

THE COMPANIES ACT, 2013

ARTICLES OF ASSOCIATION

OF

INVEST INDIA

[A Company Limited by Shares, Not for Profit under Section 8 of the Companies Act, 2013]

1. The regulation contained in the Table "F" of the First schedule to the Companies Act, 2013 shall apply to the company as if the Articles contained therein were mentioned in these presents. In case of conflict between Table "F" and these Articles, the provisions of these Articles shall prevail subject to the provisions of the Act.

a) DEFINITIONS AND INTERPRETATION

2. In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subjects or context.
 - a) **"The Act"** means the Companies Act, 2013, with all modifications or amendments thereof and includes all rules made thereunder;
 - b) **"ARTICLES"** means this Articles of Association or as may from time to time be altered as provided herein;
 - c) **"Annual General Meeting"** means a general meeting of the members held in accordance with the provisions of Section 96 of the Act;
 - d) **"Board", "Board of Directors" or "Directors"** means the Board of Directors of the company or the directors of the company collectively;
 - e) **"Capital"** means the share capital for the time being released for the purpose of the company;
 - f) **"the Company"** means company under the name Invest India or such other name changed in accordance with law;
 - g) **"the chairman"** means the chairman of the Board of Directors for the time being of the Company;
 - h) **"Debenture"** includes debenture stock, bonds and any other securities of the company,

whether constituting a charge on the assets of the company or not;

- i) **"India"** means Republic of India;
- j) **"In writing or written"** includes printing, lithography, and other modes of reproducing words in a visible form, which also include thumb impression properly attested;
- k) **"Member"** means the duly registered holders , from time to time, of the shares of the company and includes the subscribers to the Memorandum of Association;
- l) **"Month"** means Calendar Month;
- m) **"Memorandum"** means the Memorandum of Association of the Company.
- n) **"Ordinary resolution"** and **"special resolution"** shall have the meanings assigned thereto respectively by section 114 of the act.
- o) **"Person"** means any natural person , individual, corporation, limited liability partnership, general partnership, Hindu Undivided Family, joint stock company, joint venture, association, company, trust, bank, trust company, land trust, business trust or other organization, whether or not a legal entity, and government and agency and political subdivision thereof or therein;
- p) **"Proxy"** means an instrument whereby any person is authorized to vote for a member at a general meeting on a poll;
- q) **"Rupee"** means the lawful currency of India;
- r) **"Secretary"** means and includes any person appointed in accordance with the provisions of Section 203 of the act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules for the time being in force;
- s) **"SG"** means Secretary General;
- t) **"the office "** means the Registered Office of the Company for the time being;
- u) **"Year"** means April to March of any Financial Year.

INTERPRETATION

Any reference in these articles to -

- a) any gender, whether masculine, feminine or neuter, shall be deemed to be referring to the other gender or genders, as the case may be;

- b) singular number be construed as referring to the plural number and vice versa;
- c) any legal term for any action, remedy or judicial proceeding, legal document, legal status, court, official or any legal concept or thing shall in respect of any jurisdiction be deemed to include what most nearly approximates in that jurisdiction to the legal term;
- d) words importing persons shall include corporations, companies and individuals;
- e) The marginal notes and catch lines hereto shall not affect the construction or meaning hereof.

REFERENCES

- a) The index and the headings in these Articles do not affect its interpretation.
- b) Where there is any inconsistency between the definitions set out in this Article and the definitions set out in any other Article, then for the purposes of construing such Article, the definitions set out in such Article shall prevail.
- c) Copies of the Articles and Memorandum of Association of the Company and every agreement and every resolution (referred to in section 117 of the Act) shall be furnished to every Member' at his request within the period and on payment of such sum as may be prescribed by the Act.

Unless the context requires otherwise, words or expressions contained in these regulations shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

II. PRIVATE LIMITED COMPANY

- 3. The Company is a Private Limited Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly –
 - a) restricts the right to transfer its shares;
 - b) except in case of One Person Company, limits the number of its members to two hundred.

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member.

Provided further that –

- (a) persons who are in the employment of the company; and
- (b) persons who, having been formerly in the employment of the company, were members of the company while in the employment and have continued to be members after the employment ceased, shall not be included in the number of members; and
- (c) Prohibits any invitation to the public to subscribe for any securities of the company;

III. SHARE CAPITAL AND VARIATION OF RIGHTS

- 4. The Authorized Share Capital of the Company shall be such amount and divided into such shares as may from time to time be prescribed under clause 8 of the Memorandum of Association of the Company.
- 5. The Company shall have power to increase or reduce the Share Capital of the company from time to time and to divide the Share Capital into several classes with rights, privileges or conditions as may be determined from time to time.
- 6. The Shares shall be under the control and disposal of the Directors who may allot or otherwise dispose of the same to such persons and on such terms as the Directors think fit and to give any persons any Shares whether at par or at a premium and for such consideration as the Directors may think fit.
- 7. The Directors may allot and issue Shares in the capital of the Company on full payment or part payment or any property or goods or machinery supplied, sold or transferred or for services rendered to the Company.
- 8. 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 Sections 48 of the Act, 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.
- 9. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued Shares of the class in question.

IV. ALLOTMENT OF SHARES

- 10.** Subject to the provisions of the Act and in compliance with the provisions of Section 62 of the Act and these Articles, the Shares in the capital of the Company for the time being (including any Shares forming part of any increased capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par or at a discount and at such times as it may from time to time think fit and proper.
- 11.** Subject to the provisions of the Act and these Articles, the Board may issue and allot Shares as payment or part payment for any property sold or goods transferred or machinery supplied or for services rendered to the Company and any Shares which may be so allotted may be issued as fully paid-up or partly paid-up Shares and; if so issued shall be deemed to be fully paid-up Shares or partly paid-up Shares.
- 12.** In addition to and without derogating from the powers for this purpose conferred on the Board, the Company, in General Meeting may determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons in such proportion and on such terms and conditions as such General Meeting may determine and with full power to give to any person (whether a Member or holder of debentures of the Company or not) the option to call for or be allotted Shares of any class of the Company either at par or at a premium or subject as aforesaid at discount, such option being exercisable at such time and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provisions whatsoever for the issue, allotment or disposal of any Shares.

V. DEPOSITS AND CALLS TO BE DEBTS PAYABLE IMMEDIATELY

The money(s) (if any) which the Board shall, on the allotment of any Share(s) being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Share(s) allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly

VI. GENERAL AUTHORITY

Whenever in the Companies Act, 2013 it has been provided that a company shall have any right, privilege or authority or that any company cannot carry out any transaction

unless the company is so authorized by its Articles, then in that case, Articles hereby authorize and empower the Company to have such right, privilege or authority and to carry out such transactions as have been permitted by the Companies Act, 2013.

VII. VOTE OF MEMBERS

- 13.** Every member shall have one vote in case of show of hands and in case of voting by poll one share is equal to one vote.
- 14.** A member who is 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 poll, by his nominee or other legal guardian, and any such nominee or guardian may, on a poll, vote or proxy.
- 15.** No member shall be entitled to vote at any general meeting of the Company unless all subscriptions or other monies due from such member to the Company have been paid before the date of the meeting and in due time.
- 16.** No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 17.** 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. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company before the commencement of the meeting or adjourned meeting at which the proxy is used. Except in case of member being of unsound mind, lunatic, etc., only a member appointed as proxy shall be recognized as a valid proxy.

VIII. REGISTER OF MEMBERS

- 18.** The Company shall duly keep and maintain a Register of Members in accordance with the provisions of the Act and, if applicable, shall also keep and maintain an index of Members as required by the Act.

IX. TRANSFER OF SHARES

- 19.** Transfer of any Shares of the Company shall only be subject to a prior approval of the Board. Subject to Section 56 of the Act the Board may place any restriction on the transferability of the Shares, as it may desire

X. POWER OF DIRECTORS TO REFUSE TO REGISTER

- 20.** The Board may on behalf of the Company and at its own absolute and uncontrolled discretion, decline to register or acknowledge any transfer of shares (whether fully paid-up or not and notwithstanding that the proposed transferee be already a member) but in such case it shall, within two months from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer.

XI. DIRECTORS

- 21.** Subject to the provisions of Companies Act, 2013, the number of Directors shall not be less than two.
- 22.** The following persons shall be the first directors of the Company.
- i. Dr. Amit Kumar Mitra
 - ii. Mr. Ajay Shankar

23. NUMBER OF DIRECTORS:

The Board shall consist of 15 members out of which:

Six directors shall be appointed by DIPP, Ministry of Commerce and Industry and Government of India. The nominees of DIPP shall respectively include on an Ex-officio basis the DIPP Secretary. The other Board nominees of DIPP would be persons from the Central/ State Government/ Union Territories, holding the rank of not less than a Joint Secretary to Government of India or persons of eminence nominated by DIPP.

Two Nominee directors shall be from CII, FICCI and NASSCOM each and one each shall respectively include SG, FICCI, President NASSCOM and DG, CII.

Three Directors shall be appointed as independent directors including the Managing Director & CEO, Invest India.

24. MANAGING DIRECTOR:

The Board of Directors of the Company would appoint a Managing Director from independent director's category. The Managing Director & CEO will be responsible for day-to-day activities of the Company and shall work under the supervision of the Board. The

Managing Director of the Company may act as Secretary in case of such position lying vacant.

25. REMUNERATION:

The Managing Director & CEO shall be the employee of Invest India and remuneration payable to Managing Director & CEO of Invest India shall be disbursed by Invest India.

26. TENURE OF DIRECTORS:

Managing Director & CEO shall have a tenure of (3) Three years and can be reappointed for a further term.

The Nominee Director shall have a tenure of (1) one year and can be reappointed for a further term.

The independent Director shall have a tenure of (1) one year and can be reappointed for a further term.

27. CHAIRMAN OF THE BOARD:

Secretary, DIPP shall be the Non-Executive Chairman of the Board. If at any meeting of the Board, the Chairman is not present, the Directors present may choose one of their members to be the Chairman of the meeting.

28. NO QUALIFICATION SHARES

Unless otherwise determined by the General Meeting, the Director shall not be required to hold any qualification Share in the Company.

29. ALTERNATE DIRECTORS

The Board shall have power to appoint an alternate director to act for a Director during his absence for a period of not less than three months from India.

An alternate director, so appointed, shall not hold office as such for a period longer than that permissible to the original director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India

30. CASUAL VACANCY

Any casual vacancy occurring in the Board of Directors may be filled up by the Directors,

and the person appointed shall hold office up to the date which the Director in whose place he is appointed would have held the office if it had not been vacated as aforesaid.

31. REMOVAL OF DIRECTORS

Subject to the provisions of Section 169 of the Act, the Company may by an ordinary resolution in General Meeting remove any Director(s), before the expiration of his period of office, and may by an ordinary resolution appoint another person instead; the person so appointed shall be subject to retirement at the same time as if he has become a Director on the day on which the Director in whose place he is appointed was last elected as Director.

32. ADDITIONAL DIRECTORS

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.

Such person shall hold office only up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

XII. PROCEEDINGS OF THE BOARD

- 33.** The Board of Directors of the Company shall hold at least one meeting within every six calendar months for the dispatch of business adjourn and otherwise regulate Its meetings and proceedings as it thinks fit provided that at least two such meetings shall be held in every year.
- 34.** The Managing Director/ Secretary on the requisition of any director and with prior consent of the Chairman shall, at any time, summon a meeting of the Board.
- 35.** In case the Board of Directors appoints a non-Board Member as a Chief Executive Officer (CEO), such an appointee shall attend to meetings of the Board, as a Special Invitee
- 36.** A resolution in writing circulated amongst all the Directors and passed in accordance with the provisions of Companies Act, 2013 shall be valid and effected as if it has been passed at a meeting of the Directors duly called and constituted.
- 37.** The quorum for a meeting of the Board shall be one third of the total strength (any

fraction contained in that one-third being rounded off as one) or two directors whichever is higher provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not Interested and present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time

- 38.** Save as otherwise expressly provided in the Act, questions arising at any Director's meeting shall be decided by a majority of votes and in case of equality of votes the chairman shall have a second or casting vote.
- 39.** A Manager or Secretary not being a member of the Company may be appointed by the directors on such terms, at such remuneration and upon such conditions as it may think fit, and manager or secretary so appointed may be removed by the directors.
- 40.** Without prejudice to the general powers conferred to the directors, , the directors shall have power to:
- i. Appoint and to delegate, subject to such conditions as it thinks fit, any of its powers to any committee or sub-committee;
 - ii. Make, vary and repeal bye laws or rules for the regulation and for the conduct of the business of the Company, committee, or of the members of the Company.

Provided that no bye-law or regulations shall be made under this Article, which may be inconsistent with or repugnant to any of the provisions of these Articles.

XIII. GENERAL MEETING

- 41.** In addition to any other meetings, a general meeting shall be held in each year in accordance with the provisions of the Act within six months of the day up to which the balance sheet and income and expenditure account are made up. Such general meeting shall be called their Annual General Meeting and shall be held at such time, date and place as may be decided by the Directors having regard to the directions, if any, given in this respect by the Company in general meeting. All General Meeting other than Annual General Meeting shall be called Extraordinary General Meeting.

42. The ordinary business of an Annual General Meeting shall be to receive and adopt the Income and Expenditure Account and the Balance Sheet and the reports of the Auditors, to appoint auditors and to fix their remuneration. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special business.
43. At least 14 days, clear notice of General Meetings of the Company, specifying the day, hour and place of meeting and the objects shall be given. In every such notice calling meeting of the Company, there will appear a statement that member is entitled to appoint proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than 14 days if consent is accorded in case of any general meeting of all the members entitled to vote there at.
44. The accidental omission to give any such notice or its non-receipt by any member or other person to whom it should be given shall not invalidate the proceedings of the meeting.
45. The board may, wherever it thinks fit, call an Extraordinary General Meeting.

XIV. PROCEEDING AT GENERAL MEETING

46. 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. At least two members present in person shall be quorum for general meeting.
47.
 - a) If within half an hour from the time appointed for holding the meeting, a quorum is not present, the meeting, if called upon the requisition of member shall be dissolved.
 - c) In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at other time and place as the Board may determine.
 - d) If at such an adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be the quorum.
48. If the President is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman of the meeting, the directors present shall elect one of their members to be chairman of the meeting.
49. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

50. When a meeting is adjourned, company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspaper (one in English and one in vernacular language) which is in circulation at the place where registered office of the company is situated.
51. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

XV. VALIDITY OF ACTS

52. All acts done at any meeting of the directors or by any person acting as a director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such person acting as director or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

XVI. MANAGEMENT

53. The affairs of the Company shall be administered by the Governing Body which may exercise all such power and do all such acts and things as the Company is by law or by its Memorandum of Association/Rules authorized to exercise. Provided that such powers are not required to be exercised or done by the Directors in General Body Meeting under these Rules.

XVII. BOOKS AND DOCUMENTS

54. There shall be kept, in accordance with the Act, proper books of account. The books of account shall be kept at the Office or at such other place in India as the Directors may decide.

XVIII. ACCOUNTS

55. At every annual general meeting the Directors shall lay before the Company, a Balance Sheet and Income and Expenditure Account made up in accordance with the provisions of the Act so far as they are applicable to the Company but, save as aforesaid, the Directors shall not be bound to disclose greater details of the result or extent of the transactions of the Company than it may deem expedient.
56. Every Balance Sheet and Income and Expenditure Account of the Company when

audited and adopted by the Company in general meeting shall be conclusive except as regards any error discovered therein within three months next after the adoption thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall subject to the approval of the Company in general meeting be conclusive.

57. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the account and books of the Company or any of them shall be open to the inspection of members (not being Directors). No member (not being a Director) shall have any rights of inspection any accounts or books of accounts of the Company except as conferred by the law or authorized by the Directors or by the Company in General Meeting.

XIX. AUDIT

58. Once at least in every year the books of account of the Company shall be examined by one or more auditor or auditors.
59. The Company shall at each annual general meeting appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting and shall, within 15 days of the appointment, give intimation thereof to every auditor so appointed unless he is or they are a retiring auditor or auditors.
60. All notices of, and other communications relating to, any general meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the auditor of the Company and the auditor shall be entitled to attend any general meeting and to be heard at any general meeting which he attends on any part of the business which concerns him as auditor.
61. The Auditors' Report (including the Auditors' separate special or supplementary report, if any) shall be read before the Company in general meeting and shall be open to inspection by any member of the Company.

XX. BORROWING POWERS OF THE BOARD

The Board may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by mortgage or charge upon the whole or any part of the assets and property of the Company (both present and future) including its uncalled or unissued capital for the time being or by the issue of Debentures or Bonds of the Company or by the creation of Debenture Stock charged upon the whole or any part of the assets and property of the Company as aforesaid or not so charged.

XXI. BONDS, DEBENTURES ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS

Any Bonds, Debentures, Debenture Stock, or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration, as they shall consider to be beneficial for the Company.

XXII. SECURITIES MAY BE ASSIGNABLE FREE FROM EQUITIES

Debentures, Debenture Stock, and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

XXIII. SUBSEQUENT ASSIGNEES OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same, subject to such prior charge, and shall not be entitled, by notice to the Shareholders or otherwise to obtain priority over such prior charge.

XXIV. INDEMNITY

- 62.** Subject to the provisions of the Act, every Director, Auditor, Managing Director, Manager, Secretary or other officer or servant of the Company shall be indemnified by the Company against any liability arising out of the Act done by him or them in the bonafide discharge of their duties and shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses which such director, officer or servant may incur or become liable to, by reason of any contract entered into, act, or deed done by him as such officer, servant or in any way in the discharge of his duty.

S. No.	Name, Addresses Description and Occupation of each subscriber	Signature of Subscribers	Signature, Name, Address, Description and occupation of the witness subscriber
1.	Federation of Indian Chambers of Commerce and Industry, Federation House, Tansen Marg, New Delhi-110001 CIN- U99999DL1967PLC002635 through Dr. Amit Kumar Mitra S/o Late Shri Haridas Mitra R/o C-2, Greater Kailash Enclave, Part-I, New Delhi-110048	Sd/-	I hereby witness the signatures of both the above subscribers Sd/- (Chander Shekhar Sharma) S/o Sh. O. P. Sharma 207, Sant Nagar, East of Kailash, New Delhi-110065 Chartered Accountant M. No. 084959
2.	Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India through Mr. Ajay Shankar S/o Late Shri Krishana Shankar R/o C -II/16, Bapa Nagar, New Delhi-110003	Sd/-	

Place : New Delhi

Dated : 03-11-2009

EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date

Printed Name

Signature

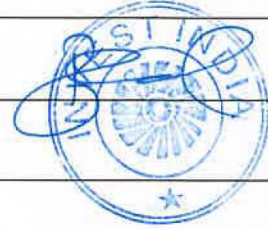
03.07.2024

INVEST INDIA

THROUGH

MR. BHASKAR
CHATURVEDI

(CS & CFO)



EXECUTION

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Date

Printed Name

Signature

03-07-2024

Nivruti Rai

