



Domestic Appliances

NOTICE OF EXTRA – ORDINARY GENERAL MEETING

To
All the shareholders of
PHILIPS DOMESTIC APPLIANCES INDIA LIMITED

Notice is hereby given that an Extraordinary General Meeting of Members of the Company will be held on **Tuesday, the 23rd May 2023 at 11:00 a.m.** via Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the provisions as contained in General Circular 14/2020 and General Circular 11/2022, issued by the Ministry of Corporate Affairs to consider and transact the following business.

As a Special Business:

To consider and pass with or without modification following resolutions as **special resolutions:**

1. CHANGE IN NAME OF THE COMPANY & ALTERATION TO NAME CLAUSE OF MEMORANDUM OF ASSOCIATION

“RESOLVED THAT pursuant to section 13 of the Companies Act 2013 (as amended or re-enacted from time to time) and such other applicable provisions of the Companies Act, 2013 and subject to approval of the Ministry of Corporate Affairs, the consent of the members of the Company be and is hereby accorded for changing the name of the company from existing **Philips Domestic Appliances India Limited to Versuni India Home Solutions Limited.**”

“RESOLVED FURTHER THAT pursuant to section 13 of the Companies Act 2013 (as amended or re-enacted from time to time), the Name clause of Memorandum of Association of Company be and is hereby altered by substituting the same with the following:

I. The name of the Company is **Versuni India Home Solutions Limited.**”

“RESOLVED FURTHER THAT pursuant to rule no 29 of the Companies (Incorporation) Rules 2014 and rule no 24 of the Companies (Management and Administration) Rules 2014, any one of the Directors of the Company be and is hereby authorized to sign the necessary documents, papers, application etc. as may be required in the aforesaid regard and to file Form no INC-24 and MGT-14 along with such fees as prescribed under the Companies (Registration Offices and Fees) Rules 2014 with the Registrar of Companies and to do all acts, deeds, matters and things which may deem necessary, proper or desirable for the purpose of giving effect to this resolution.”

Philips Domestic Appliances India Limited

CIN No : U29308WB2020PLC238116

4th Floor, Unit No 401, Tower 3, Worldmark, Maidawas Road, Sector 65, Gurgaon, Haryana - 122018, India.

Tel: + 91 124 4606004 , www.philips.com

Registered Office: 3rd Floor, Tower A, DLF IT Park, 08 Block AF, Major Arterial Road, New Town (Rajarhat), Kolkata, West Bengal- 700156, India.

2. ALTERATION TO NAME CLAUSE OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

“RESOLVED THAT pursuant to section 14 of the Companies Act 2013 (as amended or re-enacted from time to time) and such other applicable provisions of the Companies Act, 2013 and subject to approval of the Ministry of Corporate Affairs, the Name of the Company as appearing in the Articles of Association of Company be and is hereby changed from existing **Philips Domestic Appliances India Limited to Versuni India Home Solutions Limited”**.

“RESOLVED FURTHER THAT pursuant to rule no 29 of the Companies (Incorporation) Rules 2014 and rule no 24 of the Companies (Management and Administration) Rules 2014, any one of the Directors of the Company be and is hereby authorized to sign the necessary documents, papers, application etc. as may be required in the aforesaid regard and to file Form no INC-24 and MGT-14 along with such fees as prescribed under the Companies (Registration Offices and Fees) Rules 2014 with the Registrar of Companies and to do all acts, deeds, matters and things which may deem necessary, proper or desirable for the purpose of giving effect to this resolution.”

For **PHILIPS DOMESTIC APPLIANCES INDIA LIMITED**

SD/-

Aruna Arulsingh
(Director & Company Secretary)

DIN- 09832544

Address – Unit No-401, 4th Floor, Wordmark, Tower 3,
Maidwas Road, Sector 65, Gurgaon, Haryana- 122018

Date: 25 April 2023

Place: Gurgaon

NOTES:

1. The Ministry of Corporate Affairs (MCA) has vide its General Circular 14/2020 and General Circular 11/2022 permitted for holding General Meetings through Video Conferencing and Other Audio Visual Means, without the physical presence of the members at a common venue. Hence, in compliance with the MCA circulars, the meeting is convened through VC/ OAVM.
2. Since this meeting is being held through VC/ OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available and as such proxy form and attendance slip are not annexed to this notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization, authorizing its representative to attend the meeting through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to asimsecy@gmail.com with a copy marked to evoting@kfintech.com and Aruna.A@versuni.com
4. Link to join the meeting via VC/ OAVM is <https://emeetings.kfintech.com/>
5. An explanatory statement pursuant to 102(2) of the Companies Act, 2013 is annexed hereto.
6. VOTING THROUGH ELECTRONIC MEANS: The Company has availed the services of KFin Technologies Limited (Formerly known as KFin Technologies Private Limited)(KFIN), for providing the remote e-voting platform to the members of the Company. The Instructions for e-voting are annexed to this notice at the end.
7. The Company has appointed Mr. Asim Chattopadhyay, Practicing Company Secretary, (Membership No. FCS 2303), as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than forty eight hours after the conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company <https://www.domesticappliances.philips.co.in/> and on KFin's web link <https://evoting.kfintech.com>

EVOTING INSTRUCTIONS

DISPATCH OF NOTICE AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE:

1. In accordance with the provisions of the Circulars, the Notice of the Meeting is being sent through email only to members whose email IDs are registered with KFin and / or National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL / CDSL) and physical copies will not be sent.
2. The Notice of the Meeting is available on the website of the Company <https://www.domesticappliances.philips.co.in/> and on KFin’s web link <https://evoting.kfintech.com>.
3. Members who have still not registered their email IDs are requested to do so at the earliest as under:
 - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant.
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin. Requests can be sent by email to (einward.ris@kfintech.com) or by logging into <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - Members are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, other documents in electronic form. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Kfin to enable servicing of notice, annual reports, other documents in electronic form.
 - Please note that as a valued member of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further the documents served through email are available on the website of the Company <https://www.domesticappliances.philips.co.in/> and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.

CUT-OFF DATE

4. **The cut-off date for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the Meeting is 17th May 2023 (hereinafter referred to as the “Cut-off Date”).** A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off Date. A person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
5. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as of the Cut-off Date may obtain the User ID and Password in the manner as mentioned below:
 - If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE> IN12345612345678

Example for CDSL: MYEPWD<SPACE> 1402345612345678

Example for Physical: MYEPWD<SPACE> ____1234567890

- If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
- Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

PROCEDURE FOR SPEAKER REGISTRATION:

6. Members, holding shares as on the Cut-off Date and who would like to speak or express their views or ask questions during the Meeting may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from 20th May 2023 (9:00 a.m. IST) up to 22nd May 2023 (5.00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the Meeting.
7. Alternatively, members holding shares as on the Cut-off Date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 5.00 p.m. (IST) on 22nd May 2023. The shareholders may also send their questions by email to Aruna.A@versuni.com
8. Members who need assistance before or during the Meeting, relating to use of technology, can contact KFin at 1-800-309-4001 or write to KFin at evoting@kfintech.com.

REMOTE E-VOTING:

9. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means through e-voting services arranged by KFin. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). Remote e-voting is optional.
10. **The remote e-voting period commences on 20th May 2023 (9:00 a.m. IST) up to 22nd May 2023, (5.00 p.m. IST).** During this period, the members of the Company holding shares either in physical form or in demat form, as on the Cut-off Date, i.e. 17th May 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions

11. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
12. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.
13. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed instructions for remote e-voting are given below.
14. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.

JOINING THE MEETING THROUGH VC / OAVM:

15. Members will be able to attend the Meeting through VC / OAVM or view the live webcast of the Meeting at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'EVEN' for Company's Meeting.
16. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-voting system.
17. Members may join the Meeting through laptops, smartphones, tablets or ipads for better experience. Further, members are requested to use internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members will be required to grant access to the web-cam to enable two-way video conferencing.

18. Facility of joining the Meeting through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the Meeting and shall be kept open throughout the Meeting. Members will be able to participate in the Meeting through VC / OAVM on a first-come-first-serve basis. Up to 1,000 shareholders will be able to join the Meeting on a first-come-first-serve basis.

Large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee,

Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come first-serve basis.

Institutional members are encouraged to participate at the Meeting through VC / OAVM and vote thereat.




19. Members are requested to attend and participate at the Meeting through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during Meeting. The facility of e-voting during the Meeting will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member casts votes by both modes, i.e. voting at Meeting and remote e-voting, voting done through remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.
20. In case of any query and / or assistance required, relating to attending the Meeting through VC / OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Ganesh Chandra Patro, Senior Manager, KFin at the email ID evoting@kfintech.com on KFin's toll free No.: 1-800-309-4001 for any further clarifications / technical assistance that may be required.

INSTRUCTIONS FOR REMOTE E-VOTING, JOINING THE MEETING THROUGH VC / OAVM AND VOTING AT THE MEETING

21. The detailed instructions, process and manner for remote e-voting, joining the meeting through VC / OAVM and voting at the meeting are explained below:

I) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
<u>Individual members holding securities in demat mode with NSDL</u>	<p>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> i) Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii) On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii) After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv) Click on company name, i.e. 'PHILIPS DOMESTIC APPLIANCES INDIA LIMITED', or e-voting service provider, i.e. KFin. v) Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the Meeting. <p>B. Instructions for those Members who are not registered under IDeAS:</p>

Type of member	Login Method
	<p>i) Visit https://eservices.nSDL.com for registering.</p> <p>ii) Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>iii) Visit the e-voting website of NSDL https://www.evoting.nSDL.com/.</p> <p>iv) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>v) Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</p> <p>vi) After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii) Click on company name, i.e. PHILIPS DOMESTIC APPLIANCES INDIA LIMITED, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting.</p> <p>viii) Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p><u>Individual members holding securities in demat mode with CDSL</u></p>	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <p>i) Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com</p> <p>ii) Click on New System MyEasi.</p> <p>iii) Login to MyEasi option under quick login.</p> <p>iv) Login with the registered user ID and password.</p> <p>v) Members will be able to view the e-voting Menu.</p> <p>vi) The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i) Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering.</p> <p>ii) Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii) After successful registration, please follow the steps given in point no.1 above to cast your vote.</p>

Type of member	Login Method
	<p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> i) Visit www.cdslindia.com ii) Provide demat Account Number and PAN iii) System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv) After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., PHILIPS DOMESTIC APPLIANCES INDIA LIMITED or select KFin. v) Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
<p>Individual members login through their demat accounts / Website of Depository Participant</p>	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ul style="list-style-type: none"> i) Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii) Once logged-in, members will be able to view e-voting option. iii) Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv) Click on options available against PHILIPS DOMESTIC APPLIANCES INDIA LIMITED or KFin. v) Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.
<p><u>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</u></p>	
<p><u>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</u></p>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II) Method of login / access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode

Type of member	Login Method
Members whose email IDs are registered with the	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s), Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will</p>

Type of member	Login Method
Company / Depository Participants(s)	<p>include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> i) Launch internet browser by typing the URL: https://evoting.kfintech.com/ ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) _____, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii) After entering these details appropriately, click on “LOGIN”. iv) Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. v) Members would need to login again with the new credentials. vi) On successful login, the system will prompt the member to select the “EVEN” i.e., PHILIPS DOMESTIC APPLIANCES INDIA LIMITED - EGM” and click on “Submit” vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head. viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix) Voting has to be done for each item of the Notice separately. In case a member does not desire to cast their vote on any specific item, it will be treated as abstained. x) A member may then cast their vote by selecting an appropriate option and click on “Submit”. xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

Type of member	Login Method
Members whose email IDs are not registered with the Company / Depository Participants(s)	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participants(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced</p> <p>i) Members, who have not registered their email address, thereby not being in receipt of the Notice of Meeting and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx.</p> <p>ii) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to inward.ris@kfintech.com.</p> <p>iii) Alternatively, members may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice and the e-voting instructions.</p> <p>iv) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.</p>

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III) Method / Access to join the Meeting on KFin system and to participate and vote thereat -

Type of member	Login Method
All shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting	<p>A. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting:</p> <p>i) Members will be able to attend the Meeting through VC / OAVM platform provided by KFin. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company / KFin.</p> <p>ii) After logging in, click on the Video Conference tab and select the EVEN of the Company.</p> <p>iii) Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.</p> <p>iv) The procedure for e-voting during the Meeting is same as the procedure for remote e-voting since the Meeting is being held through VC / OAVM.</p>

	<ul style="list-style-type: none">v) The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting.vi) E-voting during the Meeting is integrated with the VC / OAVM platform and no separate login is required for the same.
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Domestic Appliances

**EXPLANATORY STATEMENT AS REQUIRED TO BE ANNEXED PURSUANT TO SECTION
102(2) OF THE COMPANIES ACT, 2013**

Items of special Business:

- 1. CHANGE IN NAME OF THE COMPANY & ALTERATION TO NAME CLAUSE OF MEMORANDUM OF ASSOCIATION**
- 2. ALTERATION TO NAME CLAUSE OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY**

The members of the Company may please take note that it is proposed to change the name of the Company from its existing name to **Versuni India Home Solutions Limited** which has been approved by the Ministry of Corporate Affairs vide its letter dated 11th April 2023.

The above proposed name change is owing to the fact that **there is a change in the name of the parent entity, Philips Domestic Appliances Holding BV to Versuni Holding B.V** and the proposed change in name of the company is to bring the names of all entities in the group in line with the parent company.

Further, the above change in name of the Company will necessitate change of name clause of the Memorandum of Association and the Articles of Association of the Company.

Amended copies of Memorandum & Articles of Association of the Company are annexed for members' perusal.

The members of the Company are requested to consider and approve the above items of special resolutions.

For **PHILIPS DOMESTIC APPLIANCES INDIA LIMITED**

SD/-

Aruna Arulsingh
(Director & Company Secretary)

DIN- 09832544

Address – Unit No-401, 4th Floor, Wordmark, Tower 3,
Maidwas Road, Sector 65, Gurgaon, Haryana- 122018

Date: 25 April 2023

Place: Gurgaon

Philips Domestic Appliances India Limited

CIN No : U29308WB2020PLC238116

4th Floor, Unit No 401, Tower 3, Worldmark, Maidawas Road, Sector 65, Gurgaon, Haryana - 122018, India.

Tel: + 91 124 4606004 , www.philips.com

Registered Office: 3rd Floor, Tower A, DLF IT Park, 08 Block AF, Major Arterial Road, New Town (Rajarhat), Kolkata, West Bengal- 700156, India.

[Pursuant to Schedule I (see sections 4 and 5) to the Companies Act, 2013] FORM NO. INC-33

SPICE+MOA
(e-Memorandum of Association)

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

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

1. The Name of the Company is

VERSUNI INDIA HOME SOLUTIONS LIMITED*

2. The Registered office of the company will be situated in the state of

West Bengal-WB

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

(a) To manufacture, produce, process, develop, design, assemble, repair, import, export, buy, sell, brand, hire, let on hire, lease, pack, recondition, service, supply or otherwise deal in all models, shapes, sizes, capacities and varieties of electrical appliances, domestic and household appliances, heating, cooking appliances and devices, gadgets such as refrigerators, dryers, heaters, geysers, irons, mixers, filters, ceiling fans, table fans, exhaust fans, vacuum cleaners, washing machines, air conditioners, radio, televisions, air-purifiers, air-fryers, pressure cookers, ovens, cooking ranges, hot plates, other cooking utensils of all types, and other similar products, their consumable, parts, accessories, components, fittings such as electrical wires and accessories; heaters, presses, enamelled wires, cords, tapes, cells, tubes and other allied articles and appliances for any use in domestic or industrial purposes whether as wholesalers, retailers, agents, subagents, distributors or otherwise and to act as electrical/electronic engineers and consultants in India and abroad.

(b) To carry on the business of manufacturers, producers, stockiest, commission agents, importers, exporters of electrical products and other domestic appliances, their assemblies, kits, spares and accessories in India and abroad.

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

(1) To provide all or any types, descriptions, classifications, kinds, forms and varieties of services, including but not limited to information technology services, communications services, information technology enabled services, back-office services, customer center services, technical support services, sales center services, e-commerce services, accounting services, data entry services, data conversion services, content development services, human resource services, insurance claim processing services, legal data base services, payroll services, data search services, market research services, marketing services, services relating to sales, distribution services, and to operate a high technology data processing center, for providing management, processing, analysis, development and accounting information and data.

(2) To carry on business of application software, embedded software, business software, industrial software, technology development, in-product software, computer aided design software, integrated circuit designs, system design, digital signal processing, firmware/ microcode for consumer, industrial, entertainment, Semi-industrial, professional, application specific and general purpose categories, and to design, develop, manufacture, conduct research, assemble, distribute, service, repair, trade, deal in, act as agents, export, import, buy, sell, lease, or to let out on hire and provide consultancy in software, hardware including components and spares and allied accessories, add-ons and office automation systems/ equipment and to design, develop, integrate, buy, sell, add value, or take up turn key projects, provide substitution for import, export, support, maintain or otherwise deal in computer software, hardware and office automation systems and equipment used in any other field, to maintain training centres and to provide management consultancy, techno economic feasibility studies of projects, design and development of Management Information System.

(3) To carry on the business of manufacturers and sellers of and dealers in and agents for electric, electronic, hardware and/or software products and/ or activities in connection therewith including, Multimedia, Video Projection Systems, Personal Communication Systems, Telecommunication Systems, CableTelevision Networking, Television and Film programmes, all Hardware, Software Products, equipment,

accessories, components and add-on parts of all description related to Consumer Electronics, Business Electronics and Professional Electronics, Development and exploitation of technical and other expertise including software.

(4) To manufacture and trading of any kind of electronic, mechanical, products or components, and to perform any industrial and commercial activities and to do everything pertaining thereto or concerned therewith.

(5) To purchase, take on lease or hire, exchange or otherwise acquire, manufacture, fabricate, construct, assemble, design, develop, recondition, operate, set-up, maintain, improve, repair, work upon and to sell, lease or let on hire, export, dispose of and otherwise deal in computer hardware and software, computer applications, peripherals, consumables, accessories and media and any office machine, and processing machines of all kinds and all machinery, component parts, accessories, appliances, apparatus, devices, materials, substances, articles and things of a character similar or analogous to the foregoing and to deal in any other manner in all kinds of computers, computer equipments and computer related products, softwares, information technology, and other items and to render all other services in connection therewith.

(6) To purchase, apply for or otherwise obtain or acquire (whether with a view to a re-sale or otherwise) any inventions, patents, designs, monopolies, rights, privileges, licences, processes, secret or other information or trade marks or copyrights which may seem to the Company to be capable of being used for any of the purposes of the Company or the acquisition of which may be calculated directly or indirectly to benefit the Company, and to work, use, exercise, manufacture, vend, develop, grant licences in respect of or otherwise dispose of, deal in or turn to account all or any of such inventions, patents, designs, monopolies, rights, privileges, licences or processes, information, trade marks, or copyrights as aforesaid.

(7) To purchase or by other means acquire any freehold, leasehold, or other property or any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, houses, offices, factories, works, appliances, machinery, engines, plant, water rights, motive power and light and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of any other property of the Company.

(8) 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 of the businesses which this 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, for sharing profits, or for co-operation, or for limiting competition, 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, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(9) To enter into any Scheme of arrangement or agreement or compromise under any law for the time being in force including without limitation by way of amalgamation and/or demerger and/or acquisition and/or reconstruction and/ or to enter into any other restructuring arrangement, re-organization such as slump sale, itemized sale, buy back of shares, redemption of shares, reduction of capital, assignment or disposition in any manner whatsoever etc.

(10) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company.

(11) To invest and deal with the moneys of the Company not immediately required in such securities and in such manner as may from time to time be determined.

(12) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.

(13) To borrow or raise money in such manner, as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(14) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(15) To apply for, promote, and obtain under any Act of the Government of India or of any Provincial or Local Government, Provisional Order, or Licence of any governments or authorities whether supreme, provincial, local, municipal or otherwise for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(16) To enter into any arrangements, agreements, contracts, collaborations etc. with any governments or authorities (supreme, municipal, local, or otherwise) or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(17) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other Company/any other entity, having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted

so as directly or indirectly to benefit this Company.

(18) To act as agents or brokers and as trustees for any person, firm, or Company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors, or others.

(19) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid-up in full or in part, or otherwise.

(20) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of this Company.

(21) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company or to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

(22) To promote any other company/any other entity, for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(23) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any Company purchasing the same.

(24) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, debenture stock, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(25) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

(26) To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.

(27) To enter into any agreement, arrangement, contract, collaboration joint venture, partnership or any arrangement with any foreign and/or Indian enterprises, including companies, firms, persons, institutions or other organisations for sub-contracting or for carrying out any of the right or obligations under any contract, agreement or arrangement with any third party, whether with or without the permission or consent of any such third party/parties.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

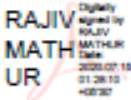
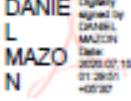
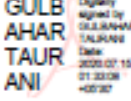
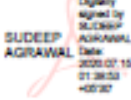

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.




5. The share capital of the company is 500,000.00 rupees, divided into,

50,000.00	Equity	shares of	10.00	rupees each	,and
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6 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:

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

S.No.	Subscriber Details						
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated	
1	Phillips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Authorised Representative Rajiv Mathur S/o Sh. Bihari Narain Mathur R/o 1543, Sector-A, Pocket B&C, Vasant Kunj, New Delhi, 110070, Delhi, India Occupation : Professional	06931798	49994	Equity	 Digitally signed by RAJIV MATHUR Date: 2020.07.15 01:28:10 +05'30'	15/07/20	
			Preference				
2	Phillips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Daniel Mazon S/o Vitorio Alberto Mazon R/o Flat No. 1017 A, Tower 10, DLF Magnolias DLF Phase 5 Gurgaon 122009, Haryana Occupation : Service	07954025	1	Equity	 Digitally signed by DANIEL MAZON Date: 2020.07.15 01:28:01 +05'30'	15/07/20	
				Preference			
3	Phillips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Gulbahar Taurani S/o Moolchand Taurani R/o TNA 114-A, DLF City PH-V, Gurgaon - 122009, Haryana Occupation :Service	ACCP5582C	1	Equity	 Digitally signed by GULBAHAR TAURANI Date: 2020.07.15 01:33:08 +05'30'	15/07/20	
				Preference			
4	Phillips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Sudeep Agrawal S/o Gopal Agrawal R/o C-122, The Summit, DLF City Phase 5, Sector 54, Gurgaon, Haryana - 122011 Occupation :Service	08056132	1	Equity	 Digitally signed by SUDEEP AGRAWAL Date: 2020.07.15 01:38:03 +05'30'	15/07/20	
				Preference			
5	Phillips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Rohit Ravindra Sathe S/o Ravindra Vithal Sathe R/o H 3, Vaibhav CO-OP HSG , Cadel Road, Mumbai Mahim, West Mumbai, Maharashtra - 400016 Occupation : Service	AMCPS1040G	1	Equity	 Digitally signed by ROHIT RAVINDRA SATHE Date: 2020.07.15 01:39:07 +05'30'	15/07/20	
				Preference			

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated	
6	Phillips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156, West Bengal vide Resolution dated June 25, 2020 through its Nominee Dev Kumar Tripathy S/o Bipin Bihari Tripathy R/o Flat No- D-9/4,First Floor DLF Exclusive Floor, Sector -53, Gurgaon, Sector - 56, Gurgaon -122011, Haryana Occupation :Service	AFBPT4687C	1	Equity	 Digitally signed by DEV KUMAR TRIPATHY Date: 2023.07.15 01:48:33 +0530'	15/07/20
				Preference		
7	Phillips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156, West Bengal vide Resolution dated June 25, 2020 through its Nominee Harish Chawla S/o Amar Chand Chawla R/o H-23(FF), Residency Greens, Sector - 46, Greenwood City Jharsa, Gurgaon - 122003, Haryana Occupation :Service	07958339	1	Equity	 Digitally signed by HARISH CHAWLA Date: 2023.07.15 01:51:18 +0530'	15/07/20
				Preference		
Total Shares taken			50,000.0	Equity		
				Preference		
Signed before Me						
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated		
FCS	Jiwan Prakash Saini	FF,42, Omaxe Square, Commercial Centre Jasola, New Delhi -110025 Occupation: Professional(Practicing Company Secretary)	3671	 Digitally signed by JIWAN PRAKASH SAINI Date: 2023.07.15 08:00:37 +0530'	15/07/20	

**Name of the Company has been changed from Philips Domestic Appliances India Limited to Versuni India Home Solutions Limited vide special resolution passed by members of the Company at their Extra Ordinary General Meeting held on 23rd May 2023*

*Table F as notified under schedule I of the companies Act, 2013 is applicable to the company

VERSUNI INDIA HOME SOLUTIONS LIMITED*

A COMPANY LIMITED BY SHARES

Check if not applicable	Check if altered	Article No	Description
			<i>Interpretation</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	I	<p>(i) In these regulations-</p> <p style="padding-left: 20px;">(a) "the Act" means the Companies Act, 2013,</p> <p style="padding-left: 20px;">(b) "the seal" means the common seal of the company.</p> <p>(ii) 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.</p> <p>(iii) Subject to the Regulations provided hereinafter provided, the Regulations contained in Table F of the First Schedule to the Companies Act, 2013 shall apply to the Company except insofar as they are embodied in the following Articles.</p> <p>(iv) Notwithstanding any thing contained in these Articles, such provisions and regulations as may be prescribed by the legislature, as compulsory, by later enactments relating to Companies, shall have priority of observance under such circumstances.</p> <p>(v) "Company" means Versuni India Home Solutions Limited.</p>
			<i>Share capital and variation of rights</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	II 1	<p>(i) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p> <p>(ii) The Share capital of the Company shall be such as given under Clause V of the memorandum of Association as altered from time to time. The Company shall have the power to increase, reduce or reclassify the capital for the time being into several classes and to attach thereto respectively such preferential, deferred-qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013 and the Applicable Law and to vary- modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by these regulations .</p> <p>(iii) The Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company.</p> <p>(iv) The Company shall be entitled to dematerialize its existing shares, reconvert its shares held by the Depositories electronically to physical form and/or to offer its fresh shares in physical form or electronic form pursuant to the Depositories Regulations or any other act for the time being in force and the rules framed thereunder, if any.</p>

<input type="checkbox"/>	<input type="checkbox"/>		(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,- (a) one certificate for all his shares without payment of any charges; or
		2	(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
<input type="checkbox"/>	<input type="checkbox"/>	3	(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
<input type="checkbox"/>	<input type="checkbox"/>	4	Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
<input type="checkbox"/>	<input type="checkbox"/>	5	(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
<input type="checkbox"/>	<input type="checkbox"/>	6	(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
<input type="checkbox"/>	<input type="checkbox"/>	7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
<input type="checkbox"/>	<input type="checkbox"/>	8	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
			Lien
<input type="checkbox"/>	<input type="checkbox"/>	9	(i) The company shall have a first and paramount lien- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
<input type="checkbox"/>	<input type="checkbox"/>	10	The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made- (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

<input type="checkbox"/>	<input type="checkbox"/>	11	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (iii) The 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.
<input type="checkbox"/>	<input type="checkbox"/>	12	(i) 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. (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
			<i>Calls on shares</i>
<input type="checkbox"/>	<input type="checkbox"/>	13	(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. (iii) A call may be revoked or postponed at the discretion of the Board.
<input type="checkbox"/>	<input type="checkbox"/>	14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
<input type="checkbox"/>	<input type="checkbox"/>	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<input type="checkbox"/>	<input type="checkbox"/>	16	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
<input type="checkbox"/>	<input type="checkbox"/>	17	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these 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. (ii) 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.
<input type="checkbox"/>	<input type="checkbox"/>	18	The Board- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
			<i>Transfer of shares</i>
<input type="checkbox"/>	<input type="checkbox"/>	19	(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
<input type="checkbox"/>	<input type="checkbox"/>	20	The Board may, subject to the right of appeal conferred by section 58 decline to register- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.
<input type="checkbox"/>	<input type="checkbox"/>	21	The Board may decline to recognise any instrument of transfer unless- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
<input type="checkbox"/>	<input type="checkbox"/>	22	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

			Transmission of shares
<input type="checkbox"/>	<input type="checkbox"/>	23	(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
<input type="checkbox"/>	<input type="checkbox"/>	24	(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either- (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
<input type="checkbox"/>	<input type="checkbox"/>	25	(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
<input type="checkbox"/>	<input type="checkbox"/>	26	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
			Forfeiture of shares
<input type="checkbox"/>	<input type="checkbox"/>	27	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.
<input type="checkbox"/>	<input type="checkbox"/>	28	The notice aforesaid shall- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
<input type="checkbox"/>	<input type="checkbox"/>	29	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.
<input type="checkbox"/>	<input type="checkbox"/>	30	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
<input type="checkbox"/>	<input type="checkbox"/>	31	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
<input type="checkbox"/>	<input type="checkbox"/>	32	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the share; and (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

<input type="checkbox"/>	<input type="checkbox"/>	33	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 of a call duly made and notified.
			<i>Alteration of capital</i>
<input type="checkbox"/>	<input type="checkbox"/>	34	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.
<input type="checkbox"/>	<input type="checkbox"/>	35	Subject to the provisions of section 61, the company may, by ordinary resolution,- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) 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.
<input type="checkbox"/>	<input type="checkbox"/>	36	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.
<input type="checkbox"/>	<input type="checkbox"/>	37	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.
			<i>Capitalisation of profits</i>
<input type="checkbox"/>	<input type="checkbox"/>	38	(i) The company in general meeting may, upon the recommendation of the Board, resolve- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); (D) 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; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
<input type="checkbox"/>	<input type="checkbox"/>	39	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares 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; (iii) Any agreement made under such authority shall be effective and binding on such members.
			Buy-back of shares
<input type="checkbox"/>	<input type="checkbox"/>	40	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
			General meetings
<input type="checkbox"/>	<input type="checkbox"/>	41	All general meetings other than annual general meeting shall be called extraordinary general meeting.
<input type="checkbox"/>	<input type="checkbox"/>	42	(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
			Proceedings at general meetings
<input type="checkbox"/>	<input type="checkbox"/>	43	(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
<input type="checkbox"/>	<input type="checkbox"/>	44	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
<input type="checkbox"/>	<input type="checkbox"/>	45	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.
<input type="checkbox"/>	<input type="checkbox"/>	46	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
			Adjournment of meeting
<input type="checkbox"/>	<input type="checkbox"/>	47	(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			Voting rights
<input type="checkbox"/>	<input type="checkbox"/>	48	Subject to any rights or restrictions for the time being attached to any class or classes of shares,- (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
<input type="checkbox"/>	<input type="checkbox"/>	49	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
<input type="checkbox"/>	<input type="checkbox"/>	50	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
<input type="checkbox"/>	<input type="checkbox"/>	51	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.
<input type="checkbox"/>	<input type="checkbox"/>	52	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
<input type="checkbox"/>	<input type="checkbox"/>	53	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

<input type="checkbox"/>	<input type="checkbox"/>	54	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
			Proxy
<input type="checkbox"/>	<input type="checkbox"/>	55	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
<input type="checkbox"/>	<input type="checkbox"/>	56	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
<input type="checkbox"/>	<input type="checkbox"/>	57	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
			Board of Directors
<input type="checkbox"/>	<input checked="" type="checkbox"/>	58	(1) The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. (2) The following persons will be the first directors of the company: a) Gulbahar Taurani b) Rajiv Mathur c) Sudeep Agrawal Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by the retirement of Director by rotation. The remaining Directors shall be appointed in accordance with the provisions of these Articles.
<input type="checkbox"/>	<input type="checkbox"/>	59	(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.
<input type="checkbox"/>	<input type="checkbox"/>	60	The Board may pay all expenses incurred in getting up and registering the company.
<input type="checkbox"/>	<input type="checkbox"/>	61	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
<input type="checkbox"/>	<input type="checkbox"/>	62	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
<input type="checkbox"/>	<input type="checkbox"/>	63	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
<input type="checkbox"/>	<input type="checkbox"/>	64	(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
			Proceedings of the Board

<input type="checkbox"/>	<input type="checkbox"/>	65	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
<input type="checkbox"/>	<input type="checkbox"/>	66	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	67	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
<input type="checkbox"/>	<input type="checkbox"/>	68	(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	69	(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	70	(i) A committee may elect a Chairperson of its meetings. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	71	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	72	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
<input type="checkbox"/>	<input type="checkbox"/>	73	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
<input type="checkbox"/>	<input type="checkbox"/>	74	Subject to the provisions of the Act,- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
<input type="checkbox"/>	<input type="checkbox"/>	75	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
			The Seal
<input type="checkbox"/>	<input type="checkbox"/>	76	i) The Board shall provide for the safe custody of the seal. (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			Dividends and Reserve
<input type="checkbox"/>	<input type="checkbox"/>	77	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

<input type="checkbox"/>	<input type="checkbox"/>	78	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
<input type="checkbox"/>	<input type="checkbox"/>	79	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
<input type="checkbox"/>	<input type="checkbox"/>	80	(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
<input type="checkbox"/>	<input type="checkbox"/>	81	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
<input type="checkbox"/>	<input type="checkbox"/>	82	(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
<input type="checkbox"/>	<input type="checkbox"/>	83	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
<input type="checkbox"/>	<input type="checkbox"/>	84	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
<input type="checkbox"/>	<input type="checkbox"/>	85	No dividend shall bear interest against the company.
			Accounts
<input type="checkbox"/>	<input type="checkbox"/>	86	(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
			Winding up
<input type="checkbox"/>	<input type="checkbox"/>	87	Subject to the provisions of Chapter XX of the Act and rules made thereunder- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
			Indemnity
<input type="checkbox"/>	<input type="checkbox"/>	88	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Subscriber Details					
S. NO	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated
1	Philips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Authorised Representative Rajiv Mathur S/o Sh. Bihari Narain Mathur R/o 1543, Sector-A, Pocket B&C, Vasant Kunj, New Delhi, 110070, Delhi, India Occupation : Professional	AAIPM9775A	Gurgaon	RAJIV MATHUR <small>Digitally signed by RAJIV MATHUR Date: 2020.07.15 13:03:34 +05'30'</small>	15/07/2020
2	Philips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Daniel Mazon S/o Vitorio Alberto Mazon R/o Flat No. 1017 A, Tower 10, DLF Magnolias DLF Phase 5 Gurgaon 122009, Haryana Occupation : Service	07954025	Gurgaon	DANIEL MAZON <small>Digitally signed by DANIEL MAZON Date: 2020.07.15 13:03:34 +05'30'</small>	15/07/2020
3	Philips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Gulbahar Taurani S/o Moolchand Taurani R/o R/o TNA 114-A, DLF City PH-V, Gurgaon - 122009, Haryana Occupation :Service	ACCPT5582C	Gurgaon	GULBAHAR TAURANI <small>Digitally signed by GULBAHAR TAURANI Date: 2020.07.15 13:03:34 +05'30'</small>	15/07/2020
4	Philips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Sudeep Agrawal S/o Gopal Agrawal R/o C-122, The Summit, DLF City Phase 5, Sector 54, Gurgaon, Haryana - 122011 Occupation :Service	08056132	Gurgaon	SUDEEP AGRAWAL <small>Digitally signed by SUDEEP AGRAWAL Date: 2020.07.15 13:03:34 +05'30'</small>	15/07/2020
5	Philips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Rohit Ravindra Sathe S/o Ravindra Vithal Sathe R/o H 3, Vaibhav CO-OP HSG , Cadel Road, Mumbai Mahim, West Mumbai, Maharashtra - 400016 Occupation : Service	AMCPS1040G	Gurgaon	ROHIT RAVINDRA SATHE <small>Digitally signed by ROHIT RAVINDRA SATHE Date: 2020.07.15 13:03:34 +05'30'</small>	15/07/2020
6	Philips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Dev Kumar Tripathy S/o Bipin Bihari Tripathy R/o Flat No-D-9/4,First Floor DLF Exclusive Floor, Sector -53, Gurgaon, Sector - 56, Gurgaon -122011, Haryana Occupation :Service	AFBPT4687C	Gurgaon	DEV KUMAR TRIPATHY <small>Digitally signed by DEV KUMAR TRIPATHY Date: 2020.07.15 13:03:34 +05'30'</small>	15/07/2020

Subscriber Details						
S. NO	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated	
7	Philips India Limited having its registered office at 3rd Floor, Tower A, DLF IT Park, 08 Block AF Major Arterial Road, New Town (Rajarhat) Kolkata -700156 , West Bengal vide Resolution dated June 25, 2020 through its Nominee Harish Chawla S/o Amar Chand Chawla R/o H-23(FF), Residency Greens, Sector - 46, Greenwood City Jharsa, Gurgaon - 122003, Haryana Occupation :Service	07958339	Gurgaon	HARISH CHAWLA	15/07/2020	
Signed Before Me						
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	Place	DSC	Dated	
FCS	Jiwan Prakash Saini	FF,42, Omaxe Square, Commercial Centre Jasola, New Delhi -110025 Occupation: Professional(Practicing Company Secretary)	3671	Gurgaon	JIWAN PARK ASH SAINI	15/07/2020

**Name of the Company has been changed from Philips Domestic Appliances India Limited to Versuni India Home Solutions Limited vide special resolution passed by members of the Company at their Extra Ordinary General Meeting held on 23rd May 2023*