion of, the earlier regulations comprised on the extant Articles of Association of the Company.*

Shravan Suthar  
Director  
DIN: 02985316

Lalit Suthar  
Director  
DIN: 02985324

Date: 17<sup>th</sup> April 2023  
Place: Mumbai

We the several persons, whose names, addresses and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuance to these Articles of Association.

<b>Sr. No</b>	<b>Name, addresses, description and occupation</b>	<b>Signature</b>	<b>Witness (along with Name, addresses, description and occupation)</b>
1.	Shravan L. Suthar S/o. Laxmichand L. Suthar Add: Rajeshwari Bhuvan, 6 <sup>th</sup> Floor 601 Shradhanand Rd. Vile Parle (E) Mumbai 400057 Occupation: Business	Sd/-	Witness to both Signatures  Sd/  Paras Ramesh Parikh S/o. Ramesh K. Parikh Chartered Accountant B/403, 4 <sup>th</sup> Floor, Santosh CHSL Thanawala Lane, Vile Parle (E) Mumbai 400057  Company Secretary
2.	Lalit L. Suthar S/o. Laxmichand L. Suthar Add: Rajeshwari Bhuvan, 6 <sup>th</sup> Floor 601 Shradhanand Rd. Vile Parle (E) Mumbai 400057 Occupation: Business	Sd/-	

Place: Mumbai

Date: 27<sup>th</sup> March, 2010