

**MEMORANDUM  
AND  
ARTICLES  
OF  
ASSOCIATION  
OF  
M/S SBC EXPORTS LIMITED**



प्रारूप 1  
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U17291UP2011PLC043209

2010 - 2011

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

SBC EXPORTS LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी लिमिटेड है।

यह निगमन-पत्र आज दिनांक अठारह जनवरी दो हजार ग्यारह को मेरे हस्ताक्षर से कानपुर में जारी किया जाता है।

Form 1  
Certificate of Incorporation

Corporate Identity Number : U17291UP2011PLC043209

2010 - 2011

I hereby certify that SBC EXPORTS LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given under my hand at Kanpur this Eighteenth day of January Two Thousand Eleven.

(SANJAY BOSE)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

उत्तर प्रदेश एवं उत्तराखण्ड  
Uttar Pradesh and Uttarakhand

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

SBC EXPORTS LIMITED

HOUSE NO.-20, LOHIYA TALAB, CHOTI BASAHI, P.O.: VINDHYACHAL,

MIRZAPUR - 231307,

Uttar Pradesh, INDIA



सत्यमेव जयते

# GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Corporate Identity Number:

## SECTION 13(1) OF THE COMPANIES ACT, 2013

### Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.



Registrar of Companies

---

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





सत्यमेव जयते

# GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Corporate Identity Number:

## SECTION 13(1) OF THE COMPANIES ACT, 2013

### Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.



Registrar of Companies

---

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





व्यापार प्रारंभ करने का प्रमाण-पत्र  
कम्पनी अधिनियम 1956 की धारा 149(3) के अनुसरण में

कॉर्पोरेट पहचान संख्या : U17291UP2011PLC043209

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
SBC EXPORTS LIMITED

जिसका निगमन, कम्पनी अधिनियम, 1956(1956 का 1) के अंतर्गत दिनांक अठारह जनवरी दो हजार ग्यारह को किया गया था और जिसने निर्धारित प्रपत्र में घोषणा प्रस्तुत की है या विधिवत सत्यापित किया है कि उक्त कम्पनी ने, अधिनियम की धारा 149(2) (क) से (ग) तक की शर्तों का अनुपालन कर लिया है और व्यापार करने के लिए हकदार है।

यह प्रमाण-पत्र आज दिनांक तेईस फरवरी दो हजार ग्यारह को मेरे हस्ताक्षर से कानपुर में जारी किया जाता है।

**Certificate for Commencement of Business**

Pursuant of Section 149(3) of the Companies Act, 1956

Corporate Identity Number : U17291UP2011PLC043209

I hereby certify that the SBC EXPORTS LIMITED which was incorporated under the Companies Act, 1956(No. 1 of 1956) on the Eighteenth day of January Two Thousand Eleven , and which has this day filed or duly verified declaration in the prescribed form that the conditions of the Section 149(2)(a) to (c) of the said act, have been complied with and is entitled to commence business.

Given under my hand at Kanpur this Twenty Third day of February Two Thousand Eleven.

(MAHESH PREMCHAND BHAI SHAH)

कम्पनी रजिस्ट्रार / Registrar of Companies  
उत्तर प्रदेश एवं उत्तराखण्ड

Uttar Pradesh and Uttarakhand

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

SBC EXPORTS LIMITED

HOUSE NO.-20, LOHIYA TALAB, CHOTI BASAHI, P.O.: VINDHYACHAL,

MIRZAPUR - 231307,

Uttar Pradesh, INDIA

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

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SBC EXPORTS LIMITED**

- I.** The Name of the Company is “**SBC EXPORTS LIMITED**”
- II.** The Registered Office of the Company will be situated in the state of Uttar Pradesh.
- III.(A) The objects to be pursued by the company on its incorporation are:-**
1. To carry on the business of manufacturers, designers, assemblers, contractors, sub contractors, processors, importers, exporters, buyers, sellers, marketers and dealers in India or elsewhere of all kinds of Carpets.
  2. To cultivate, plant, produce, process, formulate, buy, sell, import, export or otherwise deal in all kinds of agricultural produces, garden produces, herbal produces, forest produces, vegetables, fruits, flowers, flower bulbs, seeds, marine and animal produces and their derivatives and bye-products.
  3. To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis and to undertake IT enabled services, solutions and services for Networking and network management, manpower supply, data centre management and in providing consultancy services in all above mentioned areas.
  4. To carry on the business of manufacturers, importers, exporters, buyers, sellers, dealers and as agents, stockists, distributors and suppliers of all kinds of readymade garments, cloths, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof and to deals in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fibre materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile

For SBC EXPORTS LTD.

  
Director

felted, netted or looped and to own, create, operate and manage online shopping websites, e-commerce market places, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers.

5. To carry on the business of providing Manpower Supply, Human Resource Management, placement and recruiting, Selecting, Interviewing, Training and Employing all types of executives, Middle Management Staff, Junior Level Staff, Workers, Labourers Skilled/Unskilled required by various Industries and organizations including providing security services, Labour contractors, Industrial, Commercial, Housing and other security services and workers for office management and to conduct employment bureau and to provide consultancy and other services in connection with requirements of persons and manpower supply in India and abroad.
6. ***"To carry on the business of traders, exporters and importers of all kinds of clothing accessories, imitation Jewellery including artificial jewellery made of non- precious metal, gemstones & wooden, footwears, hand bags and hand purse whether made of leather or not, beauty products and all accessories related to fashion & lifestyle products made of any kind."***

For SBC EXPORTS LTD.

  
Director

**(B) Matters which are necessary for furtherance of the objects specified in clause III(A) are:-**

1. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or Company or to acquire an interest in amalgamate with or enter into any arrangements for sharing profits or for cooperation or for mutual assistance with any such person, firm or Company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture-stock or securities, that may be agreed upon and to hold, and to retain and mortgage with any shares, debenture-stock or securities so received.
2. To acquire, build, alter, maintain, enlarge, remove, pull down, or replace and to work, manage and control any buildings, office, factories, mills, shops, machinery engine, roadways, tramway, railways, branches or sidings, bridges, reservoirs, water courses, wharves, electric works and such other works and conveniences, which may seem necessary to advance the interests of the Company and to join with any other such person or Company in doing any of these things.
3. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights inventions, discoveries, or information of the Company or which the Company may acquire or propose to acquire.
4. To inter into arrangements with any Government or Authorities, Municipal, local or otherwise, that may appear to the Company conducive to the Company's main objects or any of them and to obtain from any such Government or authorities, any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
5. To purchase, take on lease, in exchange, hire or otherwise acquire any movable or immovable property, such as land, buildings, basements, stock-in-trade, plant and machinery or every kind and any right or privileges with the Company may think necessary or convenient for the purposes of its own business.
6. Subject to Section 73 & 74, 179, 180 & 181, 185 and 186 of the Companies Act, 2013 and Regulations made there under and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit at interest, for any of the purposes of the Company and at such time to times as may be thought fit by promissory notes, by taking credits in or opening current accounts with any person, firm, bank, Company or financial institutions and whether with or without any security or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures of debenture-stock perpetual or otherwise and as security for any such money so borrowed, raised, received and if any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property and the assets of the Company both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to

For SBC EXPORTS LTD.

  
Director



purchase, redeem or pay off any such securities, provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

7. To acquire and dispose of copyrights, rights of representation, licenses and any other rights or interest in any book, Paper, pamphlet, drama, play, poem, song, composition (musical or otherwise), picture, drawing, work of art or photograph, and to print publish or cause to be printed or published anything of which the Company has a copyright or right to print or publish and to sell distribute and deal with any matter so printed or published in such manner as the Company may think fit and to grant licenses or rights in respect of any property of the Company to and other such person, firm or Company related thereto.
8. To establish for any of the purposes of the Company branches or to establish any firm or firms or promote any Company or companies or divisions thereof at places in or outside India as the Company may think fit.
9. To promote or assist in the promotion of any Company or companies or division or divisions for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
10. Subject to the provision of Section 67 of the Companies Act, 2013 to invest other than investment in Company's own shares the money of the Company not immediately required in any manner as may, from time to time, be determined by the Board.
11. To advance money or give credit to such persons or companies and on such terms as may be expedient and in particular of and others having dealings with the Company and to guarantee the performance of any contract of obligation and the payment of money by any such persons or companies provided that the Company shall not do any banking business, as defined in the Banking Regulation Act, 1949.
12. Subject to the provision of Section 188 of the Companies Act, 2013 to remunerate any person or Company for services rendered or to be referred in or about the formation or promotion of the Company or the conduct of its main business.
13. To open account with any banks of financial institutions and to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, letter or credit, hundies, bills of lading, railway receipts, warrants, debentures and such other negotiable or transferable instrument of all descriptions and to buy, sell and the same.
14. To procure the Company to be registered or recognized in any part of the world or in India.
15. To lease, mortgage or otherwise dispose of the property, assets or any undertaking of the Company or any part thereof for such consideration as the Company may think fit.
16. To distribute, among the members in specific or otherwise any property of the Company in the event of winding up of the Company or any precedes of sales or

For SBC EXPORTS LTD.

  
Director

disposal of any property of the Company, subject to the provisions of Sec. 66 of the Companies Act, 2013.

17. To give publicity to the business of the Company by means of advertisement in the press, pamphlets, handbills, circulars, cinema slides or by publication of books, pamphlets, catalogues, instructions books, technical articles, periodicals and exhibition of works of art by granting rewards, prizes and donations or by participating in technical conference, symposia or in any such other suitable manner of all kinds.
18. To establish or support or aid in establishment or support of associations institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
19. To pay all costs, charges, expenses incurred in connection with incorporation of the Company, including preliminary expenses of any kind and incidental to the formation and incorporation of the Company, costs charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
20. To do all or any of the main objects and all such other things as are incidental or may be through conducive to the attainment of the main objects or any of them in any part of the world and either as principals, agents, consultants, or otherwise and either alone or in conjunction with others.
21. To form, incorporate, promote any Company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which in the opinion of the Company could or might assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered, in obtaining subscription for or placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures obligations or securities of any other such Company held or owned by the Company or in which the Company has any interest in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such Company in which the Company may have an interest.
22. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

For SBC EXPORTS LTD.

  
Director

23. Subject to the provisions of Section 180, 182 and 183 of the Companies Act, 2013 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition.
24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emolument to any persons who are or were at anytime in the employment or service of the Company or is allied to or association with the Company or with any such subsidiary Company or who are or were at anytime Directors or officers of the Company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid and made payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
25. To undertake financial and commercial obligations, transaction and operation of all kinds, in connection with the running business of the Company.
26. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, chargers, instruments and securities of any Company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contract or obligations as may be necessary for the purpose of the Company.
27. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patent, patents rights, brevets, inventions, trademarks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or of any information as to any invention, process or privilege which may seem necessary use for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences or privileges in respect of or the property, rights and information's so acquired.
28. To carry on the business as tourist agents, and contractors and to facilitate travelling and to provide for tourists and travelers and promote the provision of conveniences of all kinds in the way of or through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, enquiry bureau, libraries, lavatories, reading room, baggage transport and otherwise.
29. To set up steel furnaces and continuous casting and rolling mill plant or producing steel and alloy steel billets and all kinds and sizes of the re-rolled sections such as flats, angles, rounds, squares, hexagons, octagons, rails, joints, channels, strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shaftings and steel structures.

For SBC EXPORTS LTD.

  
Director

30. To carry on the businesses of manufactures, processors, importers, exporters of and dealers in all kinds of ferrous and non-ferrous material meant for any industrial or nonindustrial use and to carry on the business in cold or hot rolling, re-rolling, slitting, edge milling, sheeting, stamping, pressing, extruding, forging, drawing, flattening, straightening, heat treatment of all kinds of steel and such other metals or any other such strips, sheets, foils, tapes, wires, plates and any other such sections, shapes or forms of all kinds.
31. To carry on the business of mine owners, manufacturers, importers and exporters of traders and sellers in particulars china clay, ball clay, quartz, felspar, fire clay, gypsum, bauxite, granite, stalite, bentonite, silliminite, dolomite, magnetite, calcite, lime stone chrome, zirconium, graphite, manganese, red oxide, yellow ochre, lisselghure or other associate minerals and chemicals needed for manufacturing, producing and dealing in all ceramic products particularly pottery products and refractory products such as fire bricks, silica refractories, insulting refractories, magnetite refractories, fire cements and mortars, bricks, tiles, sewer pipes, drain pipes, lime, cement, artificial stones, glass and enamel products and such other products, articles and things made synthetically or made, composed or prepared, wholly or in part of any mineral or such other substance or substances thereof.
32. To carry on the business of manufacturers, processors and importers of and dealers in gases of all types meant for any industrial or non-industrial use.
33. To carry on the businesses of manufactures, processors and importers, exporter of and dealers in gas cylinders, graphite electrodes, welding rods and materials and all types of components, materials and things used in the same.
34. To carry on the business of suppliers of plant, machinery and equipment stores, tools, gadgets, devices, contraptions, instruments, spares and components and to develop, acquire, supply plans, drawing estimates, project reports and know-how for industries business, companies, service and public bodies and Government.
35. To carry on the business of running motor lorries, motor taxis, motor omnibuses and conveyances of all kinds and on such lines and routes as the Company may think fit and to transport passengers and goods and to the business of common carriers.
36. To carry on the business as brewers, distillers and manufacturers of and merchants and dealer in vinegar, acetic acid, glucose, wines, spirits, beers, porter, malt, hops, grain, meal, yeast, aerated water, carbonic acid gas, mustard pickles, sauces, condiments of all kinds, cold coffee preservers and all or any other such commodities and things related thereto.
37. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and such other perishable items of all types.
38. To carry on the business of manufacturers and dealers in tractors, automobiles, earthmoving equipments, internal combustion engines, boilers, locomotives and compressors.

For SBC EXPORTS LTD.

  
Director

39. To manufacture and/or deal in automobile parts, spare parts and components of machineries and to act as agents for manufacturers of various parts and components.
40. To cultivate, grow, produce or deal in any agriculture, vegetable or fruit products, and to carry on the businesses of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers of and dealers in com, hay and straw, seeds men, and nurserymen and to buy, sell manufacture and trade in any goods usually traded in any of the above businesses or any such other business as staple foods and medicinal preparations from milk, vegetable and animal products or any substitute for any of them associated with the farming interests.
41. To carry on the manufacture and sale of medicines and preparations and to carry on the business of manufactures, buyers and sellers of and dealers in all kinds of medicines and medical preparations and drugs and obtain patents for them.
42. To carry o the business of whole sale and retail in all kinds of merchandise such as textile yarn, steel, spices, dry fruits, chemicals, dye chemicals and grains.
43. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers in and distributors for petroleum companies, to run service station for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, and greases.
44. To carry on the business of manufacturers of and dealers in all types of rubber and plastic goods, particularly industrial rolls, rollers, sheets, belting and consumer goods, such as tyres, tubes and such allied products thereof chapels, shoes, toys, medical and surgical goods and all such other kinds of products related thereto.
45. To carry on the trade or business of manufacturers of ferro manganese, colliery proprietors, coke manufacturers, miners, smelters, engineers and tin plate makers in all their respective branches. To carry on the business of electrical engineers, electricians, contractors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, cables, wire lines, dry cells, accumulators, lamps, and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed and to manufacturer and deal in all apparatuses and things, required for the capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the term electricity all power that may be directly or indirectly derived there from or may be incidentally hereafter discovered in dealing with electricity.
46. To carry on the business of machinists, makers or machinery, manufacturers of pressed bowls, mechanical engineers, marine engineers, iron founders, brass bounders, iron and steel converters, metallurgists, smiths and iron masters, steel makers, blast furnace proprietors, repairers, boiler makers sand blast proprietors, consulting engineers, asbestos manufactures, spanners, annealers, enamellers electric and chromium platters, polishers, painters garage proprietors, blacksmiths, tin smith iron mongers, alloy makers, metal platters, wire weavers and to buy, sell

For SBC EXPORTS LTD.

  
Director

manufacture repair, alter, convert, let on hire and deal in plant, machinery tools, implements, utensils, rolling stock and hardware of all kinds.

47. To manufacture, buy and sell machinery, store engineering products of all kinds and description and to carry on the business of suppliers of and dealers in all types of machinery and in all products intended for use in foundry and treatment of metals.
48. To carry on the business of manufactures of or dealers in glass products such as sheet and plate glass wool and laboratory wares.
49. To carry on the business of manufactures of or dealers in textiles such as manmade fibers, cotton, silk, jute, woolen and synthetics.
50. To carry on the business of manufacturers of or dealers in industrial machinery of all types, including bearings, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery road rollers, bulldozers, dumpers, scrapers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines and their components.
51. To carry on the business as manufacturers, stockists, importers and exporters of and dealers in engineering drawing sets, builders, hardware steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools garage tools, hardware tools instruments, apparatus and other such machinery plants, equipment, articles, appliances, their component parts, accessories and allied things.
52. To carry on the business as manufacturers, stockists, exporters and importers of and dealers in bolts, nuts, nails, rivets, hinges, hooks and all other such hardware item of all types and descriptions.
53. To carry on the business as manufacturers, stockists, importers, exporters, repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switchboards, cookers, engines, presses, insulting materials and electrical plants, appliances and suppliers of every description.
54. *To carry on the business as manufacturers, stockists, importers and exporters of wearable and un wearable fabrics, high density polythene and polypropylene, woven sacks, tarpaulin of various qualities and types.*
55. To carry on the business as stockists, importers and exports of general goods, suppliers commission agents and clearing and forwarding agents.
56. To carry on the business as manufactures of or dealers in or as stockists, importers and exporters of bottles, jars, fib rite boxes, corrugated containers, aluminum foils of all types wooden drums, packing cases, rods, wires, ropes, strips conductors equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, furnaces, batteries and accumulators.
57. To procure or develop and supply technical know-how for the manufacture or processing of goods, materials or in the installation or erection of machinery or plant for such manufacture or processing or in the working of mines, oil, wells or other sources of mineral deposits or in search for or discovery or testing of mineral deposits or in carrying out any operations relating to agriculture, animal husbandry dairy or

For SBC EXPORTS LTD.

  
Director

poultry farming, forestry or fishing or rendering services in connection with the provision of such technical know-how.

58. To carry on the business of manufacturers and dealers in all kinds of packaging, packing requisites and cartons made of cardboard, strawboard, wool, glass or any other such material of all types metal, glass or plastic containers as also containers of any other such material related thereto.
59. To carry on the business of importers, exporters, stockists suppliers and manufacturers of and dealers in commercial, industrial and domestic plastics and plastic products of any nature, substance and form and or any raw material such as styrene, vinyl chloride, polyvinyl, polyethylene, high density polyethylene and its products polyesters, polycarbonates and polyether and epoxy resin and compositions, silicon resins and P.F., U.F. and such other thermoplastic molding compositions in prefabricated sections and shapes, cellulosic plastics and other thermosetting and thermoplastic materials (or synthetic or natural origin), colouring materials, plastic and resins materials and adhesive compositions.
60. To carry on the business of manufactures, importers and exports, traders and dealers in or otherwise engage in ceramic, refractory and plastic (such as PVC, PE bakelite, urea, formaldehyde and other such similar chemical compositions) products of all classes, such as fiber glass, glass wool, fire clay, refractor is, insulations cement of all types, glass, china wares, porcelain wares, earthen wares, stone wares, terracotta,. Plastic mounding and extrusion and all types of any such class such as crockery wares, table wares, glass wares, figures and statues, artificial teeth, electrical insulators, sanitary wares, glazed or unglazed tiles, laboratory, hospital and industrial requisites, sparking plugs, drainage and water supply pipes, refractory and insulation cements, bricks and other shapes and things and all other such types and kinds or any class or plastic, heavy clay and ceramic products.
61. To carry on the business of goldsmiths, silversmiths, jewelers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery and cutlery and their components and accessories and producing, acquiring, importing exporting and trading in metals, bullion, gold ornaments, silver, silver utensils, diamonds, precious stones, paintings, coins, manuscripts, curious, antiques and objects of art.
62. *To carry on the businesses of cotton spinners and doublers, flex hemp and jute spinners, linen and cloth manufacturers, flax hemp, jute and wool merchants, wool combers, worsted spinners, woolen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers and makers of vitriol, bleaching and dyeing materials.*
63. To carry on the business of manufacturers, processors, importers, exporters of and dealers in ceramics and refractories and allied articles of all types, categories, grades, standards and qualities.
64. To carry on the business of hotel, restaurant, café, tavern, beer, house, restaurant room, boarding and lodging house keepers, licensed victuallers, wine beer and spirit merchants, molesters, manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, generally coach, cab, carriage and motorcar proprietors, livery, stable and garage keepers, job masters, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, laundries, reading, writing and

For SBC EXPORTS LTD.

  
Director

newspaper ROMs, libraries., grounds and places of amusements and recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, road air and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and to provide services and facilities of all kinds on a commercial basis that may be required for the tourist and entertainment industry.

65. To carry on the businesses of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircrafts, ships, tugs, barrage and boats of every description, lighter men, carriers of goods and passengers by road, rail water or air, Carmen, cartage, contractors, stevedores, wharfingers, cargo superintendents, packers, haulers, warehousemen, store-keepers and job masters.
66. To organize, run, maintain, operate, promote the business of interior decorators furniture and carpet designers and manufacturers, boutiques, operators of fashion centers, fashion shows and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery whether artificial or otherwise and articles wherein precious stones may be used, in textiles fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorators.
67. To establish experimental farms and research stations anywhere in India for conducting experiments, test and research for developing better qualities, food grains and agricultural products and for developing milch strain in cattle by gross breeding or otherwise and increasing egg laying capacity in poultry and also for finding other such ways and means of improving such other agricultural crops, produce, seeds, fodder crops and cattle feed of all kinds.
68. To carry on the business as general, Commercial, colour craft and process printers, lithographers, photographers, engravers, die-makers, publishers of newspapers, books, magazines, art and musical production, plan and chart printer, press and advertising agents contractors, ink, dye, colour and chemical manufacturers, manufacturers of metal and other signs and manufacturers of and dealers of containers an components and machinery and manufacturers of and dealers in printing machinery, type and all printers supplies, book binders and stationers and dealers in all kind of suppliers and equipment for mercantile and such other uses thereof.
69. To carry on the business of manufacturers of and dealers in all kinds and classes of paper and pulp such as sulphate and sulphate wood pulp, mechanical pulp and soda pulp and papers such as transparent, vellum writing, printing, glazed, absorbent, news printing, wrapping, tissue cover, blotting, filter, bank or bond, badami, brown, buff of coloured, lined, azure laid, grass or water proof, hand made parchment, drawing, craft, carbon, envelope and box and straw duplex and triplex boards and all kinds of articles in the manufacture of which in any form of pulp, paper or board is used.
70. To promote, establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacture of materials in such for use in industries or businesses such as wax paper, bakelite, plywood, celluloid, products, chemicals of all sorts and such other articles or things and similar or allied products or process thereof and to sell purchase or otherwise acquire or deal in materials or thing in connection with such trade, industry or manufacture.

For SBC EXPORTS LTD.

  
Director



71. To carry on the business of providing comparative information about the characteristics interest of other attributes of individuals, communities, organizations, countries of other social units and of any articles or commodities or economic trends of persons whatsoever, to design invent, prepare, own make use of lease, or otherwise dispose off and deal in and with computers, data processing machines, tapes, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with this business to licence or otherwise authorize others to enlarge in the foregoing and to engage in general research and development in areas related to or involving the foregoing.
72. To carry on development and research work and to manufacture, calcine, refine, process import, export, buy, sell and deal in petroleum coke and coal tar, anthracite coal and to draw out manufacture and deal in coal tar, can lion products and other such by products as may be possible and to utilize waste gases for industrial uses and purposes.
73. To carry on the business of manufactures, processors, importers, exports and dealers in pesticides and allied articles of all types, categories, grades, standards and qualities.
74. To carry on the business of advertising, contractors and agents to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional companies of every nature, to acquire and provide promotional requisites of every kind and description.
75. To carry on the business as auctioneers, house agents, land and estate agents, appraisers, valuers, brokers, commission agents, surveyors and general agents and to purchase or otherwise acquire and to sell, let or otherwise dispose of and deal in real and property of every description.
76. To carry on the business of manufacturers of and dealers and workers in cement, lime plasters, whiting, clay gravel, sand minerals, earth, coke fuel, artificial stone and builders, requisites and conveniences of all kinds and of engineers, ship, barge, lighter and truck owners, quarry owners, builders, general contractors and carriers.
77. To carry on the business whether together or separately of proprietors, managers and renters of cinemas, theatres, music halls, concert and dance halls, discotheques and studios, recording studios and radio and televisions studios.
78. To carry on the business of exhibiting cinematograph films and of organizing the production, management and performance of plays, drams, comedies, operas, burlesques, pantomimes, revues, musical and such other places, ballets, show, radio and television entertainments, sonnet lumiere and such other amusements and entertainments of every kind and or organizing, managing and holding concerts, recording sessions and dances.
79. To carry on the business of film producers, film renters, film hirers and distributors.
80. To purchase, hire or otherwise acquire any photographic, recording and such other apparatus in connection with cinematograph shows and exhibitions and radio and television entertainments and to manufacture films and such other appliances and

For SBC EXPORTS LTD.

  
Director

machines in connecting with mechanical or electrical representation or transmission of pictures, music and radio.

81. To carry on the business as proprietors of clubs, gaming rooms card rooms and billiard rooms and generally as amusement, caterers and organizers, promoters, providers and managers of all kinds of entertainments, amusements, recreations games, sports, competitions and pastimes, licensed victuallers, restaurant and refreshment room proprietors and to deal in food, drink and refreshments, wine and spirit dealers, printer, publishers magazine and periodical proprietors and sellers.
82. To carry on the business of railway automobiles or such other wagon or coach builders, carriage, car, cart and wagon or such other vehicle builders, iron founders, mechanical engineers and manufacturers of implements and machinery, iron and brass founders metal workers, boiler makers, mill wrights, machinists, smiths, wood workers, builders painters, engineers and gas makers.
83. To carry on the business as manufacturers and dealers in and seller of all or any type of electronic components, raw materials and equipments, audio products, electronic calculators digital products, micro processor based system minicomputers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipments.
84. To engage, provide and employ or to act as agents in the engaging, providing and employing of artists, actors, singers, dancers, variety performers, sportsmen, lecturers, Instructors entertainers and any other such persons or companies for the production transmission representation and performance or film plays, stage plays, operas, burlesques, vaudeviller, pantomimes, ballets concerts, exhibitions, sports, entertainments performances and amusements of any kind.
85. To employ persons to write, Compose, adopt or arrange pays, cinematograph and moving pictures, [plays sketches, songs, music, dances and any such other theatrical, musical or variety compositions and to enter into agreements with authors, composers and lyric writers or such other persons for the dramatic or such other rights of operas stage plays operettas, revues, burlesques, vaudevilles, ballets, pantomimes spectacular pieces, musical compositions, cinematograph and moving pictures, plays, scenarios and such other musical and dramatic performances and entertainments or for the representation thereof in any part of the world.
86. To carry on the business of garage proprietors and of a service station for motor vehicles of all kinds.
87. Subject to the approval of RBI under the RBI Act 1934 as amended by RBI (Amendment) Act, 1997, to finance or assist in financing the sale of goods, articles of commodities of all and every kind or description by way of hire purchase or deferred payment or similar transactions and to institute, enter into, carry on, subsidise, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms to acquire and discount hire purchase or such other agreements or any rights there under (whether proprietary or contractual).
88. Subject to the approval of RBI under RBI Act, 1934 as amended by RBI (Amended Act, 1997, to carry on the business of advisers on problems relating to the

For SBC EXPORTS LTD.

  
Director

administration and organization of industry and business and the training of personnel for industry and business and to carry on the business of industrial business and personnel consultants and to advise upon the means and methods for extending, enveloping and improving all types of business or industries and all systems or processes relating to the productions, storage distribution, making and sale of goods and/or relating to the rendering of services.

89. To start, acquire, print, publish and circulate or otherwise deal with any newspaper or newspapers or such other publications of all types and to carry on the business of newspaper proprietors and general publishers.
90. To carry on the business as business consultants, market research consultant business transfer agents, valuers and estate agents and to act as intermediaries in the introduction of sellers, purchases, partners and employees.
91. To carry on the business as suppliers of trained sales staff for temporary or permanent employment and to establish and maintain an employment agency.
92. To acquire whether by purchase, lease, exchange or otherwise office premises and accommodation for the purpose of leasing the same or making the same available to any person, from or Company.
93. To conduct, hire, purchase or otherwise acquire and work on ships and vessels of any class and to establish and maintain lines or regular services of ships or other vessels and to carry on the business of ship owners and to enter into contracts for the carriage of mails, passengers, goods and cattle by any means and either by its own vessels and such other forms of transportation of all types or by or over the vessels and modes of transportation of others.
94. To acquire concessions or licences for the establishment and working of lines of ship or other vessels between any parts of the world or for the formation or working of any railway or tramway, wharf, pier, dock or such other works or for the working of any coaches or their such public conveyances with the subsidy attached to any such concession or licence or otherwise.
95. To purchase, otherwise acquire and to carry on the business or businesses of steamship owners, ship owners, smack owners, trawlers, deep-sea fishers, fishers, fish curers, fish salesmen, wholesale and retail fish merchants, wholesale and retail game and poultry merchants, ice manufacturers, cold storage keepers, warehousemen, cod-liver oil manufacturers, oil merchants and refiners, utilisers of fish refuse, manure manufactures, anchor and chain makers, wire roper makers, rope makers, mast and block makers, ship chandeliers, marine store keepers, compass and nautical instrument makers, marine engineers, engineers, dry-dock keepers, ship keepers, boat builders, ship and boat repairers, ship and boat out fitters, ship breakers, ship agents, salvors, wreck remover, wreck raisers, divers, auctioneers, valuers, assessors, stevedores, wharfingers, carriers and forwarding agents.
96. (a) To undertake, carry out, promote and sponsor rural development, agricultural development and scientific research programmes and to assist execution and promotion of such programmes, sponsored by any such other institution, organization, trust or association either directly, or through any agency by

For SBC EXPORTS LTD.

  
Director

contributing participating, and/or donating in cash or in kind as approved by the Central Government or State Government or any other such appropriate authority related thereto.

(b) To obtain the necessary approval from the prescribed authority under the income tax Act, 1961 or any other law for the time being in force in India or abroad and also to accept donation, grant law for the time being in force in India or abroad and also to accept donation, grant, aid and or contribution in cash or in kind from any person, association, institution, co-operative society, companies and Central or State Governments towards such programmes.

97. To carry on in India or abroad activities as contractor, builders and developers of building and farm lands, Hotels and Motels, Guesthouse Roads, highways aircraft runway siding.

98. To manufacture, develop, import, export, buy, sell and deal in medicines, drugs, pharmaceuticals, intermediates, basic drugs, medicinal preparations, formulations, and preparations and deal in surgical instruments X-Ray equipments, MRI Cat Scanners, blood testing equipments and all other such hospital and medical equipments.

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

**V. The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 40,00,00,000 (Forty Crores) Equity Shares of Re. 1/- (Rupee One only) each.**

For SBC EXPORTS LTD.

  
Director

VI We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:—

Sl. No.	Name, address, description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of subscriber	Signature of witness with address, description and occupation
1.	Govind Ji Gupta S/o Dheerendra Kumar Gupta R/o Badli Katra Mirzapur, Uttar Pradesh-231001 Business	40000 (Forty Thousand) Equity Shares Only.	Govindji Gupta	I hereby witness the signature of all the subscribers  Rajesh Kr. CA. RAJESH KUMAR S/o Late S.L. Ranjit Pd. Choudhary D-248/10, 108 ABHISHEK BUSINESS CENTRE Laxmi Nagar, Delhi-110092 Membership No- 506726
2.	Deepika Gupta D/o Shyam Musari Gupta R/o. Badli Katra Mirzapur, U.P.-231001 Business	20,000 (Twenty thousand Equity Shares)	Deepika	
3.	Sandeep Kumar Gupta S/o Dheerendra Kumar Gupta R/o - Badli Katra, Mirzapur, Uttar Pradesh - 231001 BUSINESS	20,000 (Twenty thousand) Equity Shares only	Sandeep	
4.	Sarika Gupta D/o Chandra Shekhar Gupta R/o Badli Katra, Mirzapur Uttar Pradesh - 231001 Business	5000 (Five thousand) Equity Shares only	Sarika	
5.	DHEERENDRA KUMAR GUPTA S/O GANESH PRASAD GUPTA R/O BADLI KATRA MIRZAPUR U.P - 231001 BUSINESS	10,000 (TEN THOUSAND) EQUITY SHARES ONLY	Dheerendra	
	TOTAL	95,000 (NINETY FIVE THOUSAND)		

Dated: 28-12-2010  
Place: DELHI

C.F to Next Page

For SBC EXPORTS LTD.

Govindji Gupta  
Director

Sl. No	Name, address, description and occupation of each subscriber	No. of equity shares taken by each subscribers	Signature of subscriber	Signature of witness with address, description and occupation
6.	G AURAV GUPTA S/o SODESHWAR KUMAR GUPTA R/o BADLI KATRA MIRZAPUR U. P. - 231001 BUSINESS.	95,000 2500 (Two THOUSAND FIVE HUNDRE D EQUITY SHARES)	<i>Gaurav</i>	
7.	SODESHWAR KUMAR GUPTA S/o GANESH PRASAD GUPTA R/o BADLI KATRA MIRZAPUR UTTAR PRADESH - 231001 BUSINESS	2500 (TWO THOUSAND FIVE HUND RED) EQUITY SHARES ONLY	<i>S. Gupta</i>	
	TOTAL	1,00,000 (ONE LAC Equity Shares)		

I hereby witness the Signature of all the subscribers

*Rajesh Kr.*

CA. RAJESH KUMAR  
S/o Late S. Ranjit Pat. Choudhary  
D-246/10, 108 Abhishek Business Centre  
Laxmi Nagar, Delhi-110092  
Mem. No - 526726

*Rajesh Kr.*

Dated: 28-12-2010  
Place: DELHI

For SBC EXPORTS LTD.  
*Govindji Gupta*  
Director

**THE COMPANIES ACT, 2013**

A COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION**

**OF**

**SBC EXPORTS LIMITED**

*The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at extra-ordinary general meeting of the Company held on 18th August, 2018 in substitution for, and to the entire exclusion of the earlier regulations comprised in the extant Articles of Association of the Company.*

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

### **Table 'F' not to apply**

1. The regulations contained in Table 'F', in the Schedule to the Companies Act, 2013 or in the Schedule, to any previous Companies Act, shall apply to the Company, only in so far as the same are not provided for or are not inconsistent with these Articles.

The regulations for the management of the Company and for the observance of the members thereof and their representatives and to any exercise of the Statutory Powers of the Company in reference to the repeal or alteration of addition or deletion to its regulations in the manner prescribed under Companies Act, 2013, shall be such as are contained in these articles from time to time.

### **INTERPRETATION**

- 2 (1) In these Articles –

- i. "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.
  - ii. "**Company**" shall mean **SBC EXPORTS LIMITED**.
  - iii. "**Auditors**" shall mean and includes those persons appointed as such for the time being by the Company.
  - iv. "**Board**" or "**Board of Directors**" shall mean the Board of Directors of the Company.
  - v. "**Branch Office**", in relation to a company, means any establishment described as such by the company;
  - vi. "**Employees' stock option**" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price;
  - vii. "Seal" or "the seal" means the common seal of the company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

For SBC EXPORTS LTD.

  
Director



## SHARE CAPITAL AND VARIATION OF RIGHTS

2. The Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association and with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being in several classes privileges or any conditions as may be determined in such a manner as they for the time being be provided by the regulations of the Company and sub divide the shares and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being subject to the provisions of the Act, be provided by the regulations of the Company. Share Capital
3. Subject to the provisions of the Act and these Articles, the shares shall be in the capital of the company shall be under the control of the Board, who may allot or otherwise dispose of the same or any of them to such persons, in such proportion, and on such terms and conditions, and at such time as the Directors think fit and with power to issue any shares as fully paid up in consideration of services rendered to the Company in its formation or otherwise, provided that where the Board decides to increase the issue capital of the Company by the issue of further shares, the provisions of the Act will be complied with. Provided further that the option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting. Shares to be under the control of the Board
4. The Share Capital of the Company shall be of two kinds, namely:
  - a. equity share capital—
    - i. with voting rights; or
    - ii. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
  - b. Preference share capitalKinds of Share Capital
5. Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the capital of the Company as payment or part payment for any property or assets of any kind whatsoever, sold or to be sold or transferred or to be transferred or goods or machinery supplied or to be supplied or for service rendered or to be rendered or for technical assistance or know-how made or to be made available to the Company for the conduct of its business and shares which may be so allotted, may be issued as fully or partly paid-up, otherwise than in cash and if so issued, shall be deemed to be fully or partly paid as the case may be. Allotment otherwise than for cash
6.
  - a. No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption; Provisions for Preference shares

For SBC EXPORTS LTD.

  
Director

- b. No such shares shall be redeemed unless they are fully paid;
  - c. The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed;
  - d. Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "Capital Redemption Reserve Account" and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;
  - e. The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;
  - f. The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and
  - g. Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar of Companies as required by Section 64 of the Act.
7. The Company shall have power to issue Securities at a premium and shall duly comply with the provision of Sections 52 of the said Act. Issue of Securities at premium
8. The Share capital may be divided into different class 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, 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 that class, as prescribed by the Act. Variation of Member's Right
9. The provisions of these articles relating to issue of certificates shall mutatis mutandis apply to debentures of the company. Provisions relating to issue of certificates also apply to debentures
10. The Company shall comply with the provisions of Section 62 and other applicable rules of the Act with regard to increasing the subscribed capital of the Company. Further issue of Capital

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

11. The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed such percentage of the price of shares / debentures as may be statutorily permitted. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Power to pay  
Commission

### Share Certificate

12. A certificate, issued under the common seal of the Company, specifying the shares held by any person, shall be prima facie evidence of the title of the person to such shares and a share held in depository form, the record of the depository is the prima facie evidence of the interest of the beneficial owner.
13. Every person whose name is entered as a member in the register of member shall be entitled to receive without payment within statutorily prescribed period from the date of application, application for registration of transfer or transmission of share or debentures-
- a. One certificate for all his shares without payment of any charge;
  - b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
14. Every Certificate shall be under the seal and specify the shares to which it relates and the amount paid thereon.
15. The Company shall be entitled to dematerialise its shares of any class, debentures and other securities pursuant to the Depositories Act, 1996, and to offer its shares, debentures and other securities for issue in dematerialised form.
16. All the shares in the capital of the company, other than those hold in dematerialised form, shall be numbered consecutively.
17. In respect of any share(s) held jointly by several persons, the company shall not be bound to issue more than one certificate and the delivery of a certificate for the share(s) to one of several joint-holders shall be sufficient delivery to all such holders.

Certificate

Issue of Share  
Certificates

Certificate to bear  
common seal

Dematerialisation of  
Shares

Shares to be  
numbered  
consecutively

Issue of Share  
Certificates in case  
of Joint holders

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

18. 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. If any certificate is lost or destroyed, the Company may, upon such evidence and proof of such loss or destruction and on execution of such indemnity as the company may deem adequate, a new certificate in lieu thereof shall be issued on payment of twenty rupees for each certificate. Issue of duplicate share certificate
19. The company, at the request, may issue two or more fresh share certificates in lieu of an existing share certificate bearing the same distinctive numbers, and consolidate the share comprised in two or more share certificates or in such separate lots as he may desire into one certificate, upon production and surrender of the existing share certificates by any person whether the registered holder of the share or not being in possession of any share certificate in the name of the person or persons in whose name the original certificate stood and the new certificates so issued shall be delivered to the person who surrendered the original certificates or to his order. Split/Consolidation of Share Certificates
20. All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a Resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board. Blank Share Certificates

#### Lien

- 21.
- a. the company shall have a first and paramount lien upon all Shares/debenture (not being a fully paid share/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a time fixed in respect of such shares/debentures and no equitable interest in any shares shall be created except on the footing and condition that this Article will have full effect. And such dividend shall extend to all dividends and bonuses from time to time declared in all respect of such shares/debentures. Unless otherwise agreed, the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien, if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provision of this clause. Company's lien on shares and disposal of shares thereof
- b. 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—

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

- i. unless a sum in respect of which the lien exists is presently payable; or
  - ii. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- c. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
  - d. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **Forfeiture of Shares**

- 22.
- a. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, which may have accrued; Forfeiture of non payment of calls
  - b. the notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited;
  - c. 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.
- 23.
- a. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit; Disposal of Forfeited Shares
  - b. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit;

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

- c. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares;
  - d. The liability of such person shall however cease if and when the company has received payment in full of all such monies in respect of the share.
- 24.
- a. 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; Title of the transferee of forfeited shares
  - b. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
  - c. The transferee shall thereupon be registered as the holder of the share;
  - d. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share;
25. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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. Provisions relating to forfeiture to apply in case of non-payment

### Calls on Shares

- 26.
- a. 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; Calls on shares and calls in advance
  - b. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed, and may be required to be paid by installments;
  - c. 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

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

the time or times and place so specified, the amount called on his shares;

- d. A call may be revoked or postponed at the discretion of the Board.
  - e. Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.
- 27.
- a. 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 sums is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate, as the Board may determine; Interest on calls not paid
  - b. The Board shall be at liberty to waive payment of any such interest wholly or in part;
28. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. Liability of Joint Holders
- 29.
- a. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable; Sums payable deemed to be calls
  - b. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
30. 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 Calls in advance may carry interest
  - b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### Transfer of Shares

31. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The Transferor shall be deemed Transfer of Shares

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

to remain a holder of the share until name of the transferee is entered in the register of members in respect thereof.

32. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by a Director or Secretary of the Company or by some other person for the time being duly authorised by the Board of Directors in that behalf. In case any transferee of share applies for a new certificate in lieu of the old or existing certificate, he shall be entitled to receive a new certificate upon his delivering up to be cancelled every old or existing certificate which is to be replaced by a new one. Transfer Endorsement
33. Subject to the provisions of the Act or any other law for the time being in force, the Board may, at their absolute discretion, decline to register transfer of any share whether fully paid or not to a person of whom they do not approve or on which the company has a lien. Board may refuse to register a transfer
34. The Board may decline to recognise an instrument of transfer unless: -  
a. the instrument of transfer is duly executed and is in the form prescribed in the rules made under the Act. Board may decline to recognize instrument of transfer  
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  
c. the instrument of transfer is in respect of only one class of shares.
35. On giving not less than seven days' previous notice in accordance with the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year. Suspension of registration of transfers
36. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the company. Provisions relating to transfer of shares to apply for Debentures

### Transmission of Shares

37.  
a. 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. Persons recognized as having title to shares
- b. 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

For SBC EXPORTS LTD.

  
Director



with other persons.

38.

- a. 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 –
- i. to be registered himself as holder of the share; or
- ii. to make such transfer of the share as the deceased or insolvent member could have made.
- b. 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.
- Rights of the Board with respect to transmission

39. The Company, Directors and its officers 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.

Indemnity to the Company

40.

- a. 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.
- b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- c. 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.
- Right to elect as a holder of share

41. 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.

Entitlement of the Claimant

42. Except as ordered by a Court of competent jurisdiction or as by law required, the

For SBC EXPORTS LTD.

Govindji Gupta  
Director

Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of share in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not he shall have express or implied notice thereof.

Registered owner to be the absolute owner

43. The provisions of these Articles relating to transmission of shares by operation of law shall mutatis mutandis apply to any other securities including debentures of the company.

Provisions relating to transmission of shares to apply for Debentures

### Shares held in Depository

44.

- a. Except as specifically provided in these articles, the provisions relating to jointholder of shares, calls, lien on shares, forfeiture of shares, transfer and transmission of shares and voting at meeting shall be applicable to shares held in a depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act, 1996 or any other law for the time being in force.
- b. In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 or any other law for the time being in force shall apply.
- c. A Register and an index of beneficial owners in the manner prescribed in the Act maintained by a depository under the provisions of the Depositories Act, 1996 or any other law for the time being in force shall be deemed to be a register of members, index of members and register and index of debentureholders, as the case may be, for the purpose of the Act.

Shares held in Depository

### Alteration of Capital

45.

- a. 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.
- b. Subject to the Provisions of Section 61 of the Act, the company may, by ordinary resolution,-
- i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

Power to alter the share capital

For SBC EXPORTS LTD.

  
Director

- ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

46. Where shares are converted into stock,—

- a. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;
- b. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
- c. Such of the 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.

Conversion of  
Shares into Stock

47. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law –

- a. its share capital;
- b. any capital redemption reserve account; or
- c. any share premium account.

Reduction in share  
capital

#### **Capitalisation of Profits**

48.

- a. The company in general meeting may, upon the recommendation of the Board, resolve —

Capitalisation

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

- i. 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
  - ii. that such sum be accordingly set free for distribution in the manner specified in clause (b) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Article (45) either in or towards –
- i. paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - ii. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - iii. partly in the manner specified in sub clause (i) and partly in the manner specified in sub clause (ii).
- c. ***The Company may, in terms of Section 63 of the Act, issue fully paid-up bonus Shares to its Members, in any manner whatsoever, out of (i) its free reserves, (ii) the Share premium account, or, (iii) the Capital Redemption Reserve Account. Provided that no issue of bonus Shares shall be made by capitalizing reserves created by revaluation of assets.***

49.

- a. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; Application of Securities Premium Account and Capital Redemption Reserve
- b. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

50.

- a. Whenever such a resolution as aforesaid shall have been passed, the Board shall – Board Power
  - i. 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
  - ii. generally do all acts and things required to give effect thereto.

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

- b. The Board shall have power —
  - i. 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
  - ii. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- c. Any agreement made under such authority shall be effective and binding on such members.

#### **Buyback of Shares**

- 51.
  - a. Notwithstanding anything contained in these articles but subject to the provisions of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities. The Company shall also have the power to re-issue the shares so bought back. Buyback of Shares
  - b. Except as provided by the Act, the Company shall not, except by reduction of capital under the provision of Sections 66 or Section 242 of the said Act, buy its own shares nor give, whether directly or indirectly, and whether by means of a loan, guarantee, provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person or for any shares in the Company or in its holding company. Company not to give financial assistance for purchase of its own shares

#### **General Meetings**

- 52.
  - a. All general meetings other than annual general meeting shall be called extraordinary general meeting. General Meetings
  - b. The Board may, whenever it thinks fit, call an extraordinary general meeting.
- 53. No Business shall be transacted at any general meeting unless a quorum of Quorum of General

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

- |  |                                  |
|--|----------------------------------|
| members is present at the time when the meeting proceeds to business. The quorum for any general meeting shall be as provided in the Act.  | Meeting                          |
| 54. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.  | Election of Chairperson          |
| 55. When the Chair is vacant, no business shall be transacted or discussed at any general meeting except the election of chairperson.  | When Chair is Vacant             |
| 56. 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.  | Directors to elect a Chairperson |
| 57. If at any meeting no director is willing to act as Chairperson or if no director is present within thirty minutes or such other extended time the Act for the time being in force may provide, after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting. | Members to elect a Chairperson   |
| 58. The Chairperson shall have a second or casting vote (in addition to the vote or votes which he may be entitled as a member) on any business at any general meeting, in case of equality of votes, whether on show of hands or electronically or on a poll.   | Casting vote of Chairman         |

**Minutes of General Meetings**

- |  |   |
|--|---|
| 59. 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 a manner as may be prescribed in the Act and Rules made thereunder and kept by making within 30 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. | Minutes of General Meeting and Resolution passed by postal ballot |
| 60. The Chairperson of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person or irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.  | Chairperson's power to exclude certain matters in minutes         |
| 61. The Chairperson Shall exercise on absolute discretion in regard to inclusion or non-inclusion of any matter in the minutes on the grounds specified in aforesaid clause.   | Discretion of Chairperson in relation to Minutes                  |

**Adjournment of Meeting**

- |   |                                     |
|---|-------------------------------------|
| 62.   |                                     |
| a. 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 | Chairperson may adjourn the meeting |

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

meeting from time to time and from place to place;

- b. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Business to be transacted at Adjourned Meeting

### Proceedings at General Meeting

- 63.
- a. 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; Notice of Adjourned Meeting
- b. 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. Notice of Adjourned Meeting not Required

### Conduct & Responsibilities of Shareholders attending General Meetings

64. While attempting to exercise the rights as a shareholder, a shareholder shall keep the order and maintain the decorum of the meeting throughout the entire venue of the meeting. The Shareholders shall be duly informed by the Company about the nature of conduct expected from them during their presence at the venue of any general meeting as specified in the permission / approval received from the law enforcement authorities for convening the meeting, by conspicuously displaying at the venue of the general meeting, such terms and conditions subject to which such permission / approval is granted by the law enforcement authorities. Conduct of responsibilities of Shareholders attending general meeting

### Voting Rights

65. 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 or on electronic voting, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company. Voting on show of hands/poll
66. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once. A member who has already voted by electronic means shall not be entitled to vote on the same business again in any other manner whether on a poll or otherwise. Voting through electronic means
- 67.
- a. 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; Vote of joint holders

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director

- b. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 68.
- a. If any member is a minor, the vote in respect of his shares shall be exercised by his guardian or any one of his guardians; Voting by a Minor or a member of unsound mind
- b. 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.
69. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. Demand on Poll
70. 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. Restrictions on voting if calls are unpaid
- 71.
- a. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes; Restrictions on voting
- b. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
- Proxy**
72. 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 (whether a member or not) as a proxy on his behalf, for that meeting. Members may vote in person or through proxy
73. 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. Time period for depositing proxy Form
74. An instrument appointing a proxy shall be in the form as prescribed in the Act/Rules. Form of Proxy
75. 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, Validity of Proxy form notwithstanding in

For SBC EXPORTS LTD.

*Govindji Gupta*  
Director



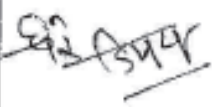
or the transfer of the shares in respect of which the proxy is given:

the death of  
principle

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

For SBC EXPORTS LTD.



*Govindji Gupta*  
Director

Sl. No.	Names, addresses, occupation and description of subscriber	Signature of subscribers	Signature of witness with address, description and occupation
1.	Govind Ji Gupta S/o Dheerendra Kumar Gupta R/o Badli Katra, Mirzapur, Uttar Pradesh 231001 (Business)	Govindji Gupta	<p>I hereby witness the signature of all the subscribers</p> <p>Rajesh Kr.</p> <p>CA. RAJESH KUMAR</p> <p>S/o Late S. Ranjit Pd. Chaudhary D-248/10, 108 Abhiram Business Centre Laxmi Nagar, Delhi - 110092 Membership No. - 506726</p> <p>Rajesh Kr.</p>
2.	Deepika Gupta D/o Shyam Murari Gupta R/o Badli, Katra Mirzapur, U.P. - 231001 Business.	Deepika	
3.	Sandeep Kumar Gupta S/o Dheerendra Kumar Gupta R/o Badli Katra, Mirzapur, Uttar Pradesh - 231001 BUSINESS	Kumar	
4.	Sarika Gupta D/o Chandra Shekhar Gupta R/o Badli Katra, Mirzapur Uttar Pradesh - 231001 Business	Sarika	
5.	DHEERENDRA KUMAR GUPTA S/O GANESH PRASAD GUPTA R/O BADLI KATRA, MIRZAPUR, U.P-231001 BUSINESS		

Dated: 28-12-2010  
Place: DELHI

For SBC EXPORTS LTD.

Govindji Gupta  
Director

Sl. No.	Names, addresses, occupation and description of subscriber	Signature of subscribers	Signature of witness with address, description and occupation
6.	GAURAV GUPTA S/o SUDESHWAR KUMAR GUPTA No BADLI, KATRA MIRZAPUR U. P. - 231001 BUSINESS.		
7.	SUDESHWAR KUMAR GUPTA S/o GANESH PRASAD GUPTA R/o BADLI KATRA MIRZAPUR UTTAR PRADESH - 231001 BUSINESS		<p data-bbox="906 556 950 1417">I hereby witness the Signature of all the Subscribers</p> <p data-bbox="966 955 1031 1102">Rajesh Kr</p> <p data-bbox="1039 850 1079 1239">CA. RAJESH KUMAR</p> <p data-bbox="1096 724 1144 1270">S/o Late Sh. Ranjit Pd. Choudhary</p> <p data-bbox="1153 598 1193 1228">D-248/10, 10B Abhishek Business Centre</p> <p data-bbox="1201 724 1242 1218">Laxmi Nagar, Delhi - 110092</p> <p data-bbox="1250 787 1291 1207">New Delhi - 110092</p>

Dated: 28-12-2010  
Place: DELHI

For SBC EXPORTS LTD.

  
Director